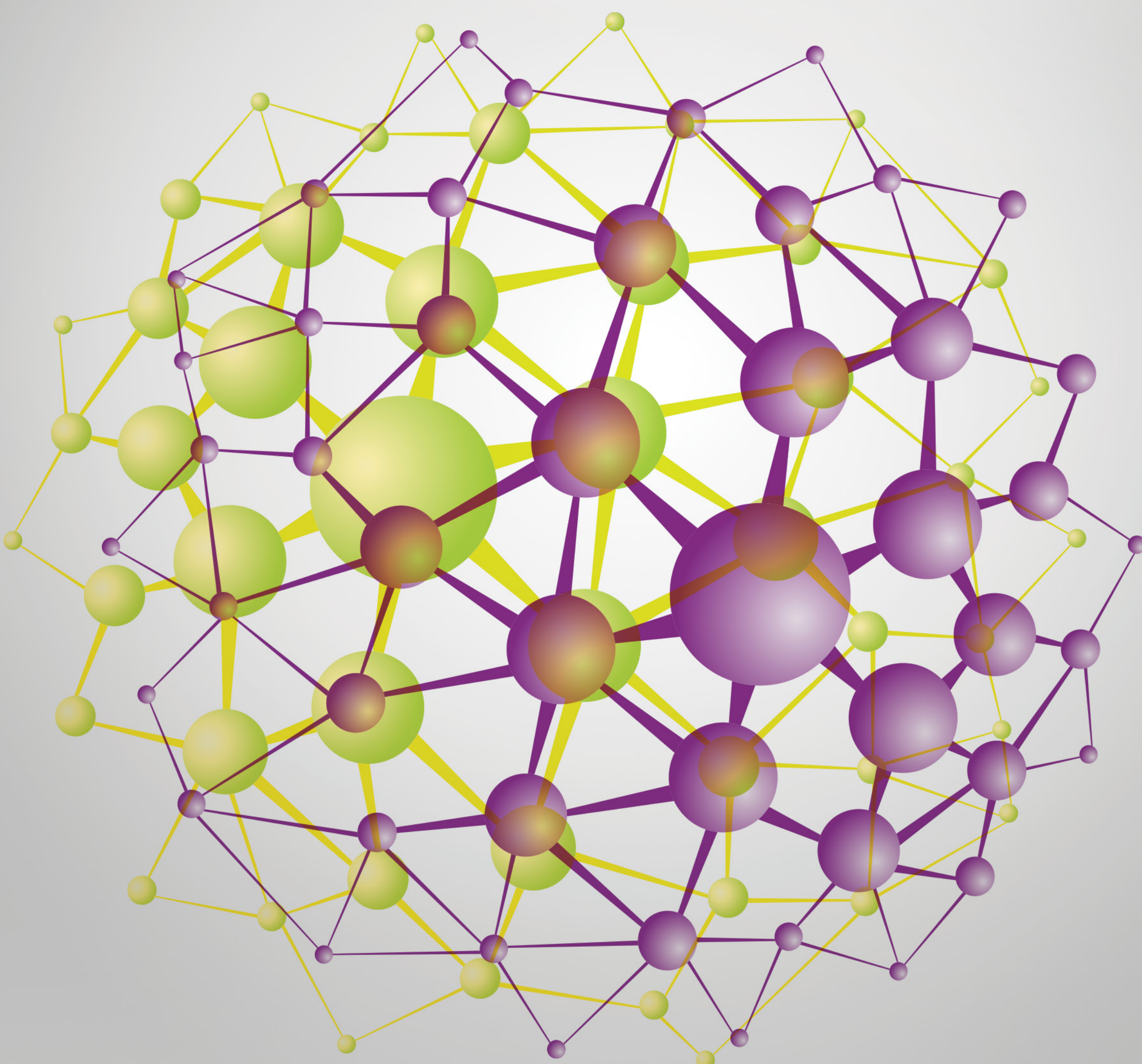
NEOGEN
IONICS LTD.



Capitalising on Opportunities Rising in Strength

ANNUAL REPORT 2024-25

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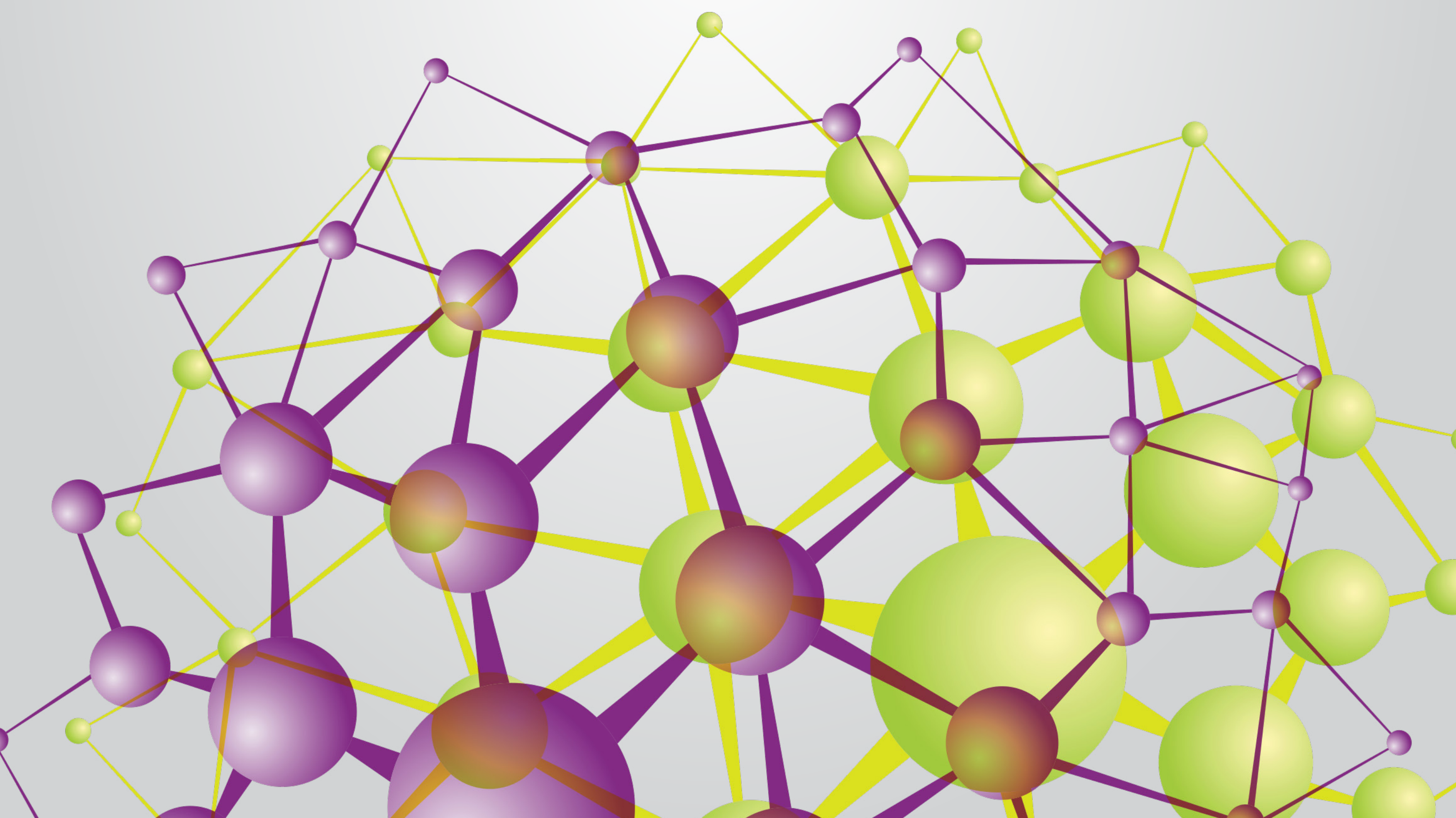

Directors' Report

To,
The Members,
Neogen Ionics Limited.

Your directors are pleased to present the Report of the Board of Directors of your Company along with the Audited Financial Statements for the period ended March 31, 2025.

1. Financial summary or highlights:

The financial summary of the Company for the period from April 1, 2024, to March 31, 2025, is as under:

FINANCIAL RESULTS	From April 1, 2024, to March 31, 2025 (₹ in crores)
Gross Income	13.24
Gross Expenditure	28.89
Profit / (Loss) before exceptional items and taxes	(15.65)
[1]Exceptional items	0.53
Profit / (Loss) before tax	**(16.18)**
Less: Current tax	0.15
Less: Deferred tax	(2.78)
Proft / (Loss) after tax	**(13.55)**
Other comprehensive Income:	
i. Items that will not be re-classified to profit or loss	(0.06)
ii. Income tax related to items that will not be re-classified to profit or loss	0.00
TOTAL INCOME FOR THE PERIOD	**(13.61)**

[1]On March 5, 2025, there was fire at warehouse at Dahej SEZ Plant of the Company. This incident led to damage of certain property, plant and equipment, inventory and interrupted business. The Company is adequately insured for reinstatement value of damaged assets and loss of profits due to business interruption. The Company has intimated the fire incident with the insurance company and submitted loss estimate pertaining to replacement value of the damaged property, plant and equipment, loss of damaged inventory and incidental expenses incurred on account of fire. The Company is awaiting for completion of surveyor assessment appointed by the insurance company. The Company has recognised loss of ₹ 14.74 Crores on account of damage to certain property, plant & equipment, inventory and estimated cost of incidental charges. The Company has recognised insurance claim receivable of ₹ 14.21 Crores to the extent of recovery of loss after adjusting applicable deductibility considering its assessment of loss and admissibility of claims as per the policy, adequacy of coverage and nature of loss and based upon the independent opinion obtained by the company from Independent Surveyor and Independent Expert Practitioner. The Company has not accounted claim for loss of profit due to business interruption and excess value of re-instatement of assets over written down value as per accounting conservatism. The aforementioned losses and corresponding insurance claim has been presented on a net basis of ₹ 0.53 Crores under exceptional item and claim receivable recognised in other current financial assets in these standalone financial results for the quarter and year ended March 31, 2025.

2. The state of the company's affairs:

The company is an unlisted public limited company, incorporated on March 29, 2023, under the provisions of the Companies Act, 2013, to carry out the Battery Chemicals Business addressing the growth opportunities in Energy Storage such as Lithium- Ion Battery material space and other future energy storage chemistries. Further, this report covers the review period, commencing from April 1, 2024, to March 31, 2025 ("**period under review**"), and the same be considered for the purposes of this Director's Report.

Quarter 1:

Initial capacities for Lithium Electrolyte Salts and Electrolytes became operational during the quarter. The Company began commercial shipments of Lithium Salts to global customers, while trial production of Electrolytes continued in alignment with the ramp-up of cell manufacturing in India. Construction of the greenfield Battery Materials facility, based on MUIS technology, also commenced.

Quarter 2:

The company expanded its footprint in the Battery Materials space, sharing multiple Electrolyte and Lithium Salt formulations with customers. Pilot lines began shipping commercial trial lots, while initial production facilities continued to fulfill early-stage demand. The greenfield Battery Materials facility at Dahej progressed on schedule, with phased commissioning aligned to India's emerging cell manufacturing capacities. The company maintained its focus on disciplined execution and long-term growth, despite short-term macroeconomic challenges.

For the purpose of setting up, specialty battery chemicals manufacturing plant in energy storage space with proposed capacity of 30,000 MT per annum of electrolytes and 3,000 MT per annum salt of electrolytes salts at Payal Industrial Park, Pakhajan, Gujarat, the Company had approached the State Bank of India for the financial assistance for an amount not exceeding ₹ 894 Crores with a sub limit of capex letter of credit for an amount of ₹250 Crores and the credit exposure limit not exceeding ₹5 Crores ("**the facility**") to set up the Plant. Accordingly, upon concurrence of both parties, the Company successfully secured the said facility in July 2024.

Quarter 3:

The Company continued to scale its Lithium Salts and Electrolyte production. Trial supplies were extended to domestic battery manufacturers as they prepared to begin production. Construction of the greenfield Battery Materials facility advanced significantly, with over 70% of engineering and erection work completed. The modular plant is nearby complete with construction, equipment assembly and installation currently underway. The significant portion of the critical and long lead equipment's have been ordered.

Quarter 4:

The Company made significant progress, with full commissioning of its 2,000 MT Electrolyte facility and trial production of the remaining 200 MTPA Lithium Salts capacity at Dahej Facility. The greenfield project at Pakhajan is nearing structural completion and key MUIS equipment is expected by early next year, enabling final assembly. A total of ₹470 crore of the ₹1,500 crore CAPEX has been deployed so far.

Key Business Developments:

a) Expansion of capacities:

- Commercial production of 200 MTPA Lithium Electrolyte Salts and Additives completed; remaining 200 MTPA in trial production.
- 2,000 MT Electrolyte facility at Dahej fully commissioned with trial shipments sent to multiple domestic and international customers.

b) Fund Deployment Initiatives:

- Full financial closure achieved for ₹1,500 crore greenfield CAPEX in the Company through long-tenure project finance debt.
- ₹470 crore deployed in FY 2025-26, with construction progressing on schedule.

c) Battery Materials Segment (Neogen Ionics):

- Strong global interest in non-chinese supply chains;
- Company in advanced discussions for long-term contracts with battery manufacturers;
- Pilot and commercial batches of Electrolyte and Lithium Salts being supplied; Customers validating quality and approving facilities.
- Strategic hiring nearly complete, building a high-performing team for Battery Materials.

d) Operational Resilience:

- Despite the fire incident and global challenges, the Company maintained delivery timelines, reassigned production effectively and minimized disruptions.

Key Upcoming Milestones:

a) Early next year : Commission greenfield facility at Pakhajan with:

- o 30,000 MT Electrolyte capacity using MUIS technology
- o 3,000 MT Lithium Electrolyte Salts & Additives capacity

b) FY27 and beyond: Rapid scale-up in the production, expected to accelerate consolidated growth

Conclusion:

F.Y. 2024-25 was a year of steady execution amidst volatility. The Company navigated global headwinds with agility, expanding capacities, entering new markets and deepening its foray into energy transition materials

The Company remains committed to sustainable growth, innovation and value creation for all stakeholders by leveraging its proven capabilities in complex chemistries and robust R&D-driven differentiation.

To sum up, the Management is very confident of making improvements in its current Lithium Battery Chemicals business. The Company has a revenue of ₹11.95 crores from its business operations during the period under review, and the company has incurred a loss after tax of ₹13.55 cores.

3. Change in the nature of business, if any:

There was no change in the nature of the business carried on by the Company during the F.Y 2024-25.

4. Dividend:

The Board of Directors do not recommend paying dividends, as the company has incurred losses during the period under review.

5. The amount, if any, which it proposes to carry to any reserves:

During the year under review, the company has not transferred any amount to General Reserve. For complete details on movement in Reserves and Surplus during the financial year ended March 31, 2025, please refer to the 'Statement of Changes in Equity' included in the standalone financial statements for the financial year ended March 31, 2025.

6. Changes in Share Capital of the Company, if any:

During the period under review, the Board has in its meeting held on April 30, 2024 approved the increase in authorized share capital of the Company from ₹5,00,00,000 (Rupees Five Crores) divided into 50,00,000 equity shares of ₹10 (Rupees Ten) each To ₹10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 equity shares of ₹10 (Rupees Ten) each ranking pari-passu with the existing equity shares in the Company in all respects and modification of existing Clause V – Authorised Share Capital of the Memorandum of Association of the Company by substituting the existing clause with the following new Clause V:

"V. The Authorized Share Capital of the Company is ₹10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 equity shares of ₹10 (Rupees Ten) each."

The above increase in authorised capital and modification of Clause V of MOA was approved by the shareholders in its Extra- Ordinary General Meeting held on April 30, 2024.

The details of the authorized share capital of the Company as on March 31, 2025, is as given hereunder:

Particulars	Authorized Capital as on March 31, 2024		Authorized Capital as on March 31, 2025	
	No. of Shares	Capital	No. of Shares	Capital
Equity Shares of ₹10/- each	50,00,000	₹5,00,00,000	1,00,00,000	₹10,00,00,000
Total	**50,00,000**	**₹5,00,00,000**	**1,00,00,000**	**₹10,00,00,000**

Further, during the period under review, the Company had also allotted 49,00,000 equity shares of ₹ 10 each aggregating to ₹4,90,00,000/- on right basis on June 4, 2024, which was fully subscribed by Neogen Chemicals Limited – the Holding Company.

The details of the issued and paid-up share capital of the Company as on March 31, 2025, are as given hereunder:

Particulars	Opening Balance as on April 1, 2024	Closing Balance as on March 31, 2025
Equity shares:		
- Number of shares	50,00,000	99,00,000
- Amount (in ₹)	₹5,00,00,000/-	₹9,90,00,000/-

Furthermore, the Board and Shareholder's had in its meeting held on April 30, 2024 granted an in-principle approval for issue, offer and allotment of upto 50,00,00,000 0.01% Compulsorily Convertible Debentures ("**CCDs**") of ₹10 each on right basis. Accordingly, the Company has during the year under review allotted 18,25,00,000 CCDs of ₹10 each, in tranches.

Further, the Board of the Company has in its meeting held on October 26, 2024 and upon consent received from the Board of M/s. Neogen Chemicals Limited ("**the holding company and the CCD holder**") approved the variation in terms of conversion clause of CCDs.

7. Disclosure regarding Employee Stock Options:

During the period under review, the Company has not formed any Employees Stock Option Scheme. However, the shareholders of the holding company i.e. Neogen Chemicals Limited has in it's 35th AGM held on September 27, 2024 on recommendation and approval of NRC Committee and Board of the holding Company, approved "Neogen Chemicals Limited Employees Stock Option Scheme 2024" ("**NCL ESOP Scheme**"), which extend the benefits of NCL ESOP Scheme including the grant of Employee Stock Options ("**Options**") and transfer of Equity Shares ("**Shares**") thereunder, to or for the benefit of Employees and Directors of the Subsidiary Company, in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme at such price and on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

8. Buy Back of Shares:

During the period under review, Your Company has not bought back any shares.

9. Details of issue of equity shares with differential rights:

During the period under review, the company has not issued any equity shares with differential rights.

10. Provision of Money by Company for Purchase of its Own Shares by Employees or by Trustees for the Benefit of Employees:

During the period under review, there we no instances for the company to comply with the provisions of Section 67 of the Companies Act, 2013.

