

VAHH CHEMICALS LIMITED

CIN: U24110GJ2019PLC111346

Reg. Office: Plot 2/5198 ETC,5th Floor,5003, World Trade Centre, Near Udhna Darawaja,
Ring Road, Surat, 395002

Email: hshsnutra@gmail.com, **Ph.:** 0261-2344045

NOTICE OF A.G.M

NOTICE IS HEREBY GIVEN THAT THE 06TH ANNUAL GENERAL MEETING OF THE MEMBERS OF VAHH CHEMICALS LIMITED WILL BE HELD ON TUESDAY, 30TH DAY OF SEPTEMBER, 2025 AT 03:00 P.M. REGISTERED OFFICE OF COMPANY SITUATED AT PLOT 2/5198 ETC,5TH FLOOR,5003, WORLD TRADE CENTRE, NEAR UDHNA DARAWAJA, RING ROAD, SURAT, 395002 TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on **31/03/2025** and the Profit & Loss Account and Cash Flow Statement for the period ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Hetal Hiren Desai (DIN: 08622843) who retires by rotation and being eligible offers himself for reappointment.

"RESOLVED THAT in accordance with the provision of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mrs. Hetal Hiren Desai (DIN: 08622843), director, who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation."

3. To consider and if thought fit, to pass with or without modification following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under; **M/s ACG & CO., Chartered Accountants**, having **Firm Registration No. 0028477N**, Uttarakhand, be and are hereby reappointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held for year ended on 31/03/2030, for the financial years 2025-26 to 2029-30 at a remuneration to be fixed by the Board of Directors."

For Board of Directors of
VAHH CHEMICALS LIMITED

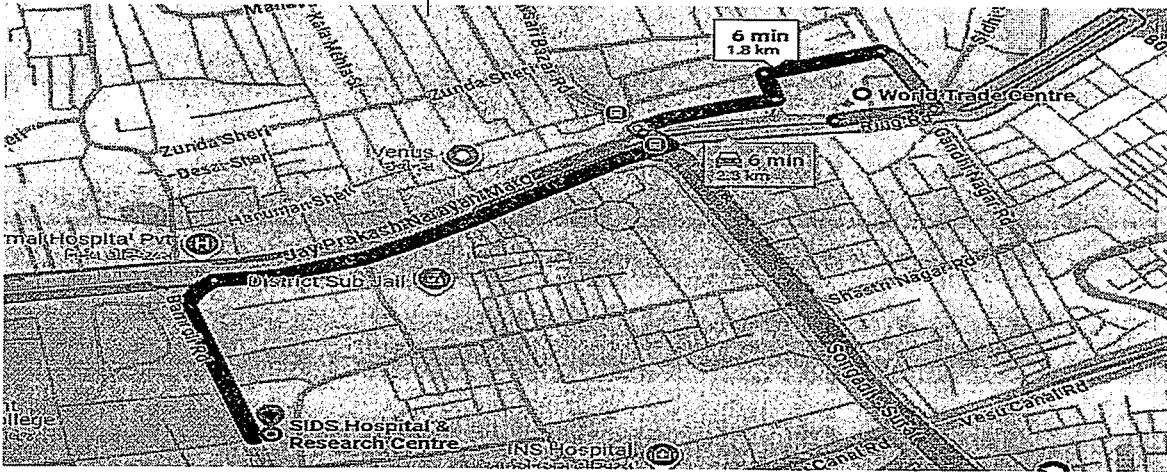
Himanshu A. Desai

Place: Surat
Date: 02/09/2025

Chairman/Director
DIN: 08622752

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote only on poll instead of himself and proxy need not be a member of the Company.
2. Proxy to be effective must be deposited at Registered Office of the Company at least 48 hours before the time of meeting.
3. The Map of Venue of EOGM is given below and the prominent landmark near the venue is SIDS Hospital & Research Centre, Surat.



Home x - vesvi

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DIRECTOR'S REPORT

To
The Members of
Vahh Chemicals Limited,

Your directors have great pleasure in presenting the **Board Report** on the business and operations of the Company, together with the Audited Financial Statements for the financial year ended **31st March, 2025**.

1. ANNUAL RETURN

The Company doesn't maintain any website hence the annual return of the company cannot be uploaded Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014.

2. MEETINGS OF THE BOARD OF DIRECTORS

The details of Meetings of Board of Directors and Committee Meetings held during the Financial Year is enclosed herewith as **ANNEXURE 1**.

3. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to any material departures;
- b. That the director have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors have prepared the annual accounts on a going concern basis; and
- e. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws, and such systems are adequate and operating effectively.

Handwritten signature

DIN:-08622752

Handwritten signature

DIN:-08622843

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4. FRAUD REPORTED BY AUDITOR:

No Fraud has been reported by auditors under sub-section (12) of section 143 other than those which are reportable to the Central government.

5. DECLARATION BY INDEPENDENT DIRECTORS: -

Company has received declaration from all the independent directors duly signed by them stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013. There has been no Change in the circumstances affecting their status as Independent Directors of the Company so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant regulations.

6. COMMITTEES OF THE BOARD AND ITS MEETING: -

a) Audit Committee (AC).

The Company has constituted an Audit Committee in accordance with the provisions of Section 177 of the Companies Act, 2013. The Members of the Audit Committee possess the requisite financial and accounting expertise/exposure.

As on the financial year ended 31st March, 2025, the Audit Committee comprised 3 (Three) Members. The Company Secretary of the Company acts as the Secretary to the Committee.

The composition of the Audit Committee is as under:

Name of the Member	Category of Director	Designation in Committee
Jigar Kamlesh Vyas	Independent Director	Chairman
Dhairya Bharat Tulsiani	Independent Director	Member
Hiren Indravadan Desai	Managing Director	Member

The Audit Committee met 1 (One) time during the financial year details enclosed herewith as **ANNEXURE 1**. Proper notices of the meetings were given, and the proceedings were duly recorded, signed, and maintained in the Minutes Book of the Company in accordance with the provisions of the Companies Act, 2013.

Further, during the year, there were no instances where the Board of Directors did not accept any recommendation of the Audit Committee.

b) Nomination & Remuneration Committee (NRC).

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The Company has constituted a Nomination and Remuneration Committee (NRC) in compliance with the provisions of Section 178 of the Companies Act, 2013. The Members of the NRC possess sound knowledge, expertise, and exposure in their respective fields.

As on the financial year ended 31st March, 2025, the NRC comprised 3 (Three) Members. The Company Secretary of the Company acts as the Secretary to the Committee.

The composition of the NRC is as under:

Name of the Member	Category of Director	Designation in Committee
Dhairya Bharat Tulsiani	Independent Director	Chairman
Jigar Kamlesh Vyas	Independent Director	Member
Param Vipul Kumar Desai	Independent Director	Member

The Nomination and Remuneration Committee met 1 (One) time during the financial year details enclosed herewith as **ANNEXURE 1**. Proper notices of the meeting were given, and the proceedings were duly recorded, signed, and maintained in the Minutes Book of the Company in accordance with the provisions of the Companies Act, 2013.

c) Stakeholder and Relationship Committee (SRC).

The Company has constituted a Stakeholder and Relationship Committee (SRC) in compliance with the requirements of Section 178 of the Companies Act, 2013.

As on the financial year ended 31st March, 2025, the SRC Committee comprised 3 (Three) Members. The Company Secretary of the Company acts as the Secretary to the Committee.

Name of the Member	Category of Director	Designation in Committee
Dhairya Bharat Tulsiani	Independent Director	Chairman
Jigar Kamlesh Vyas	Independent Director	Member
Aayush Hiren Desai	Whole time Director	Member

The Stakeholder and Relationship Committee met 1 (One) time during the financial year details enclosed herewith as **ANNEXURE 1**. Proper notices of the meeting were given,

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and the proceedings were duly recorded, signed, and maintained in the Minutes Book of the Company in accordance with the provisions of the Companies Act, 2013.

d) Meetings of Independent Directors

Pursuant to the provisions of Section 149(8) of the Companies Act, 2013, the Company and its Independent Directors are required to abide by the provisions specified in Schedule IV of the Act, which lays down the Code for Independent Directors. Clause VII of Schedule IV stipulates that the Independent Directors of the Company shall hold at least one meeting in a financial year, without the attendance of Non-Independent Directors and members of the management.

Accordingly, during the financial year under review, 1 (One) separate meeting of Independent Directors was held, as per the details given below. Proper notice of the meeting was given and the proceedings were duly recorded by the Chairman of the meeting.