11. Details of directors or key managerial personnel who were appointed or have resigned during the year:

During the period under review, there were following changes in the constitution of Board of Directors and key managerial personnel:

SR. NO.	NAME	DIN/PAN	NATURE OF CHANGE	DESIGNATION	EFFECTIVE DATE
1.	Prof. Ranjan Malik	08221989	Appointment	Independent Director	06-08-2024
2.	Mr. Ketan Vyas	ACMPV6449G	Cessation (Resignation)	CFO	11-09-2024
3.	Mr. Gopikrishnan Sarathy	ASFPS5269Q	Appointment	CFO	26-10-2024

As on March 31, 2025, the following were the directors and/or key managerial personnel of the Company:

SR. NO.	NAME	DIN/PAN	DESIGNATION
1.	Mr. Haridas Kanani	00185487	Chairman and Managing Director
2.	Dr. Harin Kanani	05136947	Managing Director
3.	Mr. Shyamsunder Upadhyay	07274873	Executive Director
4.	Mr. Anurag Surana	00006665	Non-Executive and Non-Independent Director
5.	Mr. Sanjay Mehta	00002817	Independent Director
6.	Mr. Hitesh Reshamwala	00367482	Independent Director
7.	Mr. T C N Sai Krishnan	10498119	Executive Director

SR. NO.	NAME	DIN/PAN	DESIGNATION
8.	Prof. Ranjan Malik	08221989	Independent Director
9.	Mr. Gopikrishnan Sarathy	ASFPS5269Q	Chief Financial Officer
10.	Ms. Unnati Kanani	BNBPK0150Q	Company Secretary

Retirement by Rotation: As per the provisions of Section 152 of the Companies Act, 2013, not less than two-third of the total number of Directors, other than Independent Directors shall be liable to retire by rotation. One-third of these Directors are required to retire every year and if eligible, these Directors qualify for reappointment. Accordingly, at the 2nd AGM, Dr. Harin Kanani (DIN: 05136947), Managing Director, shall retire by rotation and being eligible, offers himself for re-appointment. A detailed profile of Dr. Harin Kanani (DIN: 05136947), Managing Director, along with additional information required under Secretarial Standard on General Meetings is provided separately by way of Annexure to the Notice of the 2nd AGM.

Changes during the year:

- **Appointment of Independent Director:**
  During the year under review, Prof. Ranjan Malik (DIN: 08221989) was appointed as an Independent Director of the Company for a first term of Five (5) consecutive years commencing from August 6, 2024 to August 5, 2029 (both days inclusive), not liable to retire by rotation, subject to the approval of the shareholders of the Company and the same was approved by the shareholders of the Company at its 1st Annual General Meeting held on September 27, 2024 by way of passing a special resolution pursuant to the requirement of section 149, 150, 152 and 161 of the Companies Act ("**Act**") read with relevant rules made thereunder. A detailed performance evaluation of Independent Directors was carried out by the Board before recommending his appointment to the shareholders. The Company has appointed him as an Independent Director on the Board and he is also acting as an Independent Director on the Board of holding Company.

- **Resignation and Appointment of Key Managerial Personnel (KMP):**
  During the year under review Mr. Ketan Vyas, who was associated as Chief Financial Officer (CFO) of the Company w.e.f. March 30, 2023, had vide his letter dated September 9, 2024 tendered his resignation as CFO and KMP of the Company, with effect from the close of business working hours on Wednesday, September 11, 2024, to pursue opportunities outside the Company. There were no other material reasons for resignation other than the one specified in the resignation letter. The company took on record the hard work and contribution of Mr. Ketan Vyas in ensuring progress of the Company during his tenure. Subsequently, to fill the said vacancy in the office of CFO, Mr. Gopikrishnan Sarathy was appointed as CFO and KMP of the Company w.e.f. Saturday, October 26, 2024.

Retirement from and relinquishment of position of Chairman and Managing Director of the Company by Haridas Kanani and conferring Haridas Kanani ((DIN No. 00185487)) with the honorary title of Chairman Emeritus:

The shareholders of the company had in its meeting held on June 3, 2023 approved the appointment of Mr. Haridas Kanani (DIN No. 00185487), as a Chairman and Managing Director of the Company for a first term of 5 consecutive years starting from May 13, 2023, to May 12, 2028, liable to retire by rotation, not liable to retire by rotation.

However, Mr. Haridas Kanani, Chairman and Managing Director of the Company has vide his letter dated August 2, 2025, expressed his desire to take retirement from active role and relinquish his position as the Chairman and Managing Director of the Company effective end of working hours of September 30, 2025. The Board has accepted his request to take retirement and relinquish his position, as the Chairman and Managing Director of the Company with effect from end of working hours of September 30, 2025.

Further, considering his past service and a pivotal role played by him in establishing Company's strong foundation, driving sustained growth, and fostering a culture of excellence, integrity, and innovation, and in recognition of his visionary leadership, dedication, and outstanding contributions to the Company's progress, the Board of Directors has approved conferring Mr. Haridas Kanani with the honorary title of "Chairman Emeritus" (a Non-Executive, Non-Board position), w.e.f. October 1, 2025, post his retirement.

In the capacity of Chairman Emeritus he shall continue in a technical advisory role, offering guidance when needed drawing on his >55 years of past experience, but without the formal authority or responsibilities of an active Chairman. He may participate in board and committee meetings of Neogen Group as an observer, provide historical context, and mentor, but shall not vote or have executive decision-making power. Further, he shall not be responsible for any day-to-day operations of the Company.

Mr. Haridas Kanani's association with the Company has been integral to its success, and his designation as Chairman Emeritus would be symbolic of the Company's continued respect and appreciation for his legacy.

Designation of Mr. Sanjay Mehta, Independent Director (DIN No. 00002817), as a Chairman and Independent Director of the Company.

Pursuant to the voluntary retirement and relinquishment of the position of Chairman and Managing Director of the Company by Mr. Haridas Kanani effective end of working hours of September 30, 2025 and approval by the Board for conferring Mr. Haridas Kanani with the honorary title of "Chairman Emeritus" (a Non-Executive, Non-Board position), w.e.f. October 1, 2025 post his retirement, the Board has, in its meeting held on August 2, 2025, approved designation of Mr. Sanjay Mehta (DIN no. 00002817), the existing Non-Executive and Independent Director of the Company, as a Chairman and Non-Executive and Independent Director of the company, liable to retire by rotation, with effect from October 1, 2025, after evaluating his performance as a Non-Executive Independent Director of the Company during his tenure and considering the knowledge, acumen, expertise, experience and the substantial contribution he brings to the Board and on such terms and conditions including remuneration as set out in the agreement and as may be decided by the Board in consultation with him from time to time.

Payment of remuneration to Mr. Sanjay Mehta, Independent Director.

The Board of Directors had in its Board meeting held on August 2, 2025, approved payment of remuneration to Mr. Sanjay Mehta (DIN: 00002817), Non-Executive Independent Director of the Company, commencing from Financial year 2025-26 and in all subsequent Financial years, subject to approval of the shareholders at the ensuing 2nd annual general meeting and provided that the overall amount of remuneration to be paid to all the existing/ then existing Non-Executive Directors together shall not exceed 1% of the profits of the Company for that financial year, computed in accordance with the provisions of Section 198 of the Act or the overall limits as may be prescribed under Section 197 of the Act, as amended from time to time, whichever is higher, read with Schedule V of the Act, and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") (including any statutory modifications or re-enactment thereof for the time being in force), and the applicable rules framed thereunder and on such other terms and conditions as may be decided by the Board.

Further, the Board has approved the revised policy on "Criteria of making payments to Non-Executive Directors and Independent Directors of the Company" by way of Board Resolution passed at the Board Meeting held on August 2, 2025.

Payment of Remuneration to Mr. Hitesh Reshamwala, Independent Director.

The Board of Directors had in its Board meeting held on August 2, 2025, payment of remuneration to Mr. Hitesh Reshamwala (DIN: 00367482), Non-Executive Independent Director of the Company, commencing from Financial year 2025-26 and in all subsequent Financial years, subject to approval of the shareholders at the ensuing 2nd annual general meeting and provided that the overall amount of remuneration to be paid to all the existing/ then existing Non-Executive Directors together shall not exceed 1% of the profits of the Company for that financial year, computed in accordance with the provisions of Section 198 of the Act or the overall limits as may be prescribed under Section 197 of the Act, as amended from time to time, whichever is higher, read with Schedule V of the Act, and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") (including any statutory modifications or re-enactment thereof for the time being in force), and the applicable rules framed thereunder and on such other terms and conditions as may be decided by the Board.

Further, the Board has approved the revised policy on "Criteria of making payments to Non-Executive Directors and Independent Directors of the Company" by way of Board Resolution passed at the Board Meeting held on August 2, 2025.

Payment of Remuneration to Prof. Ranjan Malik, Independent Director.

The Board of Directors had in its Board meeting held on August 2, 2025, payment of remuneration to Prof. Ranjan Malik (DIN: 08221989), Non-Executive Independent Director of the Company, commencing from Financial year 2025-26 and in all subsequent Financial years, subject to approval of the shareholders at the ensuing 2nd annual general meeting and provided that the overall amount of remuneration to be paid to all the existing/ then existing Non-Executive Directors together shall not exceed 1% of the profits of the Company for that financial year, computed in accordance with the provisions of Section 198 of the Act or the overall limits as may be prescribed under Section 197 of the Act, as amended from time to time, whichever is higher, read with Schedule V of the Act, and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") (including any statutory modifications or re-enactment thereof for the time being in force), and the applicable rules framed thereunder and on such other terms and conditions as may be decided by the Board.

Further, the Board has approved the revised policy on "Criteria of making payments to Non-Executive Directors and Independent Directors of the Company" by way of Board Resolution passed at the Board Meeting held on August 2, 2025.

Declaration by directors:

The Independent Directors of the Company have separately submitted a declaration of independence, as required, pursuant to the provisions of Section 149(7) of the Act, stating that they meet the criteria of independence, as provided in Section 149(6) of the Act and are not disqualified from continuing as Independent Directors of your Company. Further, all the Independent Directors of your Company have confirmed their registration / renewal of registration, on Independent Directors' Databank. Further, there has been no change in the circumstances which may affect their status as Independent Director during the period under review. Further, annual disclosure of interest pursuant to section 184(1) of the Act, and declarations regarding their non-disqualification to act as a Director of the Company pursuant to section 164(2) of the Act, were received from all the directors of the company.

12. Particulars of employees:

The Statement containing particulars of employees as required under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be provided upon request. In terms of Section 136 of the Act, the Annual Report and accounts are being sent to the members and others entitled thereto, excluding the information on employee's particulars which will be available for inspection on request being sent by the member during business hours on all working days excluding Sunday and national holidays up to the date of 2nd AGM. Any member interested in obtaining a copy thereof, may write to the Company Secretary at neogenionics@neogenchem.com.

13. Evaluation of the performance of the Board, its committees and of individual directors:

Rule 8(4) of the Companies (Accounts) Rules, 2014 stipulates that every listed company and every other public company having a paid-up share capital of ₹25 crore or more calculated at the end of the preceding financial year shall include, in the report by its Board of directors, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors.

During the period under review, the company does not meet the prescribed threshold limits under rule 8(4) of the Companies (Accounts) Rules, 2014, therefore, it was not required to perform annual evaluation of the Board, its committees, if any and of individual directors.

14. Disclosure of director who is in receipt of any commission from the company and who is a managing or whole-time director of the company and receiving any remuneration or commission from any holding company or subsidiary company of the company as required under Section 197(14) of the Act, 2013:

During the period under review, none of the directors of the Company have received any commission, and therefore, no disclosure under section 197(14) of the Companies Act, 2013 is required.

15. Meetings of the Board and of its committee:

Board Meetings:

The Board met Ten (10) times during the period under review on April 30, 2024, June 4, 2024, June 14, 2024, June 24, 2024, July 10, 2024, August 6, 2024, October 26, 2024, November 12, 2024, February 1, 2025, and March 25, 2025. The maximum interval between any two meetings did not exceed 120 days. The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India. Details are as given hereunder:

Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
		Number of Directors attended	% of Attendance
30-04-2024	7	6	85.71
04-06-2024	7	6	85.71
14-06-2024	7	6	85.71
24-06-2024	7	6	85.71
10-07-2024	7	5	71.42
06-08-2024	7	7	100
26-10-2024	8	8	100
12-11-2024	8	6	75
01-02-2025	8	7	87.50
25-03-2025	8	8	100

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

Sr. No.	Name of Directors	No. of Meetings eligible to attend	No. of Meetings attended
1.	Haridas Kanani	10	8
2.	Dr. Harin Kanani	10	10
3.	Shyamsunder Upadhyay	10	10
4.	Anurag Surana	10	9
5.	Sanjay Mehta	10	8
6.	Hitesh Reshamwala	10	6
7.	Prof. Ranjan Malik	4	4
8.	T C N Sai Krishnan	10	10

In case of a company covered under Sub-Section (1) of Section 178, company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178:

During the period under review, the Company was not required to constitute a Nomination and Remuneration Committee under section 178(1) of the Companies Act, 2013, and rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Stakeholders Relationship Committee under section 178(5) of the Companies Act, 2013.

Disclosure of the composition of an Audit Committee and where the Board had not accepted any recommendation of the Audit Committee, the same shall be disclosed in such report along with the reasons thereof:

During the period under review, the Company was not required to constitute the Audit Committee, pursuant to provision of section 177 of the Companies Act, 2013 read-with rule 4(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

16. Highlights of performance of subsidiaries, associates and joint venture companies and their contribution to the overall performance of the company during the period:

During the period under review, the Company has no subsidiaries, associates or joint venture companies.

However, the Board had at its meeting held on May 17, 2025 approved the incorporation of Wholly Owned Subsidiary ("**WOS**") with the name Neogen Morita New Materials Limited ("**NML**"), which was incorporated on July 30, 2025, with the main object to address growth opportunities in Lithium- Ion Battery material space, especially related to electrolyte Salts needed for internal consumption for electrolytes as well as to meet global market demand. Further, the Company is in advance discussion with Morita Chemicals Industries Co. Limited of Japan for formation of a Joint Venture Company ("**JVC**") in India and to facilitate the same the Company has formed this wholly owned subsidiary- NML.

Further details w.r.t. said matter, can be accessed at:

https://neogenchem.com/wp-content/uploads/Reg_30_Incorporation_of_NMNML_clean.pdf.

17. Auditors:

Statutory Auditors:

Pursuant to the provisions of Section 139 of the Act and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of the maximum term permitted under the provisions of the Act. In line with the requirements of the Act, JMT & Associates, Chartered Accountants (Firm Registration No. 104167W), was appointed as the statutory auditors of the Company to hold office for a further period of five consecutive years from the conclusion of the 1st AGM of the Company held on September 27, 2024, till the conclusion of the 6th AGM. The requirement for the annual ratification of auditors' appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 7, 2018. JMT & Associates, have confirmed that the appointment was within the limit specified under Section 141(3)(g) of the Act and they are not disqualified to be appointed as a Statutory Auditors in terms of provisions of Section 139 and 141 of the Act and the Companies (Audit and Auditors) Rules, 2015.

Statutory Auditors report:

The Statutory Auditors Report does not contain any modified opinion, qualifications, reservations or adverse remarks for the period under review and the observations and comments given in the report of the Statutory Auditors read together with Notes to Accounts are self-explanatory and hence do not call for any further explanation or comments under Section 134(f)(i) of the Act.

Reporting of Frauds:

During the year under review, the Statutory Auditors, have not reported any instances of frauds committed in the Company by its officers or employees, to the Board (in the absence of Audit Committee) under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

Secretarial Auditors:

During the period under review, the Company was not required to conduct secretarial audit.

Cost Auditors:

During the period under review, the Company was not required to conduct cost audit. Further the Company is not required to maintain the cost records pursuant to section 148 of the Companies Act, 2013.

Internal Auditors:

During the period under review, the Company was not required to conduct internal audit. However, the Company had voluntarily appointed vide Board Resolution dated April 30, 2024, M/s. Proteus Advisors Private Limited, through its Managing Partner Mr. Narayan Mantri, as the Internal Auditor of the Company to conduct the internal audit of the Company for the financial year 2024-25.

18. Disclosure of Vigil Mechanism:

The Company has adopted a 'Whistle-Blower Policy' , for its Directors and Employees to report genuine concerns and to provide adequate safeguards against victimization of persons who may use such mechanism. The Mechanism is designed to enable all the stakeholders to communicate their concerns about illegal or unethical practices, fraud or violation of Company's Code of Conduct, if any, freely. No personnel of the Company have been denied access to the Nominated Director – Mr. Sanjay Mehta, Independent Director of the Company, for the purposes of rule 7(3) of the Companies (Meetings of Board and its Powers) Rules, 2014. During the year under review, no complaints were received under the Whistle Blower Policy.

19. Extract of the Annual Return:

Pursuant to Section 134(3)(a) Companies Act, 2013, Every Company shall place the annual return as referred to in Section 92(3) of the Companies Act, 2013 in the web address of the company. As the company has not maintained any website till date, the requirement of placing the annual return referred to in Section 92(3) of the Companies Act, 2013 in the web address of the company is not applicable.

20. Material Changes and Commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Financial Statements Relate and the Date of the Report:

No material changes and commitments have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report which may affect the financial position of the Company or its status as a "Going Concern".

21. Significant Events that Occurred Between the end of the Financial Year of the Company to which the Financial Statements relate and the Date of the Report:

The following significant events have occurred between the end of the financial year of the Company to which the financial statements relate and date of the report:

a) The Board at its meeting held on May 17, 2025 approved the appointment of M/s. NAM & Associates, Company Secretaries through its proprietor Mrs. Neha A Marathe, a Company Secretary in Practice with COP no. 17539, as the Secretarial Auditors of the Company to review and audit the compliances, records, documents as covered under the scope for preparation of Secretarial Audit Report for the financial year 2025-26.

b) The Board at its meeting held on May 17, 2025 approved the appointment of M/s. Proteus Advisors Private Limited, through its Managing Partner, Mr. Narayan Mantri, as the Internal Auditors of the Company to conduct the internal audit of the Company for the financial year 2025-26.

c) The Board had at its meeting held on May 17, 2025 approved the incorporation of Wholly Owned Subsidiary ("**WOS**") with the name Neogen Morita New Materials Limited ("**NML**"), which was incorporated on July 30, 2025, with the main object to address growth opportunities in Lithium-Ion Battery material space, especially related to electrolyte Salts needed for internal consumption for electrolytes as well as to meet global market demand. Further, the Company is in advance discussion with Morita Chemicals Industries Co. Limited of Japan for formation of a Joint Venture Company ("**JVC**") in India and to facilitate the same the Company has formed this wholly owned subsidiary- NML.

d) Considering the growth and working capital needs of the company, the Board approved, at its meeting held on August 2, 2025 availing additional corporate guarantee from Neogen Chemicals Limited ("**the holding company**") against the credit facilities availed by the Company from the Banks or Lenders, up to an additional amount of ₹ 125 Crores (Rupees One Hundred and Twenty-Five Crores Only) provided that the total amount (corporate guarantee) so availed by the Company and outstanding at any one time together with the existing corporate guarantee availed by the Company shall not exceed the sum of ₹1875,00,00,000/- (Rupees One Thousand Eight Hundred and Seventy-Five Crores Only);

e) In order to fuel the on-going working capital requirements of Neogen Morita New Materials Limited – the wholly owned subsidiary company, the Board at its meeting held on August 2, 2025 approved granting of inter-corporate deposits ("**ICDs**") to Neogen Morita New Materials Limited – the Wholly Owned Subsidiary ("**WOS**") up to an amount of ₹ 50 crore.

f) Alteration of Articles of Association of the Company and the same forms part of the agenda of the Notice of 2nd Annual General Meeting of the Company.

22. Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the company's operations in future:

During the period under review, there has been no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future. There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016.

23. Details i.r.o. adequacy of internal financial controls with reference to the financial statements:

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company. This internal financial control system at company's head office and its plants are being checked by the Internal Auditors on a quarterly basis and is certified by the Statutory Auditors in its report. The Internal Auditor reports directly to the Board of Directors of the Company. The adequacy, effectiveness and implementation of the internal financial control system is also monitored by the Board on a quarterly basis and the recommendations, if any by the Internal Auditor is placed before the Board of Directors of the Company for their review and comments and the recommendation from the Board are duly implemented in a timely manner. The system helps in improving operational and financial efficiency of the Company, safeguarding of assets and prevention and detection of frauds, if any, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures and ensuring compliance with the policies of the Company.

The Company has, in all material respects, developed and maintained an adequate internal financial control system operating effectively throughout the period under review. The said internal financial controls are developed and updated from time to time considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

24. Details relating to deposits, covered under Chapter V of the Act:

The Company has not accepted / renewed any deposits during the period under review.

25. Details of deposits which are not in compliance with the requirements of Chapter V of the Act:

During the year there were no deposits which are not in compliance with the requirements of Chapter V of the Act.

26. Particulars of loans, guarantees or investments under Section 186:

The Company has neither given any loan or guarantee, nor has made any investment during the period under review, attracting the provision of Section 186 of the Companies Act, 2013.

27. Particulars of loans given by the Directors and/or their relatives of the Company:

During the period under review, the Company has not received any Loan from Directors and/or their relatives.

28. Particulars of contracts or arrangements with related parties:

The Board of Directors has adopted a policy on related party transactions. As per the Policy on related party transactions, all transactions with related parties were reviewed and approved by the Board on a quarterly basis, as the constitution of Audit Committee is not applicable to the Company.

The objective of the policy is to ensure proper approval, disclosure and reporting of transactions that are or may be executed by and between the Company and any of its related parties. The related party transactions are mentioned in notes to accounts which set out the related party transactions disclosures pursuant to IND AS-24. All the transactions/contracts/arrangements, falling within the purview of provisions of section 188 of the Act, entered by the Company with related parties during the year under review are in ordinary course of business and an arm's length has been maintained in the transaction. The Company has entered into material contract/ arrangement with the Holding Company during the year under review as mentioned in note 40 to the Financial Statements for the financial year ended March 31, 2025, and the same are exempted under the provisions of section 188 of the Companies Act 2013.

The Company has not entered into Material Related Party Transactions as per the provisions of the Companies Act, 2013 with any other related party (except with the Holding Company) and a confirmation to this effect as required under section 134(3)(h) of the Companies Act, 2013 is given in Form AOC-2 as **Annexure 1**, which forms part of this Report.

29. Obligation of the Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention and prohibition of sexual harassment at workplace pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.. The Company has also put in place a redressal mechanism for resolving complaints received with respect to sexual harassment and discriminatory employment practices for all genders. This process ensures complete anonymity and confidentiality of information.

An Internal Complaints Committee has been constituted to redress the complaints relating to sexual harassment at workplace and implementation of the said Policy, and the Committee was re-constituted by the Board in its board meeting held on February 1, 2025.

During the year under review, the Company has not received any such complaints of harassment. The summary of the same is provided hereunder:

Complaints pending as on April 1, 2024	:	Nil
Received during the year	:	Nil
Resolved during the year	:	Nil
Pending as on March 31, 2025	:	Ni

30. Statement on Maternity Benefit Act, 1961 Compliance:

During the period under review, the company complied with the provisions of the Maternity Benefit Act, 1961 along with all the applicable amendments & undertook necessary measures to ensure compliance for all eligible employees.

31. The conservation of energy, technology absorption, foreign exchange earnings and outgo:

The details of the conservation of energy, technology absorption, foreign exchange earnings and outgo, information required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) the Companies (Accounts) Rules, 2014 are as follows:

(A) Conservation of energy-	
the steps taken or impact on conservation of energy;	The Project is currently under implementation stage. Hence this will reported once the project is completed.
the steps taken by the company for utilizing alternate sources of energy;	
the capital investment on energy conservation equipment's;	

(B) Technology absorption-	
i. the efforts made towards technology absorption;	The Project is currently under implementation stage. Hence this will reported once the project is completed.
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;	The company has entered into an agreement with MU Ionics solutions ("MUIS") Japan, for acquiring the manufacturing technology license for producing lithium electrolytes in India with 30,000 tonnes per annum capacity at Pakhajan Plant. Further, the company has paid ₹2.92 crs to MUIS in FY24-25.
b. the year of import;	2023
c. whether the technology been fully absorbed;	No
d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	The Project is currently under implementation stage. Hence this will reported once the project is completed.
iv. the expenditure incurred on Research and Development.	₹ 0.01 crore incurred towards CAPEX on R&D.

(C) Foreign exchange earnings and Outgo:

The Foreign Exchange earning was ₹8.43 crore and outgo for the F.Y. was ₹37.53 crore for import and ₹59.40 crore for expenditure in Foreign currency.

32. Corporate Social Responsibility:

During the period under review, and pursuant to provisions of section 135 of the Companies Act, 2013, the company was not required to spend any amount towards CSR activities.

33. Voluntary revision of financial statements or board report:

Pursuant to section 131 of the Companies Act, 2013 and the rules made thereunder during the period under review, the company has not revised its Financial Statements or Board's Report for three preceding financial years.

34. Directors' Responsibility Statement:

The Director's Responsibility Statement referred to in clause (c) of Sub - Section (3) of Section 134 of the Companies Act, 2013 shall state that:

a) Applicable accounting standards have been followed along with proper explanation relating to material departures, if any, in preparation of the annual accounts;

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

c) 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;

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

e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

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

35. Transfer of Amounts to Investor Education and Protection Fund:

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

36. Credit Rating:

CRISIL Ratings Limited carried out a review of credit facilities availed by the Company in the month of November 2024 and March 2025. The details of the Credit Rating are as given hereunder:

Sr. No.	Particulars	November 2024	March 2025
1.	Date of Letter	November 27, 2024	March 17, 2025
2.	Total Bank Loan Facilities Rated (in ₹)	₹1,150 Crore	₹1,150 Crore
3.	Rating for Long Term Facilities	CRISIL A-/Stable (Assigned)	CRISIL A-/Watch Developing (Placed on 'Rating Watch with Developing Implications')
4.	Rating for Short Term Facilities	N.A.	N.A.

37. The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof:

During the period under review, there has been no one-time settlement of Loan and therefore this point is not applicable.

38. Risk Management Policy:

During the period under review, the Company was not required to devise or formulate any Risk Management Policy.

ACKNOWLEDGEMENT:

The Directors express their appreciation for the sincere co-operation and assistance of Central and State Government authorities, bankers, customers, suppliers, investors and business associates. The Directors also wish to place on record their deep sense of appreciation for the committed services rendered by each and every employee of the Company. The Directors acknowledge with gratitude, the encouragement and support extended by the Company's valued stakeholders.

By Order of the Board of Directors,
For and on behalf of NEOGEN IONICS LIMITED

Haridas Kanani
Chairman and Managing Director
DIN: 00185487

Date: August 2, 2025
Place: Thane

Annexure – 1

Form 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 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.

SR. NO.	PARTICULARS	DETAILS
a)	Name (s) of the related party & nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions on an Arm's length basis.

SR. NO.	PARTICULARS	DETAILS
a)	Name (s) of the related party & nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board, if any	
f)	Amount paid as advances, if any	

By Order of the Board of Directors,
For and on behalf of NEOGEN IONICS LIMITED

Haridas Kanani
Chairman and Managing Director
DIN: 00185487

Date: August 2, 2025
Place: Thane

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF NEOGEN IONICS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of NEOGEN IONICS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the period ended on that date, and a summary of the material accounting policies and other explanatory information (hereinafter referred to as "Financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the Loss and total comprehensive income, changes in equity and its cash flows for the period ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Key Audit Matters

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

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities for the audit of the Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Financial Statements.

Sr. No.	Key Audit Matter	How our audit addressed the Key audit matter
1	**Property, plant and equipment and capital work in progress.** The Company is presently in the process of setting up the Speciality Chemicals Plants at Dahej and Pakhajan, Gujarat. Since these projects take a substantial period of time to get ready for intended use and due to their materiality in the context of the Balance Sheet of the Company, this is considered to be an area with significant effect on the overall audit strategy and allocation of resources in planning and completion our audit. With regard to above capital projects, management has identified specific expenditure including employee costs and other overheads relating to each of the assets in the above capital projects and has applied judgement to assess if the costs incurred in relation to these assets meet the recognition criteria of Property, Plant and Equipment in accordance with Ind AS 16. This has been determined as a key audit matter due to the significance of the capital expenditure during the year and the risk that the elements of costs that are eligible for capitalization are not appropriately capitalised in accordance with the recognition criteria provided in Ind AS 16.	Our audit procedures included the following: • We performed an understanding and evaluation of the system of internal control process over the projects and those included in capital work in progress, with reference to identification and testing of key controls. • We assessed the progress of the project and the intention and ability of the management to carry forward and bring the asset to its state of intended use. • Review of Board minutes relating to approvals of the projects and changes in estimates thereof. • Understood, evaluated, and tested the design and operating effectiveness of key controls relating to capitalization of various costs incurred; • Tested the direct and indirect costs capitalized, on a sample basis, with the underlying supporting documents to ascertain nature of costs and basis for allocation, where applicable, and evaluated whether they meet the recognition criteria provided in the Indian Accounting Standard (Ind AS) 16, Property, Plant and Equipment; • Ensured adequacy of disclosures in the standalone financial statements on the management judgements in such cases.

Emphasis of Matter

We draw attention to Note 29 of the Financial Results with regard to incident of Fire at Warehouse of Dahej SEZ Plant of the Company. This incident led to damage of certain plant and equipment, inventory and it also interrupted business. However the Company is having insurance policy covering above eventuality and accordingly it intimated insurance company about the fire incident and submitted loss estimate to the Insurance Company. Since the Surveyor's Report appointed by Insurance Company is not received to this date, it appointed Independent Surveyor for ascertaining the Loss caused by Fire and the claim that the Company is entitled from the Insurance Company vis-a-vis its insurance policy. The company simultaneously appointed Independent Expert seeking opinion on accounting treatment for the Loss caused and the Claim made to the Insurance Company. Based on the Independent Surveyor's Report and Independent Expert's Opinion:

(i) the Company recognized Loss caused by fire as Rs 14.74 crores and Insurance Claim receivable from Insurance Company as Rs. 14.21 crores.

(ii) The aforementioned losses of Rs.14.74 crores and corresponding insurance claim credit of Rs 14.21 crores has been presented on a net basis of Rs 0.53 crores under "Exceptional Items" in these financial results for the current quarter and year ended March 31, 2025.

Our opinion is not modified in respect of this matter.

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

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charged with the governance as required under SA 720 'The Auditor's Responsibility relating to other Information'.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the under lying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 (the 'Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable

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

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

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act

e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has no pending litigations to be disclosed at the end of the period.

ii. The Company did not have any material long term contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

iv. (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in note 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 persons or entities, 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 ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(b) The Management has represented that, to the best of its knowledge and belief, as disclosed in note to the accounts, no funds have been received by the Company from any persons or entities, 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 ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been 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) of Rule 11(e) contain any material mis-statement.

v. The Company has not declared any Dividend during the year ended 31 March, 2025, nor has it proposed any Dividend for the year subject to approval of the members at the ensuing Annual General Meeting. Accordingly, the provisions of section 123 of the Companies Act, 2013 do not apply.

vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and audit trail has been preserved by the company as per the statutory requirement for record retention.

4. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

UDIN: 25039910BMHVWJ9487
For JMT& ASSOCIATES
Chartered Accountants
Firm's Registration No.104167W

JAYESH SHAH
Partner
Membership No.039910

Place: Mumbai
Date: May 17, 2025

ANNEXURE ‘A’ TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of NEOGEN IONICS LIMITED of even date)

i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment

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

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

(c) According to the information and explanations given to us, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the company.

(d) According to the information and explanations given 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 the information and explanations given to us, there are no proceedings initiated or are pending against the company for holding any Benami property under the “Benami Transactions (Prohibition) Act, 1988 and Rules made there under.”

ii In respect of the Company’s Inventories:

a) In our opinion and according to the information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals by the management. The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and nature of business. The Company has maintained proper records of inventory. As per information available, the discrepancies noticed on verification between physical stock and book records were not material in relation to the operation of the company and the same have been properly dealt with in the books of account.

b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks on the basis of security of current assets and hence reporting under clause 3(ii)(b) is not applicable.

iii 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 investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships, and hence reporting under clause 3(iii) is not applicable.

iv The company has not granted any loans, made investments in subsidiaries, provided any guarantees or security in connection with a loan to any other body corporate or person within the meaning of section 185 and 186 of the companies Act 2013.

v The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March

31, 2025 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi The maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company

vii 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, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

viii 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 as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

ix a) 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 defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.

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 willful defaulter by any bank or financial institution or government or government authority.

c) In our opinion and according to the information and explanations given to us by the management, the Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable. 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 raised on short-term basis have been used for long-term purposes by the Company.

d) 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 Joint Venture, as defined in the Act. The Company does not hold any investment in any Subsidiaries or associate (as defined in the Act) during the year ended 31 March 2025.

e) 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 Joint Venture (as defined under the Act).

x. (a) The Company has not raised any monies by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.

(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 preferential allotment of shares during the year. Accordingly, clause 3 (x)(b) of the order is not applicable to the Company.

xi. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the course of audit.

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

(c) According to the information and explanations given to us, no whistle blower complaints have been received by the Company during the year.

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

xiii. According to the information and explanations given to us, all transactions with related parties are in compliance with section 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards. The provisions of section 177 of the Companies Act, 2013 are not applicable to the company.

xiv. (a) In our opinion and according to the information and explanations given to us, the Company has internal audit system commensurate with size and nature of its business.

(b) However, according to the information & explanation given to us, there was no report of Internal Audit issued during the year as the same was not applicable.

xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year. Hence, provision of section 192 of the act are not applicable to the company.

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.

(b) 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.

(c) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.

xvii. The Company has incurred cash losses in the current year to the tune of Rs 13.45 Crore.

xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

xix. 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.

xx. The Provisions of section 135 of companies Act, 2013 are not applicable to the company, and hence reporting under clause 3(xx) of the Order is not applicable.

UDIN: 25039910BMHVWJ9487
For JMT& ASSOCIATES
Chartered Accountants
Firm's Registration No.104167W

JAYESH SHAH
Partner
Membership No.039910

Place: Mumbai
Date: May 17, 2025

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NEOGEN IONICS LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **NEOGEN IONICS LIMITED** ("the Company") as of March 31, 2025 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing an devaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

UDIN: 25039910BMHVWJ9487
For JMT& ASSOCIATES
Chartered Accountants
Firm's Registration No.104167W

JAYESH SHAH
Partner
Membership No.039910

Place: Mumbai
Date: May 17, 2025

Standalone Balance Sheet

As at March 31, 2025

CIN : U20119MH2023PLC399825

(₹ in Crore unless otherwise stated)

Particulars			Notes No.	As at March 31, 2025	As at March 31, 2024
ASSETS					
(1)	**Non-Current Assets**				
	(a)	Property, plant and equipment	3	175.85	135.00
	(b)	Capital work-in-progress	4	128.67	52.80
	(c)	Intangible assets	5	0.01	-
	(d)	**Financial Assets**			
		(i) Other financial assets	7	0.43	0.48
	(e)	Other non-current assets	9	171.97	36.67
	(f)	Deferred Tax Asset (Net)	18	3.98	1.20
		Total Non Current Assets		**480.91**	**226.15**
(2)	**Current Assets**				
	(a)	Inventories	10	2.92	0.65
	(b)	**Financial Assets**			
		(i) Trade receivables	11	5.98	0.61
		(ii) Cash and cash equivalents	12	4.47	10.20
		(iii) Loans	6	0.02	-
		(iv) Other financial assets	7	41.37	-
	(c)	Other current assets	9	17.96	8.23
		Total Current Assets		**72.72**	**19.69**
Total Assets				**553.63**	**245.84**
EQUITY AND LIABILITIES					
(1)	**Equity**				
	(a)	Equity share capital	13	9.90	5.00
	(b)	Other equity	14	163.34	(5.81)
Total equity				**173.24**	**(0.81)**
(2)	**Liabilities**				
	(A) Non-Current Liabilities				
	(a)	Financial liabilities			
		(i) Borrowings	15	214.20	118.39
		(ii) Other financial liabilities	16	0.00	0.00
	(b)	Long term provisions	17	0.60	0.26
		Total Non-Current Liabilities		**214.80**	**118.65**
	(B) Current Liabilities				
	(a)	**Financial Liabilities**			
		(i) Trade payables	19		
		(a) total outstanding dues of micro and small enterprises		0.05	0.90
		(b) total outstanding dues of creditors other than micro and small enterprises		16.32	0.00
		(ii) Other financial liabilities	16	147.95	126.59
	(b)	Other current liabilities	20	0.84	0.41
	(c)	Short term provisions	17	0.36	0.08
	(d)	Current tax liabilities (net)	8	0.07	-
		Total Current Liabilities		**165.59**	**128.00**
		Total liablities		**380.39**	**246.65**
Total Equity And Liabilities				**553.63**	**245.84**

Corporate information	1
Material accounting policies	2

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached
For **JMT & Associates**
Chartered Accountants
Firm Registration No. 104167W

Jayesh J Shah
Partner
Membership No. 039910

Place: Thane
Date: May 17, 2025

For and on behalf of the Board of Directors
NEOGEN IONICS LIMITED
CIN : U20119MH2023PLC399825

Haridas Kanani
Chairman & Managing Director
DIN- 00185487

Dr.Harin Kanani
Managing Director
DIN- 05136947

Gopikrishnan Sarathy
Chief Financial Officer

Unnati Kanani
Company Secretary
M. no. A35131

Standalone Statement of Profit and Loss

for the year ended March 31, 2025

CIN : U20119MH2023PLC399825

(₹ in Crore unless otherwise stated)

	Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
I	**REVENUE**			
	Revenue from operations	21	11.95	0.55
	Other income	22	1.29	0.35
	TOTAL INCOME		**13.24**	**0.90**
II	**EXPENSES**			
	Cost of materials consumed	23	15.26	0.65
	Changes in inventories of finished goods and work-in-progress	24	(6.68)	-
	Employee benefits expense	25	6.56	2.94
	Finance costs	26	3.44	0.93
	Depreciation and amortisation expense	27	2.20	0.05
	Other expenses	28	8.11	3.34
	TOTAL EXPENSES		**28.89**	**7.91**
III	**Profit/(loss) before exceptionals item and taxes (I-II)**		**(15.65)**	**(7.01)**
IV	Exceptionals item	29	0.53	-
V	**Profit/(loss) before tax (III-IV)**		**(16.18)**	**(7.01)**
VI	**Tax Expenses**			
	- Current tax	18	0.15	
	- Deferred tax	18	(2.78)	(1.20)
VII	**Profit for the period (V-VI)**		**(13.55)**	**(5.81)**
VIII	**Other Comprehensive Income**			
	(A) Items that will not be reclassified to profit or loss			
	- Gain/(Loss) on remeasurement of defined benefit plans		(0.06)	-
	- Income tax (expense)/ income relating to items that will not be reclassified to profit or loss		0.00	-
	Total Other Comprehensive Income/(loss) for the year net of tax		**(0.06)**	**-**
IX	**Total comprehensive income for the period (VII + VIII)**		**(13.61)**	**(5.81)**
X	**Earnings per equity share (face value ₹ 10 each)**	31		
	- Basic (₹)		(15.03)	(23.47)

Corporate information 1
Material accounting policies 2
The accompanying notes are an integral part of the financial statements.