Sr No.	Date of Meeting
1.	31-03-2025

During the separate meeting of Independent Directors, the following key matters were discussed and reviewed:

- a) Performance of Non-Independent Directors and the Board as a whole.
- b) Performance of the Chairperson of the Company, taking into account the views of Executive and Non-Executive Directors.
- c) Assessment of the quality, quantity, and timeliness of flow of information between the Company's management and the Board, necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed their satisfaction with the overall performance of the Board, its committees, and the Chairperson, as well as the adequacy of information provided by the management.

7. AUDITORS:

In the EOGM held on 07/01/2025, **M/s ACG & Co.**, Chartered Accountant were appointed as auditor for one year from 01/04/2024 to 31/03/2025. As per Section 139, the term of existing auditors ends on this AGM and they need to be Re-appointed for a further period of 5 years. So, the Board proposes to confirm the Re-appointment of **M/s ACG & Co.**, Chartered Accountants for the period of 01/04/2025 to 31/03/2030

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without any requirement of ratification every year. The Company has received letter from auditor, to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act 2013.

COMMENTS ON AUDITOR'S REPORT: The notes referred to in the Auditor's Report are self-explanatory and as such they do not call for any further explanation as required under section 134 of the Companies Act, 2013 except as mentioned below.

S. No.	Auditors' qualifications, reservations or adverse remarks or disclaimer in the auditors' report	Directors' comments on qualifications, reservations or adverse remarks or disclaimer of the auditors as per Board's report
1.	NIL	NIL

- 8. SECRETARIAL AUDITOR:** Pursuant to the Provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, requirement of appointment of Secretarial Auditor is not applicable on the company.

COMMENTS ON SECRETARIAL AUDITOR'S REPORT: Not Applicable on the Company.

S. No.	Qualifications, reservations or adverse remarks or disclaimer in the secretarial auditors' report	Directors' comments on qualifications, reservations or adverse remarks or disclaimer of the secretarial auditors as per Board's report
1.	NIL	NIL

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The details of Loans, Guarantee given and Investments made under section 186 of the Companies Act, 2013 for the financial year ended 31st March of the year is enclosed herewith as per **ANNEXURE 2**.

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Darawaja, Ring Road, Surat-395002**Email:** hshsnutra@gmail.com, **Ph. No.** 0261 2344045**10. STATE OF COMPANY AFFAIRS & FINANCIAL HIGHLIGHTS:**

During the year under review, the company recorded total income of Rs. 2042.68 Lakhs in current year as compared to Rs. 1015.60 Lakhs in the previous year, representing increase of 49.71% during the year. The loss for the current year stood at Rs. 283.83 Lakhs as compared to Rs. 35.59 Lakhs in the previous year, representing increase of 12.53% during the year. (Rs. in Crores.)

Amount in Lakhs

Particulars	STANDALONE		CONSOLIDATED	
	31st March, 2025	31st March, 2024	31st March, 2025	31st March, 2024
Revenues from Operations	2,042.65	1,015.53	2374.71	-
Other Income	0.03	0.04	0.03	-
Total Income	2,042.68	1,015.57	2374.74	-
Profit/Loss before tax and Exceptional Items	395.32	49.32	368.26	-
Exceptional Items	0.00	0.00	0	-
Profit before Taxation	395.32	49.32	368.26	-
Current Tax	111.65	13.84	110.18	-
Deferred Tax	-0.16	-0.11	-0.15	-
Net Profit/ (Loss) For the Year After Taxation	283.83	35.59	258.23	-

11. TRANSFER TO RESERVES:

Company has transferred any amount from profit to general reserve.

12. DIVIDEND

The Directors do not recommend any dividend.

13. MATERIAL CHANGES AND COMMITMENTS DURING AND AFTER THE END OF THE FINANCIAL YEAR: -

During the year under review and till the date of this Report, the following material changes and commitments have occurred in the operations of the Company:

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14. RISK MANAGEMENT

Risk management is the process of identifying, assessing, and prioritizing risks, followed by Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise-wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Policy and Guidelines, and make use of these in their decision making. Identified Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. The risk management process, over the period of time will become embedded into the Company's business systems and processes, such that our responses to risks remain current and dynamic.

15. CORPORATE SOCIAL RESPONSIBILITY

As required U/s. 134(3)(O) of the Companies Act, 2013, the company does not fall U/s 135, so it's not applicable to your company.

16. ADDITIONAL INFORMATION AS PER RULE 8/8A OF THE COMPANIES ACT, 2013:

A. Technology absorption: The Company has no R & D Dept. & no expenditure either capital or on recurring A/c has been incurred during the year under review.