As per our report of even date attached
For **JMT & Associates**
Chartered Accountants
Firm Registration No. 104167W

Jayesh J Shah
Partner
Membership No. 039910

Place: Thane
Date: May 17, 2025

For and on behalf of the Board of Directors
NEOGEN IONICS LIMITED
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DIN- 05136947

Gopikrishnan Sarathy
Chief Financial Officer

Unnati Kanani
Company Secretary
M. no. A35131

Statement of Changes in Equity

for the year ended March 31, 2025

CIN : U20119MH2023PLC399825
(₹ in Crore unless otherwise stated)

A) Equity Share Capital

Equity Share Capital	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	**5.00**	**5.00**
Changes in equity share capital during the year	4.90	-
Balance at the end of the year	**9.90**	**5.00**

B) Other Equity

For the year ended March 31, 2025

Description	Reserves and Surplus				Other comprehensive income	Total Other Equity
	General Reserve	Retained Earnings	Other component of equity	*Equity component of CCD	Re- measurement of Gains (losses) on Defined Benefit Plan	
Balance as at April 1, 2024	-	(5.81)	-	-	-	(5.81)
Profit for the year		(13.55)				(13.55)
Other Component of equity			0.26	182.50		182.76
Other Comprehensive Income					(0.06)	(0.06)
Total Comprehensive Income	-	(19.36)	0.26	182.50	(0.06)	163.34
Balance as at March 31, 2025	-	(19.36)	0.26	182.50	(0.06)	163.34

**During the year company issued and alloted 18,25,00,000 compulsory convertible debentures (CCD) of ₹ 10/- each, carrying coupon rate of 0.01% to Neogen Chemicals Limited ("Holding Company") amounting to ₹ 182.50 crore, tenure shall be 10 years from the date allotment.*

For the year ended March 31, 2024

Description	Reserves and Surplus				Other comprehensive income	Total Other Equity
	General Reserve	Retained Earnings	Other component of equity	Equity component of CCD	Re- measurement of Gains (losses) on Defined Benefit Plan	
Balance as at April 1, 2023						-
Profit for the year	-	(5.81)	-	-	-	(5.81)
Other Comprehensive Income	-		-	-	-	-
Total Comprehensive Income	-	(5.81)	-	-	-	(5.81)
Balance as at March 31, 2024	-	(5.81)	-	-	-	(5.81)

Corporate information 1
Material accounting policies 2
The accompanying notes are an integral part of the financial statements.

As per our report of even date attached
For **JMT & Associates**
Chartered Accountants
Firm Registration No. 104167W

Jayesh J Shah
Partner
Membership No. 039910

Place: Thane
Date: May 17, 2025

For and on behalf of the Board of Directors
NEOGEN IONICS LIMITED
CIN : U20119MH2023PLC399825

Haridas Kanani
Chairman & Managing Director
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Managing Director
DIN- 05136947

Gopikrishnan Sarathy
Chief Financial Officer

Unnati Kanani
Company Secretary
M. no. A35131

Statement of Cash Flow

for the year ended March 31, 2025

CIN : U20119MH2023PLC399825

(₹ in Crore unless otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash Flow from Operating Activities		
Net Profit before tax	**(16.18)**	**(7.01)**
Adjustments for:		
Depreciation and amortization expense	2.20	0.05
Allowance for doubtful debts and advances	0.09	-
Finance Cost	3.44	0.93
Unrealized exchange Loss	0.62	-
Exceptional items (Refer Note 29)	0.53	-
Interest income	(0.63)	(0.35)
Operating Profit before Working Capital changes	**(9.93)**	**(6.38)**
Adjustments for :		
*(Increase)/Decrease in inventories	(12.80)	(0.65)
(Increase)/Decrease in trade receivables	(5.40)	(0.61)
(Increase)/Decrease in current loans and advances and other current financial assets	(36.83)	(0.48)
(Increase)/Decrease in loans and advances and other non current financial assets	(0.02)	-
(Increase)/Decrease in other current assets	0.50	(8.23)
(Increase)/Decrease in other non-current assets	12.28	52.08
Increase/(Decrease) in trade payables	15.46	0.92
Increase/(Decrease) in other financial non-current liabilities	-	0.26
Increase/(Decrease) in other non-current liabilities	3.12	-
Increase/(Decrease) in other current financial Liabilities	32.43	74.59
Increase/(Decrease) in other current liabilities	0.57	0.41
Cash flow from operations	**(0.62)**	**111.91**
Income tax paid/refund (Net)	-	-
Net Cash flow generated from Operating activities	**(0.62)**	**111.91**
B. Cash Flow from Investing Activities		
* Purchases of property, plant and equipment	(284.98)	(224.52)
Purchase of Intangible asset	(0.01)	-
Investments	(0.45)	-
Interest received	0.58	0.35
Net Cash used in Investing activities	**(284.86)**	**(224.17)**
C. Cash Flow from Financing Activities		
Proceeds from issue of equity/compulsory convertible debentures of the Company	187.40	5.00
Proceeds of borrowings	215.30	118.39
Repayment of borrowings	(119.49)	-
Finance cost	(3.44)	(0.93)

Statement of Cash Flow

for the year ended March 31, 2025

CIN : U20119MH2023PLC399825

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Net Cash used in Financing activities	**279.77**	**122.46**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(5.71)**	**10.20**
Cash on Hand	0.00	-
Cash at Bank	10.20	-
Opening Cash and Cash Equivalents	**10.20**	**-**
Cash on Hand	0.00	0.00
Cash at Bank	4.47	10.20
Closing Cash and Cash Equivalents	**4.47**	**10.20**

1. The above Cash Flow Statement has been prepared under the “Indirect Method” as set out in Indian Accounting Standard (Ind AS - 7) on Statement of Cash Flows notified u/s 133 of Companies Act, 2013 (“Act”) read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015, as amended and the relevant provisions of the Act.
2. The figures for the previous year have been regrouped/reclassified wherever necessary to conform to current year’s classification.
3. Cash comprises cash on hand, Current Accounts and deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition)

*4. Figures considered for changes in inventory and purchase of property plant and equipment are on gross basis, without considering loss on account of fire.

Particulars	March 31, 2025	March 31, 2024
Borrowings		
Balance at the beginning of the year	118.39	-
Cash Flow	95.81	118.39
Non Cash Changes	-	-
Balance at the end of the Year	**214.20**	**118.39**

Corporate information 1
Material accounting policies 2
The accompanying notes are an integral part of the financial statements.

As per our report of even date attached
For **JMT & Associates**
Chartered Accountants
Firm Registration No. 104167W

For and on behalf of the Board of Directors
NEOGEN IONICS LIMITED
CIN : U20119MH2023PLC399825

Jayesh J Shah
Partner
Membership No. 039910

Haridas Kanani
Chairman & Managing Director
DIN- 00185487

Dr.Harin Kanani
Managing Director
DIN- 05136947

Place: Thane
Date: May 17, 2025

Gopikrishnan Sarathy
Chief Financial Officer

Unnati Kanani
Company Secretary
M. no. A35131

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

1. General corporate information

Neogen Ionics Limited ("the company") is domiciled in India, having Corporate Identity Number U20119MH2023PLC399825. Company has its registered office at Thane, Maharashtra, is in the business of Battery Chemicals. The ultimate holding company is Neogen Chemicals Limited.

2. Summary of basis of compliance, basis of preparation and presentation, key accounting estimates, assumptions and material accounting policies

I. Basis of compliance

The standalone financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and presentation and disclosures requirement of Division II of revised Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to standalone financial statement. The accounting policies are applied consistently to all the years presented in the standalone financial statements.

The standalone financial statements of the Company for the year ended March 31, 2025 were authorized for issue in accordance with a resolution of the Board of Directors on May 17, 2025.

II. Basis of preparation and presentation

The Company adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from 1 April 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements. The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

- Current versus non-current classification

  All assets and liabilities have been classified as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of the products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and non-current.

- Basis of measurement

  The financial statements have been prepared on a historical cost basis, except for the following:

  - certain financial assets and liabilities (including derivative instruments) that is measured at fair value;
  - defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation;

- Functional and presentation currency

  These standalone financial statements are presented in Indian rupees, which is the Company's functional currency. All amounts have been rounded off to the nearest Crore, unless otherwise indicated.

III. Key estimates and assumptions

While preparing financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the balance sheet date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively. Judgement, estimates and assumptions are required in particular for:

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

- Determination of the estimated useful lives
  Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

- Recognition and measurement of defined benefit obligations
  The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

- Recognition of deferred tax assets and liabilities
  Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences.

- Recognition and measurement of other provisions
  The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

- Discounting of long-term financial assets / liabilities
  All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial assets / liabilities which are required to subsequently be measured at amortised cost, interest is accrued using the effective interest method.

- Determining whether an arrangement contains a lease
  Ind AS 116 requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease period relating to the existing lease contracts.

- Fair value of financial instruments
  Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers.

- Provisions and contingent liabilities and assets
  A provision is recognised when the Company has a present obligation because of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Notes to Standalone Financial Statements

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(₹ in Crore unless otherwise stated)

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystalising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised. The cases which have been determined as remote by the Company are not disclosed.

Contingent assets are neither recognised nor disclosed in the standalone financial statements.

IV. Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

a. Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

b. Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

c. Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

V. Material accounting policies

A. Revenue recognition and Other income

- Sale of goods

The company manufactures and sells a range of products to various customers. In case of contracts with customers, revenue is recognised when the significant risk and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods to the degree usually associated with the ownership, and the amount of revenue can be measured reliably, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable. Revenue recognised in relation to these contracts in excess of billing is recognised as a Contract Asset. In remaining cases revenue is recognised over Company's performance does not create an asset with alternative use to the Company and the entity has an enforceable right to payment for performance completed till date. Accumulated experience is used to estimate and provide for the discounts and returns and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (included in other current liabilities) is recognised for expected returns from the customer. Liability (included in other financial liabilities) is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. Amounts disclosed as revenue are net of returns, discounts, volume rebates and net of goods and service tax. Incentives on exports are recognised in books after due consideration of certainty of utilisation / receipt of such incentives.

Notes to Standalone Financial Statements

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- Interest income

  Interest income is recognized on time proportion basis considering the amount outstanding and rate applicable. For all financial assets measured at amortized cost, interest income is recorded using the effective interest rate (EIR) i.e. the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets. Interest income is included in other income in the Statement of Profit and Loss.

B. Foreign currency

- Transaction and balances

  Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income and expenses in the period in which they arise.

  Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of transactions. Non-monetary items that are measured at fair value in a foreign currency shall be translated using the exchange rates at the date when the fair value was measured.

  Exchange differences are generally recognised in the Statement of Profit and Loss.

C. Employment Benefits

- Short-term obligations

  All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. Short-term benefits such as salaries, wages, short-term compensation absences, etc., are determined on an undiscounted basis and recognized in the period in which the employee renders the related service.

- Other long-term employee benefit obligations

  Liability toward Long-term Compensated Absences is provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method, as at the date of the Balance Sheet. Actuarial gains / losses comprising of experience adjustments and the effects of changes in actuarial assumptions are immediately recognised in the Statement of Profit and Loss. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

- Post-employment obligations

  The Company operates the following post-employment schemes:

  (a) Defined benefit plans such as gratuity, and

  (b) Defined contribution plans such as provident fund.

    (a) Defined benefit plans: The following post – employment benefit plans are covered under the defined benefit plans:

    Gratuity: The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

    The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected

Notes to Standalone Financial Statements

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unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

(b) Defined contribution plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

D. Income-tax

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in the Other Comprehensive Income.

- Current tax

Current tax is the amount of tax payable (recoverable) in respect of the taxable profit / (tax loss) for the year determined in accordance with the provisions of the Income-Tax Act, 1961. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company:

a) has a legally enforceable right to set off the recognised amounts; and

b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

- Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

a) temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;

Deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if:

Notes to Standalone Financial Statements

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a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

E. Inventories

Inventories are carried in the balance sheet as follows:

(a) Raw materials, Packing materials and Stores & Spares: Cost of purchases and other costs incurred in bringing the inventories to their present location and condition.

(b) Work-in-progress / project in progress: At lower of cost of materials, plus appropriate manufacturing overheads and net realizable value.

(c) Finished Goods: At lower of cost of materials, plus appropriate manufacturing overheads and net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in the production of finished products are not written down below cost, except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realizable value.

F. Property, plant and equipment (including Capital work in progress)

- Recognition and initial measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost of an item of property, plant and equipment comprises:

a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

d) Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses. Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

- Derecognition

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset

Notes to Standalone Financial Statements

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(calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the standalone statement of profit and loss when the asset is derecognized.

- Subsequent expenditure

  Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

- Depreciation/ Amortizations

  Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives specified in schedule II to the Companies Act, 2013 except for the following:

  (a) Building – 30 years

  (b) Plant and Machinery- 20 years

  (c) M.S. Structure & FRP Gratings- 20 years

  (d) Effluent Treatment Plant- 20 years

  (e) R & D Equipment's- 10 years

  (f) Office equipment's- 5 years

  (g) I T Equipment's- 3 years

  (h) Furniture and fixtures- 10 years

  (i) Leasehold land - 60 years

  Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

G. Intangible assets:

- Recognition and initial measurement

  Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

- Useful life and amortisation

  Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and impairment losses, if any. Amortisation is recognised on a straight-line basis over the useful lives of the asset from the date of capitalisation as below:

  Computer software 3-5 years

  The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for prospectively.

  Intangible assets acquired in a business combination viz. Goodwill, Patents, Copyrights and Brands do not have definite useful life and thus, are not amortised. However, these assets are tested for impairment on an annual basis. These are further tested for impairment upon any indication of impairment subsequent to annual testing.

- Derecognition

  Intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. 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.

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- Impairment

  At the end of each reporting year, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss. Goodwill and intangible assets that do not have definite useful life are not amortised and are tested at least annually for impairment. If events or changes in circumstances indicate that they might be impaired, they are tested for impairment once again.

H. Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange difference to the extent regarded as an adjustment to the borrowing costs.

I. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of directors. The Company has identified only one segment as reporting segment based on the information reviewed by CODM.

J. Financial Instruments

- **Recognition initial measurement**

  Trade receivables are initially recognised when they originate. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. A financial asset or financial liability is initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. However, trade receivables that do not contain a significant financing component are measured at transaction price.

- **Classification and subsequent measurement**
  - Financial Assets

    On initial recognition, a financial asset is classified as measured at

    - amortised cost or
    - FVTPL

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets. A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Financial assets: Business model assessment

  The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

  - The stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
  - how the performance of the portfolio is evaluated and reported to the Company's management;
  - the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
  - how managers of the business are compensated -e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
  - the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

  Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

- Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

  For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

  In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows that it would not meet this condition. In making this assessment, the Company considers:

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

  A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

- Financial assets: subsequent measurement and gains and losses

  Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

  Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Statement of profit and loss. Any gain or loss on derecognition is recognised in Statement of profit and loss.

- Financial liabilities: Classification, subsequent measurement and gains and losses

  Financial liabilities are classified and measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses including any interest expense, are recognised in Statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in Statement of profit and loss. Any gains or loss on derecognition is also recognized in the statement of profit and loss.

- Derecognition
  - **Financial assets**

    The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers not retains substantially all of the risks and rewards of ownership but does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

  - **Financial liabilities**

    The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired. The Company also derecognises a financial liability when its terms are modified and the cash flow under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

liability with modified terms is recognised in the statement of profit and loss.

- **Offsetting**
  Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

- **Equity instruments**
  Equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities and includes no obligation to deliver cash or other financial assets.

K. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

L. Earnings per share

- Basic earnings per share

Basic earnings per share is calculated by dividing:

a) the profit attributable to owners of the Company.

b) by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

M. Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS - 117 Insurance Contracts and amendments to Ind AS 116 - Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Notes to Standalone Financial Statements

for the year ended March 31, 2025

Note : 3 Property, Plant and Equipment

(₹ in Crore unless otherwise stated)

Particulars	Freehold Land	Leasehold Land	Factory Buildings	Plant & Machineries	M.S.Structure & FRP Grattings	R & D Equipments	Effulent Treatment Equipments	I .T Equipments	Furniture & Fixtures	Total
Gross Block:										
As at April 1, 2023										-
Additions during the year	100.88	1.65	6.69	22.57	0.64	2.60	-	-	0.02	135.05
Disposals/Adjustments during the year	-	-	-	-	-	-	-	-	-	-
As at March 31, 2024	**100.88**	**1.65**	**6.69**	**22.57**	**0.64**	**2.60**	**-**	**-**	**0.02**	**135.05**
As at April 1, 2024	100.88	1.65	6.69	22.57	0.64	2.60	-	-	0.02	135.05
Additions during the year	1.29	0.60	1.47	40.48	0.98	0.01	0.12	0.02		44.97
Loss by fire (Refer note: 29)	-	-	-	(1.96)	-	-	-	-	-	(1.96)
Disposals/Adjustments during the year	-	-	-	-	-	-	-	-	-	-
As at March 31, 2025	**102.17**	**2.25**	**8.16**	**61.09**	**1.62**	**2.61**	**0.12**	**0.02**	**0.02**	**178.06**
Accumulated Depreciation:										
As at April 1, 2023	-	-	-	-	-	-	-	-	-	-
Depreciation for the year	-	0.01	0.01	0.03	0.00	-	-	-	0.00	0.05
On disposals/adjustments during the year	-	-	-	-	-	-	-	-		-
As at March 31, 2024	**-**	**0.01**	**0.01**	**0.03**	**0.00**	**-**	**-**	**-**	**0.00**	**0.05**
As at April 1, 2024	-	0.01	0.01	0.03	0.00	-	-	-	0.00	0.05
Depreciation for the year	-	0.03	0.22	1.67	0.03	0.25	0.00	0.00		2.20
Loss by fire (Refer note: 29)	-	-	-	(0.04)	-	-	-	-	-	(0.04)
On disposals/adjustments during the year	-	-	-		-	-	-	-	-	-
As at March 31, 2025	**-**	**0.04**	**0.23**	**1.66**	**0.03**	**0.25**	**0.00**	**0.00**	**0.00**	**2.21**
Net Book Value:										
As at March 31, 2024	100.88	1.64	6.68	22.54	0.64	2.60	-	-	0.02	135.00
As at March 31, 2025	**102.17**	**2.21**	**7.94**	**59.43**	**1.59**	**2.36**	**0.12**	**0.02**	**0.02**	**175.85**

Footnote:

1) Refer Note 15 for the details in respect of certain property, plant and equipment hypothecated/ mortgaged as security against borowings.

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Note : 4 Capital Work in Progress

Particulars	Amount
As at April 1, 2023	
Additions during the year	187.80
Capitalised during the year	(135.00)
As at March 31, 2024	**52.80**
As at April 1, 2024	52.80
Additions during the year	122.80
Loss by fire (Refer note: 29)	(1.96)
Capitalised during the year	(44.97)
As at March 31, 2025	**128.67**

a) Capital work in progress (CWIP) Ageing Schedule

Particulars	As at March 31, 2025					As at March 31, 2024				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	85.98	42.70	-	-	128.67	52.80	-	-	-	52.80

b) There are no cost overrun or Timeline delayed in any project pertaining to F.Y. 2024-25 and F.Y. 2023-24.

Note : 5 Intangible assets

Particulars	Software	Total
Gross block:		
As at April 1, 2023	-	-
Additions during the year	-	-
Disposals during the year	-	-
As at March 31, 2024	**-**	**-**
As at April 1, 2024	-	-
Additions during the year	0.01	0.01
Disposals during the year	-	-
As at March 31, 2025	**0.01**	**0.01**
Accumulated Depreciation:		
As at April 1, 2023	-	-
Depreciation for the year	-	-
On disposals during the year	-	-
As at March 31, 2024	**-**	**-**
As at April 1, 2024	-	-
Depreciation for the year	0.00	0.00
On disposals during the year	-	-

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Particulars	Software	Total
As at March 31, 2025	**0.00**	**0.00**
Net Book Value:		
As at March 31, 2024	-	-
As at March 31, 2025	**0.01**	**0.01**

Note : 6 Loans

Particulars	Current		Non current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
(Considered Good, unless otherwise stated)				
Loan to employees	0.02	-	-	-
Total	**0.02**	**-**	**-**	**-**

There are no loans or advances in the nature of loan granted to Promoter, Director, KMP and their related party (as defined under Companies Act 2013) either severly or jointly with any other person that are:

(a) Repayable on demand or

(b) without specifying any terms or period of repayment

Note : 7 Other financial assets

Particulars	Current		Non current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
(Unsecured, considered good unless stated otherwise)				
Fixed deposits	27.10	-	-	0.45
Security deposits	-	-	0.43	0.03
Interest accured on deposits	0.05	-	-	-
Insurance claim receivable (Refer note 29)	14.22	-	-	-
Total	**41.37**	**-**	**0.43**	**0.48**

Note : 8 Current tax liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Provision (Net of Advance Tax)	0.07	-
Total	**0.07**	**-**

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Note : 9 Other assets

Particulars	Current		Non current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
(Unsecured, Considered Good unless otherwise stated)				
Capital advances	-	-	165.90	36.67
Advances to vendors	1.15	0.13	-	-
Balance with government authorities	13.89	8.10	-	-
Prepaid expenses	2.92	-	6.07	-
Total	**17.96**	**8.23**	**171.97**	**36.67**

Note : 10 Inventories

Particulars	As at March 31, 2025	As at March 31, 2024
(Valued at lower of the cost and net realisable value)		
Raw materials	0.52	0.65
Packing materials	0.27	-
Finished goods	0.79	-
Work-in-progress	1.17	-
Stores and spares	0.17	-
Total	**2.92**	**0.65**

Note : 11 Trade receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Secured	-	-
Unsecured		
(i) Considered good	5.98	0.61
(ii)Trade receivable which have significant increase in risk	-	-
(iii)Trade receivables credit impaired	0.09	-
Less: Allowance for expected credit loss	(0.09)	-
Total	**5.98**	**0.61**

Trade Receivables includes amount due from Related parties amounting to ₹ 0.63 crore (March 31, 2024 NIL)

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

a) Ageing of Trade Receivable

Trade receivable ageing schedule as on March 31, 2025

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 6 months	6 months - 1 year	1-2 years	more than 2 years	
Undisputed trade receivables						
- considered good	0.01	5.41	0.49	0.08	-	5.98
- which have significant increase in risk	-	0.07	0.02	-	-	0.09
- credit impaired	-	-	-	-	-	-
Disputed trade receivables	-	-	-	-	-	-
- considered good	-	-	-	-	-	-
- which have significant increase in risk	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-
Total	**0.01**	**5.48**	**0.51**	**0.08**	**-**	**6.07**
Less: Loss allowance	(0.00)	(0.07)	(0.02)		-	(0.09)
Total current trade receivables	**0.01**	**5.41**	**0.49**	**0.08**	**-**	**5.98**

The provision disclosed in the above tables made based on expected credit loss method

Trade receivable ageing schedule as on March 31, 2024

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 6 months	6 months - 1 year	1-2 years	more than 2 years	
Undisputed trade receivables						
- considered good	0.61	-	-	-	-	0.61
- which have significant increase in risk	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-
Disputed trade receivables						-
- considered good	-	-	-	-	-	-
- which have significant increase in risk	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-
Total	**0.61**	**-**	**-**	**-**	**-**	**0.61**
Less: Loss allowance	-	-	-	-	-	-
Total current trade receivables	**0.61**	**-**	**-**	**-**	**-**	**0.61**

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Note : 12 Cash and cash equivalents

	Particulars	As at March 31, 2025	As at March 31, 2024
(i)	Balances with banks :		
	In current accounts	4.47	10.20
(ii)	Cash on hand	-	-
Total		**4.47**	**10.20**

Note : 13 Equity share capital

Particulars	As at March 31, 2025		As at March 31, 2024	
	No of shares	₹ in Crore	No of shares	₹ in Crore
Authorised capital				
Equity Shares of ₹ 10/- each	10,000,000	10.00	5,000,000	5.00
Total	**10,000,000**	**10.00**	**5,000,000**	**5.00**
Issued, Subscribed and Fully Paid up				
Equity Shares of ₹ 10/- each	9,900,000	9.90	5,000,000	5.00
Total	**9,900,000**	**9.90**	**5,000,000**	**5.00**

(a) Reconciliation of number of shares outstanding at end of the year:

Particulars	As at March 31, 2025		As at March 31, 2024	
	No of Shares	₹ in Crore	No of Shares	₹ in Crore
Equity Shares outstanding at the beginning of the year	5,000,000	5.00	5,000,000	5.00
Equity Shares issued during the year*	4,900,000	4.90	-	-
Equity Shares outstanding at the end of the year	**9,900,000**	**9.90**	**5,000,000**	**5.00**

**During the year the company issued 50,00,000 equity shares of ₹ 10/- each on right basis, and alloted 49,00,000 equity shares of ₹ 10/- each to Neogen Chemicals Limited ("Holding company") on June 4, 2024.*

(b) Rights, preferences & Restriction of each class of shares

The Company has one class of Equity shares having a par value of ₹ 10 per share. Each Share holder is eligible for one vote per share held. All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings. The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding

(c) Details of shareholders holding more than 5% shares in the Company are set out below

Name of the Shareholder	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2024
Equity shares	**No. of Shares**	**%**	**No. of Shares**	**%**
Neogen Chemicals Limited	9,899,994	100.00%	4,999,994	99.99%

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

(d) Details of shares held by promoter at the end of the year

As at March 31, 2025

Promoter Name	No of Shares at the beginning of Year	Changes during the Year	No. of Share at the end of Year	% of Total Share	% Change during the Year
Neogen Chemicals Limited	4,999,994	4,900,000	9,899,994	100.00%	98.00%
Mrs. Beena Haridas Kanani (as a nominee of Neogen Chemicals Limited)	1	-	1	0.00%	0.00%
Mrs. Jesal Kanani (as a nominee of Neogen Chemicals Limited)	1	-	1	0.00%	0.00%
Mr Anurag Surana (as a nominee of Neogen Chemicals Limited)	1	-	1	0.00%	0.00%
Mr Haridas Kanani(as a nominee of Neogen Chemicals Limited)	1	-	1	0.00%	0.00%
Mr Ketan Vyas (as a nominee of Neogen Chemicals Limited)	1	-	1	0.00%	0.00%
Dr. Harin Kanani (as a nominee of Neogen Chemicals Limited)	1	-	1	0.00%	0.00%
Total	**5,000,000**	**4,900,000**	**9,900,000**	**100.00%**	**98.00%**

As at March 31, 2024

Promoter Name	No of Shares at the beginning of Year	Changes during the Year	No. of Share at the end of Year	% of Total Share	% Change during the Year
Neogen Chemicals Limited	-	4,999,994	4,999,994	99.99%	99.99%
Mrs. Beena Haridas Kanani (as a nominee of Neogen Chemicals Limited)	-	1	1	0.00%	0.00%
Mrs. Jesal Kanani (as a nominee of Neogen Chemicals Limited)	-	1	1	0.00%	0.00%
Mr Anurag Surana (as a nominee of Neogen Chemicals Limited)	-	1	1	0.00%	0.00%

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Promoter Name	No of Shares at the beginning of Year	Changes during the Year	No. of Share at the end of Year	% of Total Share	% Change during the Year
Mr Haridas Kanani(as a nominee of Neogen Chemicals Limited)	-	1	1	0.00%	0.00%
Mr Ketan Vyas (as a nominee of Neogen Chemicals Limited)	-	1	1	0.00%	0.00%
Dr. Harin Kanani (as a nominee of Neogen Chemicals Limited)	-	1	1	0.00%	0.00%
Total	**-**	**5,000,000**	**5,000,000**	**100.00%**	**100.00%**

Note : 14 Other Equity

Particulars	As at March 31, 2025	As at March 31, 2024
Retained earnings	(19.36)	(5.81)
Other Component of equity	0.26	-
Equity component of compulsory convertible debentures	182.50	
Other Comprehensive Income	(0.06)	-
Total Other Equity	**163.34**	**(5.81)**

The Description of the nature and purpose of each reserve within equity:

General reserve: General reserve is a free reserve which is created by transferring fund from retained earnings to meet future obligations and purposes.

Retained earnings: Retained earnings are the profits that the company has earned till date, less any transfers to general reserve, dividends paid to shareholders.

Other comprehensive income : Remeasurement of defined benefit plans : Remeasurement of defined benefit plans represents actuarial gains and losses relating to gratuity.

Equity component of compulsory convertible debentures: It represents equity component of 0.01% compulsory convertible debenture issued by company.

Other Component of equity: It represents corporate guarantee commission charged by holding company.

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Note : 15 Borrowings

Particulars	Current		Non current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Secured loans				
(i) Term Loan From Banks	-	-	122.35	-
Unsecured loans				
(i) Loan from related party	-	-	91.85	118.39
Total	**-**	**-**	**214.20**	**118.39**

Notes:

1 The secured term loan outstanding of INR 122.35 crores (March 31, 2024 - NIL) from State Bank of India carries interest at 9.55 % (6M MCLR plus 1%). The loan is repayable within 12 years from its origination, first installment being due on June 30, 2027 and the final instalment of repayment is due on March 31, 2036, secured by creating charge on on both immovable assets and movable Plant and Machinery, Receivables, book debts and Inventories at Pakhajan site, corporate guarantee by parent company "Neogen Chemicals Limited".

2 Loan from related party consists of Inter corporate deposit from parent company, carrying rate of interest at 9.85% (March 31, 2024 : 9.85%).

Note : 16 Other Financial Liabilities

Particulars	Current		Non current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Employee benefit payable	1.25	0.50	-	-
Derivative liability for forwards contracts	0.68	-	-	-
Deferred revenue income	0.01	-	-	-
Others*	146.01	126.09	-	-
Total	**147.95**	**126.59**	**-**	**-**

**Includes amount payable to parent company ₹ 130.84 crore (March 31, 2024 : ₹ 55.68 crore) towards capital purchases and re-imbursement of expenses.*

Note : 17 Provisions

Particulars	Current		Non current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Provision for Employee Benefits				
Provision for gratuity	0.25	0.05	0.01	-
Provision for leave encashment	0.11	0.03	0.59	0.26
Total	**0.36**	**0.08**	**0.60**	**0.26**

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Note 18 Income Taxes

(a) Amounts recognised in profit and loss

	March 31, 2025	March 31, 2024
Current income tax		
In respect of current year	0.15	-
Adjustments in respect of earlier years	-	-
Deferred income tax		
In respect of current year		
Origination and reversal of temporary differences	(2.78)	(1.20)
Adjustments in respect of earlier years		
Origination and reversal of temporary differences	-	-
Deferred tax expense	(2.78)	(1.20)
Tax expense recognised in the Statement of Profit & Loss	**(2.63)**	**(1.20)**

(b) Reconciliation of tax expense and accounting profit for the year is as under:

	March 31, 2025	March 31, 2024
Profit before tax	**(16.18)**	**(7.01)**
Company's domestic tax rate	17.16%	17.16%
Tax using the Company's domestic tax rate	(2.78)	(1.20)
Tax effect of:		
Expense not allowed for tax purposes	-	-
Others	-	-
Total	**(2.78)**	**(1.20)**
Adjustments in respect of earlier years	-	-
Tax expense as per Statement of Profit & Loss	**(2.78)**	**(1.20)**
Current tax	**0.15**	**-**
Deferred tax	**(2.78)**	**(1.20)**
Total	**(2.63)**	**(1.20)**

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

(c) Movement in deferred tax balances for the year ended March 31, 2025

Particulars	Net balance April 1, 2024	Recognised in profit or loss	Net	Deferred tax liability	Deferred tax asset	Net Deferred Tax March 31, 2025
Deferred Tax Assets / (Liabilities)						
Property, plant and equipment & Intangible assets	(0.38)	(1.07)	(1.07)	(1.45)	-	(1.45)
Provision for employee benefits	0.01	(0.07)	(0.07)	-	0.08	0.08
Provisions for leave encashement	0.05	(0.03)	(0.03)	-	0.08	0.08
Carried forward losses	1.52	3.75	3.75	-	5.27	5.27
Deferred Tax Assets / (Liabilities)	**1.20**	**(2.78)**	**(2.78)**	**(1.45)**	**5.43**	**3.98**

Movement in deferred tax balances for the year ended March 31, 2024

Particulars	Net balance April 1, 2023	Recognised in profit or loss	Net	Deferred tax liability	Deferred tax asset	Net Deferred Tax March 31, 2024
Deferred Tax Assets / (Liabilities)						
Property, plant and equipment & Intangible assets	-	0.38	0.38	0.38	-	(0.38)
Provision for employee benefits	-	(0.01)	(0.01)	-	0.01	0.01
Provisions for leave encashement	-	(0.05)	(0.05)	-	0.05	0.05
Carried forward losses	-	(1.52)	(1.52)	-	1.52	1.52
Deferred Tax Assets / (Liabilities)	**-**	**(1.20)**	**(1.20)**	**0.38**	**1.58**	**1.20**

The company offsets tax assets and liabilities only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Note : 19 Trade Payables

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro and small enterprises	0.05	0.92
Total outstanding dues of creditors other than micro and small enterprises	16.32	-
Total	**16.37**	**0.92**

Trade payables are non-interest bearing and are normally settled on 0 to 120 days terms.

Trade payables includes accruals which are not classified as provisions under Ind AS 37.

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Ageing of Trade Payable

Trade Payables Ageing schedule as on March 31, 2025

Particulars	Not due	Outstanding for following periods from due date of payment			Total
		Less than 1 year	1-2 years	2-3 years	
(i) M S M E	0.05	-	-	-	0.05
(ii) Others	4.97	11.12	0.23	-	16.32
(iii) Disputed dues - MSME	-	-	-	-	-
(ii) Disputed dues- Others	-	-	-	-	-
Total	**5.02**	**11.12**	**0.23**	**-**	**16.37**

Trade Payables Ageing schedule as on March 31, 2024

Particulars	Not due	Outstanding for following periods from due date of payment			Total
		Less than 1 year	1-2 years	2-3 years	
(i) M S M E	0.92	-	-	-	0.92
(ii) Others	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-
(ii) Disputed dues- Others	-	-	-	-	-
Total	**0.92**	**-**	**-**	**-**	**0.92**

Disclosure under MSME Act, 2006 :

	Particulars	As at March 31, 2025	As at March 31, 2024
(a)	Principal amount remaining unpaid as at the year end	-	0.92
(b)	Interest due thereon as at the year end	-	-
(c)	Interest paid by company in terms of Section16 of (the MSMEDA 2006)	-	-
(d)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	0.03	-
(e)	Interest accrued and remaining unpaid as at the year end	0.03	-

Note : 20 Other Current Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory dues payable	0.84	0.41
Total	**0.84**	**0.41**

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Note : 21 Revenue from Operations

Particulars	For the year Ended March 31, 2025	For the year Ended March 31, 2024
Revenue from contract with customers		
Sale of Goods	11.95	0.55
Total	**11.95**	**0.55**

Reconciliation of the amount of revenue recognised in the statement of profit and loss with the contracted price

Particulars	For the year Ended March 31, 2025	For the year Ended March 31, 2024
Revenue from contract with customers as per contracted price - sale of goods	11.95	0.55
Less: Sales returns	-	-
Revenue from contract with customers	**11.95**	**0.55**

For disaggregation of revenue from contract from customer in terms of geographical area, refer note 35.

Note : 22 Other Income

Particulars	For the year Ended March 31, 2025	For the year Ended March 31, 2024
a) Other Income		
Interest from banks on Fixed Deposits	0.63	0.35
Interest income-others	0.00	-
Total	**0.63**	**0.35**
b) Other Non Operating Income:		
Profit on sale of Investments	0.66	-
Total	**0.66**	**-**
Total Other Income	**1.29**	**0.35**

Note : 23 Cost of materials consumed

Particulars	For the year Ended March 31, 2025	For the year Ended March 31, 2024
Cost of Raw Material Consumed	15.26	0.65

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Note : 24 Changes in inventories of finished goods, work-in-progress and stock in trade

Particulars	For the year Ended March 31, 2025	For the year Ended March 31, 2024
Opening Inventory		
- Finished Goods	-	-
- Work-In-Progress	-	-
	-	-
Closing Inventory		
- Finished Goods	0.79	-
- Work-In-Progress	1.17	-
	1.96	-
Less		
Loss of inventory due to fire disclosed seperately under exceptional items (Refer Note: 29)		
- Finished Goods	2.55	-
- Work-In-Progress	2.17	-
	4.72	-
Changes In Inventories:		
- Finished Goods	**(3.34)**	**-**
- Work-In-Progress	**(3.34)**	**-**
Total	**(6.68)**	**-**

Note : 25 Employee benefits expense

Particulars	For the year Ended March 31, 2025	For the year Ended March 31, 2024
Salaries, wages and bonus	5.68	2.65
Contribution to provident and other funds	0.81	0.29
Staff welfare	0.07	-
Total	**6.56**	**2.94**

Note : 26 Finance costs

Particulars	For the year Ended March 31, 2025	For the year Ended March 31, 2024
Interest expenses on borrowings	3.30	0.87
Other finance cost and bank charges	0.14	0.06
Total	**3.44**	**0.93**

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Note : 27 Depreciation and amortization expense

Particulars	For the year Ended March 31, 2025	For the year Ended March 31, 2024
Depreciation of tangible assets	2.20	0.05
Amortisation of intangible assets	0.00	-
Total	**2.20**	**0.05**

Note : 28 Other expenses

Particulars	For the year Ended March 31, 2025	For the year Ended March 31, 2024
Power and Fuel	1.01	0.03
Consumption of stores and spares	0.35	-
- Plant and machinery	0.31	-
- Others	0.11	-
Insurance	0.00	-
Rent	0.03	-
Rates and Taxes	0.11	-
Contract Labour charges	0.31	0.04
Legal and professional fees	0.70	0.08
Freight and forwarding charges	0.86	0.10
Quality Control Expenses	0.98	-
Foreign exchange loss	0.51	-
Other Production Expenses	0.79	-
Consumption of Packing Material	0.39	0.00
Travelling and conveyance	0.28	0.26
Payment to Auditors	0.14	0.19
Provision for doubtful debts	0.09	-
Service charge	0.11	-
Advertisement, Selling and Distribution Expenses	1.02	0.45
Miscellaneous expenses	0.01	2.19
Total	**8.11**	**3.34**

Payment to Auditors (exclusive of Goods and Services Tax)

Particulars	For the year Ended March 31, 2025	For the year Ended March 31, 2024
As Auditors		
Audit fees	0.14	0.17
Other services	-	0.02
Total	**0.14**	**0.19**

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for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Note : 29 Exceptional Items

Particulars	For the year Ended March 31, 2025	For the year Ended March 31, 2024
Loss due to fire	0.53	-
Total	**0.53**	**-**

On March 05, 2025 there was fire at warehouse at Dahej SEZ Plant of the Company. This incident led to damage of certain property, plant and equipment, inventory and interrupted business. The Company is adequately insured for reinstatement value of damaged assets and loss of profits due to business interruption. The Company has intimated the fire incident with the insurance company and submitted loss estimate pertaining to replacement value of the damaged property, plant and equipment, loss of damaged inventory and incidental expenses incurred on account of fire. The Company is awaiting for completion of surveyor assessment appointed by the insurance company.