B. Conservation of Energy: Particulars of energy Conservation required U/s. 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules 2014 is applicable to your Company & have been attached as **ANNEXURE-3**

C. Foreign Exchange Earning & Outgo: As Per Attachment as **ANNEXURE-3**

D. REPORT ON HIGHLIGHTS ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES AND THEIR CONTRIBUTION TO OVERALL PERFORMANCE OF THE COMPANIES DURING THE PERIOD UNDER REPORT: The Company does not have any Joint Venture or Associate Company and Company have Subsidiary Companies namely M/s HSHS Nutraceuticals Limited and M/s Divine Nutrition USA LLC. Details of Subsidiary companies mentioned in **form AOC-1**

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attached as **ANNEXURE 4.**

17. SUBSIDIARY COMPANY, JOINT VENTURE OR ASSOCIATE COMPANY: The Company does not have any Joint Venture or Associate Company and Company have Subsidiary Companies namely M/s HSHS Nutraceuticals Limited and M/s Divine Nutrition USA LLC. During the year M/s HSHS Nutraceuticals Limited and M/s Divine Nutrition USA LLC became subsidiaries Companies. Details of Subsidiary companies mentioned in form **AOC-1** attached as **ANNEXURE 4.**

18. STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR.

The Company has received necessary declarations from each Independent Director of the Company under Section 149 (7) of the Companies Act, 2013, confirming that they meet the criteria of independence as laid down in Section 149 (6) of the Companies Act, 2013.

The Independent Directors have also confirmed that they have registered their names in the Independent Directors Databank. Further, the Board members are satisfied with regard to integrity, expertise and experience (including the proficiency) of the Independent Directors of the Company.

19. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has, in all material respects, an adequate internal financial controls system over financial reporting, commensurate with the nature of its business, size, scale and complexity of the Company.

20. COST AUDITOR AND COST RECORDS:

The company is not required to maintain Cost Records as specified by Central government under sub-section (1) of section 148 of the Companies Act, 2013, and accordingly such accounts and records are not made and maintained.

Pursuant to the Provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, requirement of appointment of Cost Auditor is not applicable on the company.

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21. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC).

The Company hereby confirms that no application has been filed for Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016 (IBC), either by any financial or operational creditor against the Company, or by the Company itself, before the National Company Law Tribunal (NCLT).

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.

The Company has not entered into any one-time settlement for loans taken from banks or financial institutions. Consequently, the details of differences between the valuation at the time of one-time settlement and the valuation at the time of obtaining the loan, along with the reasons thereof, are not applicable.

22. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the Company during the year.

23. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: DURING THE YEAR AND AFTER THE CLOSE OF THE FINANCIAL YEAR FOLLOWING CHANGES OCCURRED

- **Ms. Hetal Hirenghai Desai** resigned from Managing director and appointed as non-executive director and **Mr. Aayush Hirenghai Desai** appointment as Executive Director w.e.f. 23/12/2024.
- **Mr. Param Vipul Kumar Desai, Mr. Dhairya Bharat Tulsiani** appointed as Independent Directors, **Mr. Hiren Indradevan Desai** appointed as Managing Director and **Mr. Amar Ashokkumar Jariwala** appointed as CFO w.e.f. 16/01/2025.
- **Mr. Jigar Kamlesh Vyas** appointed as Independent Director w.e.f. 07/02/2025.
- **Mr. Aayush Hirenghai Desai** appointed as Whole-time Director w.e.f. 10/04/2025.
- **Mr. Ghanshaym Mohta** appointed as Company Secretary and Compliance officer w.e.f. 04/05/2025.
- **Mr. Amar Ashokkumar Jariwala** resigned from CFO and **Mr. Sahil Bhaveshkumar Modi** appointed as CFO w.e.f. 20/06/2025.
- **Mr. Ghanshaym Mohta** resigned from Company Secretary w.e.f. 15/07/2025.
- **Shivani Parth Kothari** appointed as Company Secretary w.e.f. 04/09/2025

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Darawaja, Ring Road, Surat-395002**Email:** hshsnutra@gmail.com, **Ph. No.** 0261 2344045**Details of Directors and Key Managerial Personnel mentioned below;**