The Company has recognised loss of ₹ 14.74 Crore on account of damage to certain property, plant & equipment, inventory and estimated cost of incidental charges. The Company has recognised insurance claim receivable of ₹ 14.21 Crore to the extent of recovery of loss after adjusting applicable deductibility considering its assessment of loss and admissibility of claims as per the policy, adequacy of coverage and nature of loss and based upon the independent opinion obtained by the company from Independent Surveyor and Independent Expert Practitioner. The Company has not accounted claim for loss of profit due to business interruption and excess value of reinstatement of assets over written down value as per accounting conservatism. The aforementioned losses and corresponding insurance claim has been presented on a net basis of ₹ 0.53 Crore under exceptional item and claim receivable recognised in other current financial assets in these standalone financial results for the quarter and year ended March 31, 2025.

Note : 30 Key Ratio

	Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% Variance	Reason for Variance
a)	Current ratio	Total current asset	Total current liabilities	0.44	0.15	185%	Increase in other current financials assets
b)	Debt Equity Ratio	Total Borrowing	Total Equity	1.24	(20.38)	-106%	Company has issued fresh equity and CCD during the year resulting in increase in total equity
c)	Debt Service Coverage Ratio	Profit before Tax, Exceptional Items, Depreciation, Finance Charge	Long term borrowing scheduled principal repayments(Exclulding pre payments) during the year + interest payments	(2.91)	(5.19)	-44%	On account in increase in interest payment and increase in PAT(loss)
d)	Return on Equity Ratio	PAT	Average shareholder equity	-18.15%	-14.35%	27%	No Major change
e)	Inventory Turnover	Sale of Products	Average trade receivable	6.69	1.69	296%	Due to increase in average inventory
f)	Trade Receivable Turnover	Sale of Products	Average Trade Receivable	3.63	1.81	100%	Due to increase in average Trade Receivable
g)	Trade Payable Turnover Ratio	Net purchase	Average trade payables	1.75	2.83	-38%	Due to increase in average Trade Payable

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

	Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% Variance	Reason for Variance
h)	Net Capital Turnover Ratio	Net sales	Average working capital	(0.12)	(0.01)	2239%	Mainly on account of increase in sales
i)	Net Profit Margin	Net profit for the year	Revenue from Operation	-102%	-1056%	-90%	Increase in revenue and loss
j)	Return on Capital Employed	EBIT	Net Worth+Total borrowing	-3.15%	-5.17%	-39%	Mainly on account of increase in Net worth and borrowings
k)	Return on Investment	Income earned from Investment made	Investment made	6.25%	-	100%	

Note : 31 Earnings Per Share

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Particulars	As at March 31, 2025	As at March 31, 2024
Profit after tax	(13.55)	(5.81)
Weighted average number of equity shares (face value per share ₹ 10) (Refer Note 13)	9,016,393	5,000,000
Basic earnings per share	**(15.03)**	**(23.47)**

Note : 32 Employee Benefits

(a) Defined Contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Statutory Provident Fund, which is a defined contribution plan.

Particulars	As at March 31, 2025	As at March 31, 2024
Benefits (Contribution to)		
Provident Fund	0.81	0.29
	0.81	**0.30**

(b) Defined Benefit Plans

Gratuity

The Company has covered its Gratuity liability under Group Gratuity policy viz 'Employee Group Gratuity Scheme' issued by LIC of India. As per company policy, an employee on separation (after fulfilling other conditions) is eligible for benefit, which is equal to 15 days salary for each completed year of service. Hence, Gratuity is covered under a defined benefit plan. The Insurance policy represents the plan assets. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation for Leave Encashment is recognised in the same manner as Gratuity.

Notes to Standalone Financial Statements

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(₹ in Crore unless otherwise stated)

Compensated Absences

The Company has also provided long term compensated absences which is outstanding.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for gratuity and leave enchahshment plan:

Changes in present value of the defined benefit obligation

	Particulars	Gratuity	
		As at March 31, 2025	As at March 31, 2024
1)	Opening present value of defined benefit obligation	0.13	-
2)	Current Service Cost	0.10	-
3)	Interest Cost	0.01	-
4)	Benefits paid	-	-
5)	Actuarial (Gain) / Loss on obligation - Due to change in financials assumptions	0.01	-
6)	Actuarial (Gain) / Loss on obligation - Due to experience	0.05	-
7)	Net transfer in / (out)	0.03	-
8)	Closing present value of defined benefit obligation	0.33	0.13

Changes in Fair value of Plan Assets- Gratuity Benefit

	Particulars	As at March 31, 2025	As at March 31, 2024
1)	Fair value of plan assets as at Beginning of period	-	-
2)	Expected return on plan assets	-	-
3)	Contributions made	0.08	0.07
4)	Benefits paid	-	-
5)	Interest income	-	-
6)	Actuarial Gain / (Loss) on plan assets	-	-
7)	Fair value of plan assets as at end of the period	0.08	-

Expenses recognised during the year

Particulars	As at March 31, 2025	As at March 31, 2024
In Income Statement	0.11	0.13
In Other Comprehensive Income	0.06	-
Total Expenses recognised during the year	**0.17**	**0.13**

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(₹ in Crore unless otherwise stated)

Net employee benefits expense recognized in the employee cost

Particulars	Gratuity	
	As at March 31, 2025	As at March 31, 2024
Current Service Cost	0.10	-
Interest Cost on defined benefit obligation	0.01	-
Net value of remeasurements on the obligation and plan assets	-	-
Total Expenses recognised during the year	**0.11**	**-**

Expenses recognized in other comprehensive income

Particulars	As at March 31, 2025	As at March 31, 2024
Actuarial (gains)/losses on obligation for the period	0.06	-
Return on plan assets, excluding amount recognized in net interest expense	-	-
Total Expenses recognised during the year	**0.06**	**-**

Net Assets / (Liability)

Particulars	Gratuity	
	As at March 31, 2025	As at March 31, 2024
Closing Present value of the defined benefit obligation	(0.33)	0.13
Closing Fair value of plan Assets	0.08	-
Net Assets / (Liability) recognized in the Balance Sheet	**(0.26)**	**0.13**

The major categories of Plan Assets as a percentage of the Fair Value of Plan Assets are as follows

Particulars	As at March 31, 2025	As at March 31, 2024
Life Insurance Corporation of India	100%	100%
	100%	**100%**

The principal assumptions used in determining gratuity and leave encashment for the Company's plan are shown below:

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate	7.21%	7.21%
Salary growth rate (per annum)	6.00%	6.00%
Attrition Rate	For service 4 years and below 6%p.a. For service 5 years and above 2% p.a	For service 4 years and below 6%p.a. For service 5 years and above 2% p.a

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Particulars	As at March 31, 2025	As at March 31, 2024
No. of members in service	123	80
Per month salary for members in service	0.50	0.29
Weighted average duration of the defined benefit obligation	18.00	1.13
Average expected future service	18.00	31.49

A quantitative sensitivity analysis for significant assumption and quantitative impact on Defined Benefit Obligation as at March 31, 2025 is as shown below:

Particulars	For the year Ended March 31, 2025		For the year Ended March 31, 2024	
Gratuity Plan Assumptions				
Discount Rate				
	1%	(0.05)	1%	(0.02)
	-1%	0.06	-1%	0.02
Future Salary				
	1%	0.06	1%	0.02
	-1%	(0.05)	-1%	(0.02)
Employee turnover				
	1%	(0.00)	1%	(0.00)
	-1%	0.00	-1%	0.00

The sensitivity analyses above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payments are expected contributions to the defined benefit plan in future years

Particulars	Gratuity	
	For the year Ended March 31, 2025	For the year Ended March 31, 2024
Expected total benefit payments		
Year 1	0.00	-
Year 2	0.00	-
Year 3	0.01	-
Year 4	0.01	-
Year 5	0.01	-
years 6 to 10	0.09	-
years 11 and above	1.06	-

Note : 33 Contingent Liabilities

Particulars	For the year Ended March 31, 2025	For the year Ended March 31, 2024
i) Letter of Credit and Bank Gauarntee	-	-
ii) Bills Discounted	-	-
	-	-

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for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Note : 34 Capital and other commitments

Particulars	For the year Ended March 31, 2025	For the year Ended March 31, 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	130.17	0.08
	130.17	**0.08**

Note : 35 Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of directors. The Company has identified only one segment as reporting segment based on the information reviewed by CODM.

The company is in the business of Manufacturing of speciality Chemicals and accordingly has one reportable business segment.

Geographical information

Particulars	As at March 31, 2025	As at March 31, 2024
Revenue within India	1.41	0.03
Overseas including deemed exports	10.54	0.52
	11.95	**0.55**

Note : 36 Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below.

It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

March 31, 2025		Carrying Amount			Fair value		
		FVTPL	FVOCI	Amortised Cost	Level 1	Level 2	Level 3
Financials Assets							
I.	**Non Current Financials Assets**						
	(i) Loans	-	-	-	-	-	-
	(ii) Others	-	-	0.43	-	-	-
II	**Current Financials Assets**						
	(i) Trade Receivables	-	-	5.98	-	-	-
	(ii) Cash and Cash Equivalents	-	-	4.47	-	-	-
	(iii) Loans	-	-	0.02	-	-	-
	(iv) Others	-	-	41.37	-	-	-
	Total	**-**	**-**	**52.27**	-	**-**	**-**

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for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

March 31, 2025		Carrying Amount			Fair value		
		FVTPL	FVOCI	Amortised Cost	Level 1	Level 2	Level 3
Financials Liabilities							
I.	Non Current Financials Liabilities						
	(i) Borrowings	-	-	214.20	-	-	-
II	Current Financials Liabilities						
	(i) Derivatives instruments	0.68	-	-	-	0.68	-
	(ii) Others	-	-	147.27	-	-	-
	(iii) Trade Payables	-	-	16.37	-	-	-
	Total	**0.68**	**-**	**377.84**	**-**	**0.68**	**-**

March 31, 2024		Carrying Amount			Fair value		
		FVTPL	FVOCI	Amortised Cost	Level 1	Level 2	Level 3
Financials Assets							
I.	Non Current Financials Assets						
	(i) Loans	-	-	-	-	-	-
	(ii) Others	-	-	0.48	-	-	-
II	Current Financials Assets						
	(i) Trade Receivables	-	-	0.61	-	-	-
	(ii) Cash and Cash Equivalents	-	-	10.20	-	-	-
	Total	**-**	**-**	**11.29**	**-**	**-**	**-**
Financials Liabilities							
I.	Non Current Financials Liabilities						
	(i) Borrowings	-	-	118.39	-	-	-
II	Current Financials Liabilities						
	(i) Borrowings	-	-	-	-	-	-
	(ii) Others	-	-	126.59	-	-	-
	(iii) Trade Payables	-	-	0.92	-	-	-
	Total	**-**	**-**	**245.90**	**-**	**-**	**-**

Note : 37 Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also enters into derivative transactions.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate

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policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments.

The sensitivity analyses in the following sections relate to the position as at March 31, 2025 and March 31, 2024.

The analysis excludes the impact of movements in market variables on the carrying values of gratuity and other post-retirement obligations and provisions.

The following assumptions have been made in calculating the sensitivity analyses:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2025 and March 31, 2024.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt and short term debt obligations with floating interest rates.

If the interest rates had been 1% higher / lower and all other variables held constant, impact on the Company's profit for the year ended 31st March, 2025 will not be significant.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

The Company uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date. The Company uses forward exchange contracts to hedge the currency exposure and is therefore not exposed to significant currency risk at the respective reporting dates.

When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

Foreign currency sensitivity

The following table details the Company's sensitivity to a 5% appreciation and depreciation in the INR against the relevant foreign currencies net of hedge accounting impact.

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(₹ in Crore unless otherwise stated)

The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 5% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where INR strengthens 5% against the relevant currency. For a 5% weakening of INR against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

Particular	For the year ended March 31, 2025		For the year ended March 31, 2024	
	5% appreciation	5% depreciation	5% appreciation	5% depreciation
Receivable				
USD/INR	-	-	-	-
EUR/INR	-	-	-	-
Payable			-	-
USD/INR	-	-	-	-
EUR/INR	-	-	-	-
JPY/INR	-	-	-	-

Price risk

The Company does not have much exposure to price risk due to annual contracts and pass through mechanism for imports.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The entity continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

None of the financial instruments of the Company result in material concentrations of credit risk. The company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure.

Liquidity Risk

Liquidity risk is the risk that the entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The entity's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due. Management monitors rolling forecasts of the entity's liquidity position and cash and cash equivalents on the basis of expected cash flows. The entity takes into account the liquidity of the market in which the entity operated.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

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for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Particulars - Year ended March 31, 2025	Borrowings	Trade and other payables	Other financial liabilities
On demand	-	-	-
Less than 3 months	-	16.37	-
3 to 12 months	-	-	147.26
1 to 3 years	96.44	-	-
3 to 5 years	17.44	-	-
More than 5 years	100.32	-	-
Total	**214.20**	**16.37**	**147.26**

Particulars - Year ended March 31, 2024	Borrowings	Trade and other payables	Other financial liabilities
On demand	-	-	-
Less than 3 months	-	0.92	-
3 to 12 months	-	-	126.59
1 to 3 years	118.39	-	-
3 to 5 years	-	-	-
More than 5 years	-	-	-
Total	**118.39**	**0.92**	**126.59**

Note : 38 Disclosures of foreign currency exposure

Particulars of unhedged Foreign Currency Assets and Liabilities as at the Balance Sheet date:

Purpose / Nature of Instrument	As at March 31, 2025	As at March 31, 2024	
	USD	JPY	USD
Receivables	0.05	-	-
Foreign exchange forward contract	0.05	-	-
Net exposure to Foreign currency risk	**0.00**	**-**	-
Payables	0.00	-	-
Borrowings	-	-	-
Foreign exchange forward contract	0.00	-	-
Net exposure to Foreign currency risk	**-**	**-**	-
Net exposure to Foreign currency risk	**0.00**	**-**	**-**

Note : 39 Capital management

The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

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for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Borrowings	214.20	118.39
Less: Cash and cash equivalents	4.47	10.20
Net debt	**209.73**	**108.19**
Equity	9.90	5.00
Reserves	163.34	-5.81
Total Capital	**173.24**	**-0.81**
Capital and net debt	**382.97**	**107.38**
Gearing ratio	**55%**	**101%**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

Note 40 Related party transactions

a) Details of related parties

(i) Holding company - Neogen Chemicals Ltd.

(ii) Name of the party

Directors and Key Managerial Personnel (KMP)

Haridas Kanani - Chairman and Managing Director

Dr. Harin Kanani - Managing Director

Ketan Vyas - CFO (Till 11th September 2024)

Gopikrishnan Sarathy - CFO (w.e.f. 26th October 2024)

Unnati Kanani - company secretary

Anurag Surana - Non Executive and Non Independent Director

Sanjay Mehta - Indpendent Director

Prof. Ranjan Kumar Malik -Indpendent Director (w.e.f. 6th August 2024)

Hitesh Reshamwala - Indpendent Director

(iii) Companies over which the Directors have significant influence or control
Neogen Chemicals Ltd
Kagashin Global Network Private Ltd

Notes to Standalone Financial Statements

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(₹ in Crore unless otherwise stated)

A) Related party transactions for the year ended March 31, 2025

Sr No	Particulars	Holding Company		Joint-venture		Directors and Key Managerial Personnel (KMP)		Enterprises Owned or significantly influenced by key management personnel or their relatives	
		March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
1	**Fixed Asset Purchase**								
	Purchase of assets from Neogen Chemicals Ltd	33.80	54.89	-	-	-	-	-	-
2	**Interest Expense**								
	Interest on - ICD (Neogen Chemicals) including capitalisation	6.32	2.66	-	-	-	-	-	-
3	**Investment in Equity shares/ partnership firm**								
	Equity Investment from Neogen Chemicals Limited	4.90	5.00	-	-	-	-	-	-
	Neogen Chemicals Japan Corporation Limited	-	-	-	-	-	-	-	-
4	**ICD Received**								
	Recevied from Neogen chemicals Ltd	92.95	119.10	-	-	-	-	-	-
5	**ICD Repayment**								
	Repayment to Neogen Chemicals Ltd	117.10	3.10	-	-				
6	**Professional fees**								
	Kagashin Global Network Private Limited	-	-	-	-	-	-	-	0.61
7	**Sale Of Goods**								
	Neogen Chemicals Limited	0.51	-	-	-	-	-	-	-
8	**Purchase Of Goods**								
	Purchase of goods from Neogen Chemicals Ltd	7.52	11.51	-	-	-	-	-	-
9	**Re-imbursement of expenses (Expense)**								

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(₹ in Crore unless otherwise stated)

Sr No	Particulars	Holding Company		Joint-venture		Directors and Key Managerial Personnel (KMP)		Enterprises Owned or significantly influenced by key management personnel or their relatives	
		March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
	Purchase of services (cross charge from NCL), including capitalisation	25.21	11.19	-	-	-	-	-	-
10	**Sitting fees paid to Directors**								
	Sanjay Mehta	-	-	-	-	0.02	0.01	-	-
	Hitesh Reshamwala	-	-	-	-	0.02	0.00	-	-
	Prof.Ranjan Kumar Malik	-	-	-	-	0.01	-	-	-
11	**Corporate Guarantee Fees**								
	Neogen Chemical Ltd	0.26	-	-	-	-	-	-	-
12	**Payment made by**								
	Neogen Chemical Ltd	21.13	-	-	-	-	-	-	-

B) Related party outstanding balances as on March 31, 2025

Sr No	Particulars	Holding Company		Joint-venture/ Associate		Directors and Key Managerial Personnel (KMP)		Enterprises Owned or significantly influenced by key management personnel or their relatives	
		March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
1	**Amount Payable**								
	Other Payable -Neogen Chemicals Ltd	138.58	55.66	-	-	-	-	-	-
2	**Amount Receivable**								
	Neogen Chemicals Ltd	0.62	-	-	-	-	-	-	-
3	**Interest Payable**								
	Interest Payable on ICD - Neogen Chemcials Ltd	0.10	2.39	-	-	-	-	-	-

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Sr No	Particulars	Holding Company		Joint-venture/ Associate		Directors and Key Managerial Personnel (KMP)		Enterprises Owned or significantly influenced by key management personnel or their relatives	
		March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
4	**ICD Payable**								
	Inter Corporate Deposit (ICD) - Neogen Chemicals Ltd	91.85	116.00	-	-	-	-	-	-
5	**Equity Investment**								
	Equity Investment from Neogen Chemicals Limited	10.16	5.00	-	-	-	-	-	-
	Neogen Chemicals Japan Corporation Limited	-	-	-	-	-	-	-	-
6	**Investment in Compulsory convertible debentures**								
	Investment from Neogen Chemicals Limited	182.50	-	-	-	-	-	-	-

Note No. 41 Other statutory information

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

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

iii) The Company has not received any funds from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lends or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

(b) provides any guarantee, security or the like on behalf of the ultimate beneficiaries

iv) The Company has not advanced or loaned or Invested fund to any otherperson(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lends or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

(b) provides any guarantee, security or the like on behalf of the ultimate beneficiaries

Notes to Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

v) Company is not required to submit any quarterly returns or statements of current assets with banks or financial institutions.

vi) The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.

vii) The Company does not have any transactions with companies which are struck off.

viii) The Company is not declared wilful defaulter by any bank or financial institution or lender during the year.

ix) The Company have no charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

x) All the title deeds of Immovable properties (other than properties where the Company is the lessee and lease agreements are duly executed in favour of the lessee) are held in the name of the company and the properties are not held in joint name.

xi) The Company has not revalued its intangible assets and accordingly the revaluation as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

xii) The company has complied provision prescribed under clause (87) of section 2 of the Companies Act, 2013 for maintaining layers of Companies.

xiii) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

xiv) Subsequent Event : There are no subsequent events which require disclosure or adjustment subsequent to the Balance Sheet date.

Note : 42 Previous year figures have been regrouped/rearranged where necessary to conform to current year's classification.

As per our report of even date attached
For **JMT & Associates**
Chartered Accountants
Firm Registration No. 104167W

Jayesh J Shah
Partner
Membership No. 039910

Place: Thane
Date: May 17, 2025

For and on behalf of the Board of Directors
NEOGEN IONICS LIMITED
CIN : U20119MH2023PLC399825

Haridas Kanani
Chairman & Managing Director
DIN- 00185487

Dr.Harin Kanani
Managing Director
DIN- 05136947

Gopikrishnan Sarathy
Chief Financial Officer

Unnati Kanani
Company Secretary
M. No. A35131

Notice of 2nd Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 2ND ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF NEOGEN IONICS LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, SEPTEMBER 26, 2025, AT 03:00 P.M. THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OVAM') TO TRANSACT THE FOLLOWING BUSINESSES:

Ordinary Business:

1) **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with Reports of the Board of Directors & Auditors' thereon.**

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

   "**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2025, and the report of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2) **To appoint a director in place of Dr. Harin Kanani (DIN: 05136947), Managing Director, who retires by rotation and being eligible offers himself for re-appointment.**

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

   "**RESOLVED THAT** Dr. Harin Kanani (DIN: 05136947), Managing Director who retires by rotation and being eligible has offered himself for re-appointment be and is hereby re-appointed a Director of the Company."

Special Business:

3) **To approve payment of remuneration to Mr. Sanjay Mehta, Independent Director of the Company.**

   To consider and, if thought fit, to pass with or without modifications the following resolution as an **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Schedule V thereto (including any statutory modifications or re-enactment thereof for the time being in force), and the applicable rules framed thereunder, the Articles of Association of the Company, and upon recommendation received from the Board of Directors, the consent of the members of the Company be and is hereby accorded for the payment of remuneration to Mr. Sanjay Mehta (DIN: 00002817), Non-Executive Independent Director of the Company, commencing from Financial year 2025-26 and in all subsequent Financial years provided that the overall amount of remuneration to be paid to all the existing/ then existing Non-Executive Directors together shall not exceed 1% of the profits of the Company for that financial year, computed in accordance with the provisions of Section 198 of the Act or the overall limits as may be prescribed under Section 197 of the Act read with Schedule V of the Act, as amended from time to time, whichever is higher, and on such other terms and conditions as may be decided by the Board.

   RESOLVED FURTHER THAT the said remuneration shall be distributed to Mr. Sanjay Mehta, in such proportion as may be determined by the Board of Directors, taking into account parameters such as the number of meetings attended, chairmanship and membership of committees, time devoted, performance evaluation, roles and responsibilities undertaken, and such other criteria as the Board may deem appropriate.

   RESOLVED FURTHER THAT where the Company has no profits or its profits are inadequate in any financial year, the Company may pay such remuneration to the Non-Executive Directors in accordance with the provisions of Schedule V to the Act, subject to such approvals as may be required.

   RESOLVED FURTHER THAT the payment of such remuneration shall be in addition to the sitting fees payable for attending the meetings of the Board and/ or Committees thereof and re-imbursement of expenses incurred for participation in such meetings or otherwise in connection with the affairs of the Company.

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board, Director(s) or key managerial personnel(s) of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient including without limitation, filing of requisite documents with the Registrar of Companies, Depositories, RBI, GOI and/ or such other Authorities as may be necessary for the purpose, issuing clarification on the aforesaid matter, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the aforesaid matter), to resolve and settle any questions/difficulties that may arise with respect to the aforesaid matter, signing of all deeds and documents as may be required, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board may in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the shareholders of the Company and that the decision of the Board (including the management committee or any of its authorized representatives) shall be final and conclusive and all actions taken by the Board in connection with any matter(s) referred to or contemplated in the aforesaid resolutions are hereby approved, ratified and confirmed in all respects".

4) **To approve payment of remuneration to Mr. Hitesh Reshamwala, Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modifications the following resolution as an **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Schedule V thereto (including any statutory modifications or re-enactment thereof for the time being in force), and the applicable rules framed thereunder, the Articles of Association of the Company, and upon recommendation received from the Board of Directors, the consent of the members of the Company be and is hereby accorded for the payment of remuneration to Mr. Hitesh Reshamwala (DIN: 00367482), Non-Executive Independent Director of the Company, commencing from Financial year 2025-26 and in all subsequent Financial years provided that the overall amount of remuneration to be paid to all the existing/ then existing Non-Executive Directors together shall not exceed 1% of the profits of the Company for that financial year, computed in accordance with the provisions of Section 198 of the Act or the overall limits as may be prescribed under Section 197 of the Act read with Schedule V of the Act, as amended from time to time, whichever is higher, and on such other terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT the said remuneration shall be distributed to Mr. Hitesh Reshamwala, in such proportion as may be determined by the Board of Directors, taking into account parameters such as the number of meetings attended, chairmanship and membership of committees, time devoted, performance evaluation, roles and responsibilities undertaken, and such other criteria as the Board may deem appropriate.

RESOLVED FURTHER THAT where the Company has no profits or its profits are inadequate in any financial year, the Company may pay such remuneration to the Non-Executive Directors in accordance with the provisions of Schedule V to the Act, subject to such approvals as may be required.

RESOLVED FURTHER THAT the payment of such remuneration shall be in addition to the sitting fees payable for attending the meetings of the Board and/ or Committees thereof and re-imbursement of expenses incurred for participation in such meetings or otherwise in connection with the affairs of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board, Director(s) or key managerial personnel(s) of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient including without limitation, filing of requisite documents with the Registrar of Companies, Depositories, RBI, GOI and/ or such other Authorities as may be necessary for the purpose, issuing clarification on the aforesaid matter, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the aforesaid matter), to resolve and settle any questions/difficulties that may arise with respect to the aforesaid matter, signing of all deeds and documents as may be required, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board may in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the shareholders of the Company and that the decision of the Board (including the management committee or any of its authorized representatives) shall be final and conclusive and all actions taken by the Board in connection with any matter(s) referred to or contemplated in the aforesaid resolutions are hereby approved, ratified and confirmed in all respects".

5) **To approve payment of remuneration to Prof. Ranjan Malik, Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modifications the following resolution as an **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Schedule V thereto (including any statutory modifications or re-enactment thereof for the time being in force), and the applicable rules framed thereunder, the Articles of Association of the Company, and upon recommendation received from the Board of Directors, the consent of the members of the Company be and is hereby accorded for the payment of remuneration to Prof. Ranjan Malik (DIN: 08221989), Non-Executive Independent Director of the Company, commencing from Financial year 2025-26 and in all subsequent Financial years provided that the overall amount of remuneration to be paid to all the existing/ then existing Non-Executive Directors together shall not exceed 1% of the profits of the Company for that financial year, computed in accordance with the provisions of Section 198 of the Act or the overall limits as may be prescribed under Section 197 of the Act read with Schedule V of the Act, as amended from time to time, whichever is higher, and on such other terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT the said remuneration shall be distributed to Prof. Ranjan Malik, in such proportion as may be determined by the Board of Directors, taking into account parameters such as the number of meetings attended, chairmanship and membership of committees, time devoted, performance evaluation, roles and responsibilities undertaken, and such other criteria as the Board may deem appropriate.

RESOLVED FURTHER THAT where the Company has no profits or its profits are inadequate in any financial year, the Company may pay such remuneration to the Non-Executive Directors in accordance with the provisions of Schedule V to the Act, subject to such approvals as may be required.

RESOLVED FURTHER THAT the payment of such remuneration shall be in addition to the sitting fees payable for attending the meetings of the Board and/ or Committees thereof and re-imbursement of expenses incurred for participation in such meetings or otherwise in connection with the affairs of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board, Director(s) or key managerial personnel(s) of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient including without limitation, filing of requisite documents with the Registrar of Companies, Depositories, RBI, GOI and/ or such other Authorities as may be necessary for the purpose, issuing clarification on the aforesaid matter, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the aforesaid matter), to resolve and settle any questions/difficulties that may arise with respect to the aforesaid matter, signing of all deeds and documents as may be required, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board may in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the shareholders of the Company and that the decision of the Board (including the management committee or any of its authorized representatives) shall be final and conclusive and all actions taken by the Board in connection with any matter(s) referred to or contemplated in the aforesaid resolutions are hereby approved, ratified and confirmed in all respects".

6) **To consider and approve alteration of Articles of Association:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the

Companies Act, 2013 and the rules made thereunder, and other applicable laws (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and the articles and memorandum of association of the Company and upon recommendation received from the Board of Directors, the consent of the members of the Company be and is hereby accorded for the amendment in the existing Articles of the Articles of Association of the Company by deleting the following articles therein:

A. **Deletion of Article 2.8**:
"'Seal' means the common seal for the time being of the Company."

B. **Deletion of Article 129:**
"Chapter XXIV. THE SEAL

129. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least one director or company secretary if any, or such other person as the Board may appoint for the purpose; and those directors or company secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Explanation-: For the purposes of this sub-paragraph, it is hereby clarified that on and from the commencement of the Companies (Amendment) Act, 2015 (21 of 2015), i.e. with effect from May 29, 2015, company may not be required to have the seal by virtue of registration under the Act and if a company does not have the seal, the provisions of this sub-paragraph shall not be applicable."

RESOLVED FURTHER THAT the Board/Committee(s) of the Board of the Company, any of the Directors, Chief Financial Officer or the Company Secretary, if any of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things (including the power to sub-delegate) as they may in their absolute discretion consider necessary, desirable or expedient including without limitation, making application, filing of requisite forms/ documents with the Registrar of Companies and/ or such other authorities as may be necessary for the said purpose; issuing clarification and make submissions to various authorities; to sign, execute and submit the necessary documents, letters, deeds and agreement to the concerned authorities; to resolve and settle any questions/difficulties that may arise with respect to the hereinabove mentioned alterations in the Articles of Association of the Company and to authorize such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit in the best interest of the Company, without being required to seek any further consent or approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive."

By Order of the Board
For NEOGEN IONICS LIMITED

Unnati Kanani
Company Secretary
Membership No.: A35131

Place: Thane
Date: August 2, 2025

Notes

1. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning special business under item no. 3 to 6 to be transacted at the AGM is annexed and forms part of this Notice.

2. The Ministry of Corporate Affairs ("**MCA**") vide its general circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 and 03/2022 dated May 5, 2022, 10/2022 dated December 8, 2022, 09/2023 dated September 25, 2023, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024, (collectively referred to as MCA Circulars) this AGM will be held through VC/ OAVM and hence, the route map, proxy form and attendance slip are not attached to this Notice and accordingly the facility for appointment of proxies by the members will not be available and physical attendance of Members has been dispensed with. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("**the Act**"). Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") read with Guidance/Clarification dated April 15, 2020, issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

3. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. Members who have questions or seeking clarifications on the proposals as contained in this Notice are requested to send e-mail to the Company on neogenionics@neogenchem.com on or before 5.00 p.m. Thursday, September 25, 2025, to enable the Company to compile and provide replies at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process.

5. The Register of Directors & Key Managerial Personnel and their Shareholdings maintained under Section 170 and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act and all the documents referred to in notice, will be available for inspection by the members in electronic mode from the date of circulation of this Notice up to the date of AGM to be held on Friday, September 26, 2025 and shall be available for inspection at the registered office of the Company on all working days, during business hours up to the last date of AGM. Members seeking to inspect such documents can send their requests via an email to the Company at neogenionics@neogenchem.com on or before 5.00 p.m. Thursday, September 25, 2025.

6. The audited Balance Sheet as of March 31, 2025, and Profit and Loss Account for the year ended as on that date, Directors report & Auditors report are attached with the notice.

7. Institutional/ Corporate members are encouraged to attend and vote at the AGM through VC/ OVAM. Institutional/ Corporate members intending to appoint their authorized representatives to participate and vote at the meeting are requested to send a scanned certified true copy of the board resolution / authority letter/ power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format by an email marked to the Company at neogenionics@neogenchem.com.

8. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

By Order of the Board
For NEOGEN IONICS LIMITED

Unnati Kanani
Company Secretary
Membership No.: A35131

Place: Thane
Date: August 2, 2025

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

ITEM NO. 3:

TO APPROVE PAYMENT OF REMUNERATION TO MR. SANJAY MEHTA, INDEPENDENT DIRECTOR:

The Company needs to have an optimum Board structure comprising Executive and Non-Executive (including Independent) Directors. Considering the fact that to have qualified Directors on the Board and their valuable contributions, strategic guidance and professional advice and in view of nature of work and responsibilities entrusted upon Non-Executive Directors and also time devoted and the contribution made by them, it is proposed to pay the remuneration to Mr. Sanjay Mehta (DIN: 00002817), Non-Executive Independent Director, for an amount as may be decided by the Board of Directors, from time to time, in terms of the provisions of Section 197 read with Schedule V of the Companies Act, 2013 ("**the Act**").

Pursuant to the provisions of Section 197 read with Schedule V of the Act, a company can pay remuneration to non-executive directors including independent directors, in the event of profits in the company as well as in the event of no profits or inadequacy of profits on the basis of limits provided in Schedule V, with the approval of members. Schedule V of the Act provides the monetary limits applicable to a company on the basis of effective capital and limits shall be pro-rated for a period being less than a year. A company may pay remuneration within the applicable limits/slabs with the approval of members by passing an ordinary resolution and in excess of the applicable limits with the approval of members by passing a special resolution.

Further, the Board of Directors of the Company, at its meeting held on August 2, 2025, has approved and recommended to the members for their approval, for payment of remuneration to Mr. Sanjay Mehta, commencing from Financial year 2025-26 and in all subsequent Financial years provided that the overall amount of remuneration to be paid to all the existing/then existing Non-Executive Directors together shall not exceed 1% of the profits of the Company for that financial year, computed in accordance with the provisions of Section 198 of the Act or the overall limits as may be prescribed under Section 197 of the Act read with Schedule V of the Act, as amended from time to time, whichever is higher, and on such other terms and conditions as may be decided by the Board.

The actual amount of payment of remuneration to Non-Executive Directors for any financial year shall be determined by the Board within the aforesaid limits after consideration of the following criteria:

- number of meetings attended;
- chairmanship and membership of committees;
- time devoted;
- performance evaluation;
- roles and responsibilities undertaken;
- the overall performance of the Company;
- such other criteria as the Board may deem appropriate.

The aforesaid limits shall not include payment of sitting fees to non-executive directors, if made within the limits prescribed under the Act, and re-imbursement of expenses incurred for participation in meetings of the Board / Committees or otherwise in connection with the affairs of the Company.

NOTICE

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is provided hereinunder:

I. GENERAL INFORMATION

1	Nature of Industry	Specialty Chemicals
2	Date or expected date of commencement of commercial Production	Not Applicable (The Company is an existing company)
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators (Standalone)	see table below
5	Foreign investments or Collaborators, if any.	Not Applicable.

Financial Year	FY 2025	FY 2024
Revenue from Operations	11.95	0.55
Profit After Tax	(13.55)	(5.81)

II. INFORMATION ABOUT THE APPOINTEE:

1	Background details	Mr. Sanjay Mehta is an Independent Director in the Company. He is a post graduate and a fellow member of the Institute of Chartered Accountants of India, having distinction of qualifying the exams with rank in all India Merit List. He is also a Graduate member of the Institute of Cost and Works Accountants of India since 1974. He is a founding partner of the Chartered Accountancy firm M/s Akkad Mehta & Co. LLP. He has a professional experience of more than 45 years as a practicing Chartered Accountant having varied experience in Auditing, Corporate Advisory services in the field of taxation (both domestic and international), project finance and working capital appraisals, company law compliances, company secretarial matters, FEMA Regulations, Indirect Taxes, and Management Accounting & MIS etc. specializing in providing total solution to foreign companies setting up Indian presence.
2	Past remuneration	Nil except for sitting fees for attending Board meetings.
3	Recognition or awards	Not Applicable.
4	Job profile and his suitability	Mr. Sanjay Mehta is an Independent Director in the Company.
5	Remuneration proposed	Payment of remuneration to Mr. Sanjay Mehta (DIN: 00002817), Non-Executive Independent Director of the Company, commencing from Financial year 2025-26 and in all subsequent Financial years provided that the overall amount of remuneration to be paid to all the existing/ then existing Non-Executive Directors together shall not exceed 1% of the profits of the Company for that financial year, computed in accordance with the provisions of Section 198 of the Act or the overall limits as may be prescribed under Section 197 of the Act read with Schedule V of the Act, as amended from time to time, whichever is higher, and on such other terms and conditions as may be decided by the Board.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Not Applicable.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Sanjay Mehta does not have any pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.