Sr. No.	PAN / UIN/ Passport No/DIN	Name	Father's Name	Nationality	Date of Birth	Designation	Date of Appointment	Date of Ceasing
1	08622752	Hiren Indravadan Desai	Indravadan Jagmohan Desai	Indian	05/10/1969	Managing Director	11/12/2019	-
2	08636117	Aayush Hiren Desai	Hiren Indravadan Desai	Indian	08/10/1998	Whole-time director	11/12/2019	-
3	08622843	Hetal Hiren Desai	Kiritbhai Balubhai Desai	Indian	13/11/1976	Non-Executive Director	11/12/2019	-
4	08609597	Param Vipul Kumar Desai	Vipulkumar Desai	Indian	25/08/1998	Independent Director	16/01/2025	-
5	10308776	Dhairya Bharat Tulsiani	Bharat Tulsiani	Indian	01/02/2000	Independent Director	16/01/2025	-
6	10911042	Jigar Kamlesh Vyas	Kamlesh Balvantrai Vyas	Indian	26/11/1987	Independent Director	07/02/2025	-
7	AGNPJ03 25G	Amar Ashokumar Jariwala	Ashokumar Jariwala	Indian	06/11/1987	CFO	16/01/2025	20/06/2025
8	EKXPM89 67H	Sahil Bhaveshkumar Modi	Bhaveshkumar Modi	Indian	22/10/1999	CFO	20/06/2025	-
9	BEOPM15 10A	Ghansyam Mohta	Shankar Lall Mohta	Indian	27/12/1985	CS	04/05/2025	15/07/2025
10	FAFPS608 6E	Shivani Parth Kothari	Parth Kothari	Indian	03/05/1994	CS	04/09/2025	-

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24. PUBLIC DEPOSIT:

The Company has not accepted any fixed deposits from the public within the meaning of the section 73 of Companies Act, 2013. The details of loan received from directors and their relatives, not covered under definition of deposits as per rule 2(1)(c)(viii) are mentioned below.

Sr. No.	Name	Director/Relative of Director	O/s Amount as on 31.03.2025
1	NIL	NIL	NIL

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

During the year no order passed by any regulators or courts or tribunals which affect the going concern status and company's operation in future.

26. 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:

Not Applicable on the company

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27. DISCLOSURE FOR COMPLIANCE WITH OTHER STATUTORY LAWS:

- (A) A STATEMENT THAT THE COMPANY HAS COMPLIED WITH PROVISIONS RELATING TO THE CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**

The company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Details of cases during the year are mentioned below;

Particulars	Details
(i) Number of Sexual Harassment Complaints received	NIL
(ii) Number of Sexual Harassment Complaints disposed off	NIL
(iii) Number of Sexual Harassment Complaints pending beyond 90 days.	NIL

- (B) STATEMENT THAT COMPANY HAS COMPLIED WITH MATERNITY BENEFIT ACT.,** The company has complied the provisions of the Act.

- (C) NUMBER OF EMPLOYEES AS ON THE CLOSURE OF FINANCIAL YEAR**

Female	Male	Transgender	Total
02	07	0	09

- 28. PARTICULARS OF EMPLOYEES:** Not Applicable on the company

- 29. SHARE CAPITAL:**

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- The company has not issued any equity shares with differential voting right etc.
- The company has not issued any sweat equity shares.
- The company has not issued any shares through Employee Stock Option Scheme

30. INTERNAL AUDITOR:

Pursuant to the Provisions of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, requirement of appointment of Internal Auditor is not applicable on the company.

31. RELATED PARTY TRANSCATIONS:

The Company is required to enter into various Related Parties Transactions as defined under Section 188 of the Companies Act, 2013 with related parties as defined under Section 2(76) of the said Act. Further all the necessary details of transaction entered with the related parties are attached herewith in Form no. AOC-2 for your kind perusal and information. Attached as **Annexure-5**.

32. VIGIL MECHANISM:

Your Company has established a mechanism called Vigil Mechanism/Whistle Blower Policy for the directors and employees to report to the appropriate authorities off unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy and provides safeguards against victimization of employees who avail the mechanism.

33. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Board of Directors affirm that the Company has Complied with the applicable Secretarial Standards issued by the Institute of Companies Secretaries of India (SS-1 and SS-2) respectively relating to the Board and the General Meeting.

34. DIRECTOR LIABLE TO RETIRE BY ROTATION

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, and the Articles of Association of the Company, Hetal Hiren Desai, Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting. Being eligible, she has offered herself for reappointment.

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The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has recommended her reappointment at the forthcoming Annual General Meeting of the Company.

35. ACKNOWLEDGEMENT:

We would like to thank our Bankers, Auditors, and members for extending their full Co-operation during the year.