III. OTHER INFORMATION

1	Reasons of loss or inadequate profits	The Company was incorporated on March 29, 2023, and has recently commenced its operation and hence the loss.
2	Steps taken or proposed to be taken for improvement	F.Y. 2024-25 was a year of steady execution amidst volatility. The Company navigated global headwinds with agility, expanding capacities, entering new markets and deepening its foray into energy transition materials. The Company remains committed to sustainable growth, innovation and value creation for all stakeholders by leveraging its proven capabilities in complex chemistries and robust R&D-driven differentiation. To sum up, the Management is very confident of making improvements in its current Lithium Battery Chemicals business. The Company has a revenue of Rs. 11.95 crores from its business operations during the period under review, and the company has incurred a loss after tax of Rs. 13.55 cores.

3	Expected increase in productivity and profits in measurable terms	F.Y. 2024-25 was a year of steady execution amidst volatility. The Company navigated global headwinds with agility, expanding capacities, entering new markets and deepening its foray into energy transition materials. The Company remains committed to sustainable growth, innovation and value creation for all stakeholders by leveraging its proven capabilities in complex chemistries and robust R&D-driven differentiation. To sum up, the Management is very confident of making improvements in its current Lithium Battery Chemicals business. The Company has a revenue of Rs. 11.95 crores from its business operations during the period under review, and the company has incurred a loss after tax of Rs. 13.55 cores.

IV. DISCLOSURES

1	all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors;	Remuneration pursuant to Section II of Part II of schedule V to Independent Directors.
2	details of fixed component. and performance linked incentives along with the performance criteria;	Not Applicable as he is an Independent Director.
3	service contracts, notice period, severance fees; and	Not Applicable as he is an Independent Director.
4	stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Not Applicable.

Mr. Sanjay Mehta, being the appointee, and his relatives are/ may be interested/ deemed to be interested in the resolution set out in Item No. 3 of the Notice. None of the other Directors, Managers, Key Managerial Personnel and/or relatives of such directors, managers, Key Managerial Personnel of the Company are interested directly / indirectly in the resolution except directors to the extent of their Directorship and members to the extent of their membership in the Company.

The Board recommends the Special Resolution as set out in Item No. 3 of the Notice for approval of the members.

ITEM NO. 4:

TO APPROVE PAYMENT OF REMUNERATION TO MR. HITESH RESHAMWALA, INDEPENDENT DIRECTOR:

The Company needs to have an optimum Board structure comprising Executive and Non-Executive (including Independent) Directors. Considering the fact that to have qualified Directors on the Board and their valuable contributions, strategic guidance and professional advice and in view of nature of work and responsibilities entrusted upon Non-Executive Directors and also time devoted and the contribution made by them, it is proposed to pay the remuneration to Mr. Hitesh Reshamwala (DIN: 00367482), Non-Executive Independent Director, for an amount as may be decided by the Board of Directors, from time to time, in terms of the provisions of Section 197 read with Schedule V of the Companies Act, 2013 ("**the Act**").

Pursuant to the provisions of Section 197 read with Schedule V of the Act, a company can pay remuneration to non-executive directors including independent directors, in the event of profits in the company as well as in the event of no profits or inadequacy of profits on the basis of limits provided in Schedule V, with the approval of members. Schedule V of the Act provides the monetary limits applicable to a company on the basis of effective capital and limits shall be pro-rated for a period being less than a year. A company may pay remuneration within the applicable limits/slabs with the approval of members by passing an ordinary resolution and in excess of the applicable limits with the approval of members by passing a special resolution.

Further, the Board of Directors of the Company, at its meeting held on August 2, 2025, has approved and recommended to the members for their approval, for payment of remuneration to Mr. Hitesh Reshamwala, commencing from Financial year 2025-26 and in all subsequent Financial years provided that the overall amount of remuneration to be paid to all the existing/ then existing Non-Executive Directors together shall not exceed 1% of the profits of the Company for that financial year, computed in accordance with the provisions of Section 198 of the Act or the overall limits as may be prescribed under Section 197 of the Act read with Schedule V of the Act, as amended from time to time, whichever is higher, and on such other terms and conditions as may be decided by the Board.

The actual amount of payment of remuneration to Non-Executive Directors for any financial year shall be determined by the Board within the aforesaid limits after consideration of the following criteria:

- number of meetings attended;
- chairmanship and membership of committees;
- time devoted;
- performance evaluation;
- roles and responsibilities undertaken;
- the overall performance of the Company;
- such other criteria as the Board may deem appropriate.

The aforesaid limits shall not include payment of sitting fees to non-executive directors, if made within the limits prescribed under the Act, and re-imbursement of expenses incurred for participation in meetings of the Board / Committees or otherwise in connection with the affairs of the Company.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is provided hereinunder:

I. GENERAL INFORMATION

1	Nature of Industry	Specialty Chemicals
2	Date or expected date of commencement of commercial Production	Not Applicable (The Company is an existing company)
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators (Standalone)	see table below
5	Foreign investments or collaborators, if any	Not Applicable

Financial Year	FY 2025	FY 2024
Revenue from Operations	11.95	0.55
Profit After Tax	(13.55)	(5.81)

II. INFORMATION ABOUT THE APPOINTEE:

1	Background details	Mr. Hitesh Reshamwala is an Independent Director in the Company. He is practicing as a Chartered Accountant since 1990. He has completed a course on 'Independent Director's Studies' conducted by the Bombay Chartered Accountants Society and S.P. Jain Institute of Management and Research. He has over 3 decades of experience in finance, tax and statutory compliance related matters. His know-how is spread across diverse sectors and geographies such as manpower, logistics, chemicals and oil & gas. With tax and statutory compliance being his forte, he has bought an immense value to the Board and the Company at various levels of their growth cycles right from its inception till today.
2	Past remuneration	Nil except for sitting fees for attending Board meetings.
3	Recognition or awards	Not Applicable
4	Job profile and his suitability	Mr. Hitesh Reshamwala is an Independent Director in the Company.
5	Remuneration proposed	Payment of remuneration to Mr. Hitesh Reshamwala (DIN: 00367482), Non-Executive Independent Director of the Company, commencing from Financial year 2025-26 and in all subsequent Financial years provided that the overall amount of remuneration to be paid to all the existing/ then existing Non-Executive Directors together shall not exceed 1% of the profits of the Company for that financial year, computed in accordance with the provisions of Section 198 of the Act or the overall limits as may be prescribed under Section 197 of the Act read with Schedule V of the Act, as amended from time to time, whichever is higher, and on such other terms and conditions as may be decided by the Board.

6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Not Applicable.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Hitesh Reshamwala does not have any pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.

III. OTHER INFORMATION

1	Reasons of loss or inadequate profits	The Company was incorporated on March 29, 2023, and has recently commenced its operation and hence the loss.
2	Steps taken or proposed to be taken for improvement	F.Y. 2024-25 was a year of steady execution amidst volatility. The Company navigated global headwinds with agility, expanding capacities, entering new markets and deepening its foray into energy transition materials. The Company remains committed to sustainable growth, innovation and value creation for all stakeholders by leveraging its proven capabilities in complex chemistries and robust R&D-driven differentiation. To sum up, the Management is very confident of making improvements in its current Lithium Battery Chemicals business. The Company has a revenue of Rs. 11.95 crores from its business operations during the period under review, and the company has incurred a loss after tax of Rs. 13.55 cores.
3	Expected increase in productivity and profits in measurable terms	F.Y. 2024-25 was a year of steady execution amidst volatility. The Company navigated global headwinds with agility, expanding capacities, entering new markets and deepening its foray into energy transition materials. The Company remains committed to sustainable growth, innovation and value creation for all stakeholders by leveraging its proven capabilities in complex chemistries and robust R&D-driven differentiation. To sum up, the Management is very confident of making improvements in its current Lithium Battery Chemicals business. The Company has a revenue of Rs. 11.95 crores from its business operations during the period under review, and the company has incurred a loss after tax of Rs. 13.55 cores.

IV. DISCLOSURES

1	all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors;	Remuneration pursuant to Section II of Part II of schedule V to Independent Directors.
2	details of fixed component. and performance linked incentives along with the performance criteria;	Not Applicable as he is an Independent Director.
3	service contracts, notice period, severance fees; and	Not Applicable as he is an Independent Director.
4	stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Not Applicable.

Mr. Hitesh Reshamwala, being the appointee, and his relatives are/may be interested/ deemed to be interested in the resolution set out in Item No. 4 of the Notice. None of the other Directors, Managers, Key Managerial Personnel and/or relatives of such directors, managers, Key Managerial Personnel of the Company are interested directly / indirectly in the resolution except directors to the extent of their Directorship and members to the extent of their membership in the Company.

The Board recommends the Special Resolution as set out in Item No. 4 of the Notice for approval of the members.

ITEM NO. 5:

TO APPROVE PAYMENT OF REMUNERATION TO PROF. RANJAN MALIK, INDEPENDENT DIRECTOR:

The Company needs to have an optimum Board structure comprising Executive and Non-Executive (including Independent) Directors. Considering the fact that to have qualified Directors on the Board and their valuable contributions, strategic guidance and professional advice and in view of nature of work and responsibilities entrusted upon Non-Executive Directors and also time devoted and the contribution made by them, it is proposed to pay the remuneration to Prof. Ranjan Malik (DIN: 08221989), Non-Executive Independent Director, for an amount as may be decided by the Board of Directors, from time to time, in terms of the provisions of Section 197 read with Schedule V of the Companies Act, 2013 ("**the Act**").

Pursuant to the provisions of Section 197 read with Schedule V of the Act, a company can pay remuneration to non-executive directors including independent directors, in the event of profits in the company as well as in the event of no profits or inadequacy of profits on the basis of limits provided in Schedule V, with the approval of members. Schedule V of the Act provides the monetary limits applicable to a company on the basis of effective capital and limits shall be pro-rated for a period being less than a year. A company may pay remuneration within the applicable limits/slabs with the approval of members by passing an ordinary resolution and in excess of the applicable limits with the approval of members by passing a special resolution.

Further, the Board of Directors of the Company, at its meeting held on August 2, 2025, has approved and recommended to the members for their approval, for payment of remuneration to Prof. Ranjan Malik, commencing from Financial year 2025-26 and in all subsequent Financial years provided that the overall amount of remuneration to be paid to all the existing/ then existing Non-Executive Directors together shall not exceed 1% of the profits of the Company for that financial year, computed in accordance with the provisions of Section 198 of the Act or the overall limits as may be prescribed under Section 197 of the Act read with Schedule V of the Act, as amended from time to time, whichever is higher, and on such other terms and conditions as may be decided by the Board.

The actual amount of payment of remuneration to Non-Executive Directors for any financial year shall be determined by the Board within the aforesaid limits after consideration of the following criteria:

- number of meetings attended;
- chairmanship and membership of committees;
- time devoted;
- performance evaluation;
- roles and responsibilities undertaken;
- the overall performance of the Company;
- such other criteria as the Board may deem appropriate.

The aforesaid limits shall not include payment of sitting fees to non-executive directors, if made within the limits prescribed under the Act, and re-imbursement of expenses incurred for participation in meetings of the Board / Committees or otherwise in connection with the affairs of the Company.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is provided hereinunder:

V. GENERAL INFORMATION

1	Nature of Industry	Specialty Chemicals
2	Date or expected date of commencement of commercial Production	Not Applicable (The Company is an existing company)
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators (Standalone)	see table below
5	Foreign investments or Collaborators, if any.	Not Applicable.

Financial Year	FY 2025	FY 2024
Revenue from Operations	11.95	0.55
Profit After Tax	(13.55)	(5.81)

VI. INFORMATION ABOUT THE APPOINTEE:

1	Background details	Prof. Ranjan Kumar Malik is an Independent Director in the Company. He has a Bachelor's degree in Science (Chemical Engineering) with a gold medal from the University of Kanpur. He also has a Master's degree in Chemical Engineering from the Indian Institute of Technology-Kanpur, and a Doctor of Philosophy (Ph.D.) degree from the University of Wisconsin-Madison, USA. He has been a Professor in the Department of Chemical Engineering, Indian Institute of Technology-Bombay at Mumbai for more than 30 years. He is currently an Adjunct Professor of Chemical Engineering with the Indian Institute of Technology-Bombay. He is also a life member of the Indian Institute of Chemical Engineers.
2	Past remuneration	Nil except for sitting fees for attending Board meetings.
3	Recognition or awards	Not Applicable
4	Job profile and his suitability	Prof. Ranjan Malik is an Independent Director in the Company.
5	Remuneration proposed	Payment of remuneration to Prof. Ranjan Malik (DIN: 08221989), Non-Executive Independent Director of the Company, commencing from Financial year 2025-26 and in all subsequent Financial years provided that the overall amount of remuneration to be paid to all the existing/ then existing Non-Executive Directors together shall not exceed 1% of the profits of the Company for that financial year, computed in accordance with the provisions of Section 198 of the Act or the overall limits as may be prescribed under Section 197 of the Act read with Schedule V of the Act, as amended from time to time, whichever is higher, and on such other terms and conditions as may be decided by the Board.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Not Applicable.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Prof. Ranjan Malik does not have any pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.

VII. OTHER INFORMATION

1	Reasons of loss or inadequate profits	The Company was incorporated on March 29, 2023, and has recently commenced its operation and hence the loss.
2	Steps taken or proposed to be taken for improvement	F.Y. 2024-25 was a year of steady execution amidst volatility. The Company navigated global headwinds with agility, expanding capacities, entering new markets and deepening its foray into energy transition materials. The Company remains committed to sustainable growth, innovation and value creation for all stakeholders by leveraging its proven capabilities in complex chemistries and robust R&D-driven differentiation. To sum up, the Management is very confident of making improvements in its current Lithium Battery Chemicals business. The Company has a revenue of Rs. 11.95 crores from its business operations during the period under review, and the company has incurred a loss after tax of Rs. 13.55 cores.

3	Expected increase in productivity and profits in measurable terms	F.Y. 2024-25 was a year of steady execution amidst volatility. The Company navigated global headwinds with agility, expanding capacities, entering new markets and deepening its foray into energy transition materials. The Company remains committed to sustainable growth, innovation and value creation for all stakeholders by leveraging its proven capabilities in complex chemistries and robust R&D-driven differentiation. To sum up, the Management is very confident of making improvements in its current Lithium Battery Chemicals business. The Company has a revenue of Rs. 11.95 crores from its business operations during the period under review, and the company has incurred a loss after tax of Rs. 13.55 cores.

VIII. DISCLOSURES

1	all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors;	Remuneration pursuant to Section II of Part II of schedule V to Independent Directors.
2	details of fixed component and performance linked incentives along with the performance criteria;	Not Applicable as he is an Independent Director.
3	service contracts, notice period, severance fees; and	Not Applicable as he is an Independent Director.
4	stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Not Applicable.

Prof. Ranjan Malik, being the appointee, and his relatives are/ may be interested/ deemed to be interested in the resolution set out in Item No. 5 of the Notice. None of the other Directors, Managers, Key Managerial Personnel and/or relatives of such directors, managers, Key Managerial Personnel of the Company are interested directly / indirectly in the resolution except directors to the extent of their Directorship and members to the extent of their membership in the Company.

The Board recommends the Special Resolution as set out in Item No. 5 of the Notice for approval of the members.

ITEM NO. 6:

TO CONSIDER AND APPROVE ALTERATION OF ARTICLES OF ASSOCIATION:

The Company needs to alter its Articles of Association ("**AoA**") for by way of deletion of certain clauses in the AoA of the company, for the purpose of ensuring administrative convenience and flexibility. It is considered expedient to amend the AoA by way of deletion of article 2.8 and 129 relating to Common Seal.

In view of the above requirement and as per the provisions of Section 14 of the Companies Act, 2013, a special resolution has to be passed by the members of the Company for alteration of AoA of the Company.

A copy of altered AoA of the Company would be available for inspection of the members at the Registered Office of the Company during business hours on any working day.

Hence the proposed resolution is recommended for consideration of and approval by the shareholders of the Company and recommends the resolution as set out in Item No. 6 of the accompanying notice to be passed by the members by way of Special Resolution.

None of the Directors/Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the said resolution.

Pursuant to Secretarial Standard–2 (SS-2) issued by the ICSI, details of Directors seeking appointment/re-appointment at the ensuing 2nd AGM are as follows:

Name	Dr. Harin Kanani
Designation	Managing Director
DIN	05136947
Date of Birth	October 18, 1976
Age	48 Years
Nationality	Indian
Original Date of Appointment	March 29, 2023
Qualification	Ph.D. Chemical and Biomolecular Engineering
Experience	Over 25 years
Expertise in specific Professional areas	Dr. Harin Kanani is the Managing Director of the Company. He heads various business divisions of the Company including research and development, business development, growth strategy, quality control, purchase, marketing and finance. He holds a bachelor's degree in Chemical Engineering from the Indian Institute of Technology, Bombay and a Master's degree and a Doctorate in Chemical and Biomolecular Engineering from the University of Maryland. He has served as a research fellow at the University of Maryland, U.S.A, where he published four first author manuscripts in the field of chemical engineering. In addition to his academic achievements he further established one of the first US academic lab for metabolomics program in 2003. He has been a speaker at several national and international conferences. He has also participated in the Small and Medium Enterprises Programme from Indian Institute of Management, Ahmedabad. He has previously worked with Asian Paints India Limited and has been a Research Scientist at Pioneer HiBred International Inc., United States (a DuPont Company). He joined Neogen Chemicals Limited – the holding company, in 2008 as a General Manager and has been on the Board of Neogen Chemicals Limited as a Director from July 15, 2013, and as a Managing Director from July 22, 2017. Thereafter, he was appointed as Managing Director of the Company w.e.f. March 29, 2023. Also, he is an Executive Director of Neogen Morita New Materials Limited – the Wholly Owned Subsidiary of the Company w.e.f. July 30, 2025.
Terms and conditions of Appointment/ Reappointment	Re-appointment as a Managing Director, liable to retire by rotation.
Remuneration Proposed to be paid	Not applicable
No. of Shares held in the Company	1 (as a nominee shareholder for Neogen Chemicals Limited)
List of Directorship held in other Companies as on March 31, 2025	1) Neogen Chemicals Limited – Managing Director 2) Neogen Chemicals Japan Corporation Limited – Representative Director
List of Chairmanship and Membership of Various committees in listed companies as on March 31, 2025	Membership details are as under: - 1) Neogen Chemicals Limited • Audit Committee • Stakeholder Relationship Committee • Risk Management Committee Chairmanship: - Not Applicable Dr. Harin Kanani is not acting as a chairman or member in any of the committees of other listed company.
Number of Board meetings attended during the Financial Year 2024-25.	10 (Ten)
Relationship with other directors and key managerial personnel of the Company	Son of Haridas Kanani, Chairman and Managing Director of the Company.

NEOGEN
IONICS LTD.

Office No. 1002, 10th Floor,
Dev Corpora Bldg, Opp. Cadbury Co.,
Pokhran Road No. 2,
Khopat, Thane - 400 601.
Website: www.neogenchem.com/neogen-ionics/

Concept, Content & Design (info@wyatt.co.in)