Place: Surat

Date: 02/09/2025

By Order of the Board of Directors
FOR Vahh Chemicals Limited

Hiren 2-Desai

Hiren Indravadan Desai
Managing Director
DIN: 08622752

H. H. Desai

Hetal Hirenbhai Desai
Director
DIN: 08622843

ANNEXURE 1**BOARD MEETINGS OF THE BOARD OF DIRECTORS**

The following Board Meetings of the Board of Directors were held during the Financial Year 2024-25:

S. No.	Date of Meeting	Total Number of Directors as on the Date of Meeting	Attendance	
			Number of Directors Attended	% of Attendance
1	13-06-2024	3	3	100%
2	23-09-2024	3	3	100%
3	26-09-2024	3	3	100%
4	29-09-2024	3	3	100%
5	19-10-2024	3	3	100%
6	18-11-2024	3	3	100%
7	19-11-2024	3	3	100%
8	20-11-2024	3	3	100%
9	23-11-2024	3	3	100%
10	23-12-2024	3	3	100%
11	03-01-2025	3	3	100%
12	16-01-2025	5	5	100%
13	03-02-2025	5	5	100%
14	07-02-2025	6	6	100%
15	19-02-2025	6	6	100%
16	10-03-2025	6	6	100%
17	12-03-2025	6	6	100%
18	15-03-2025	6	6	100%
19	24-03-2025	6	6	100%
20	25-03-2025	6	6	100%

COMMITTEE MEETINGS OF THE COMMITTEE MEMBERS

The following Audit Committee Meetings of the Members were held during the Financial Year 2024-25:

S. No.	Date of Meeting	Total Number of Members as on the Date of Meeting	Attendance	
			Number of Members Attended	% of Attendance
1	25-03-2025	3	3	100%

The following Nomination and Remuneration Meetings of the Members were held during the Financial Year 2024-25:

S. No.	Date of Meeting	Total Number of Members as on the Date of Meeting	Attendance	
			Number of Members Attended	% of Attendance
1	25-03-2025	3	3	100%

The following Stakeholders Relationship Meetings of the Members were held during the Financial Year 2024-25:

S. No.	Date of Meeting	Total Number of Members as on the Date of Meeting	Attendance	
			Number of Members Attended	% of Attendance
1	25-03-2025	3	3	100%

Place: Surat

Date: 02-09-2025

FOR VAHH CHEMICALS LIMITED

FOR, VAHH CHEMICALS LIMITED

Hiren. J. Desai

Hiren Indravadan Desai
Managing Director **DIRECTOR**
DIN: 08622752

FOR, VAHH CHEMICALS LIMITED

H. H. Desai

Hetal Hirenchai Desai
Director **DIRECTOR**
DIN: 08622843

ANNEXURE 2**Details of Loan, Guarantee, Investment or Security is given by the company as per section 186**

Particulars	Yes/No
(a) Whether any loan, guarantee is given by the company or securities of any other body corporate purchased?	Yes
(b) Whether the Company falls in the category provided under section 186(11)?	No
(c) Are there any reportable transactions on which section 186 applies? (whether or not threshold exceeds 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account)	No
(d) Brief details as to why transaction is not reportable	NA

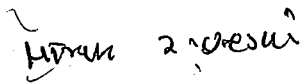
Details of Transactions:

Sl. No.	Particulars	Details	Details	Details
1	CIN or FCRN or LLPIN or FLLPIN or PAN/ Passport for individuals or Registration Number.	U74999KA2019PTC123417	U74999KA2019PTC123417	NA
2	Name of the Party	HSHS Nutraceuticals Limited	HSHS Nutraceuticals Limited	NA
3	Type of person (Individual / Entity)	Entity	Entity	NA
4	Nature of transaction	Investment in 37,496 Equity Shares	Loan to Subsidiary Company for Business Purpose	NA
5	In case of loan, rate of interest would be enquired	NA	Interest @9% PA	NA
6	Brief on the transaction	Investment in equity shares	Loan to HSHS Nutraceuticals Limited	NA
7	Amount (in INR) (O/s as on 31.03.2025)	1,21,86,200	1,21,54,610	NA
8	Date of passing Board resolution (DD/MM/YYYY)	03-01-2025	03-01-2025	NA
9	Whether the threshold of 60% of paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account breached?	No	No	Yes/No
10	Whether the transaction falls under the purview of proviso to Section 186(3) and Company is not required to pass SR.	Yes	Yes	Yes/No
11	SRN of MGT-14	NA	NA	NA

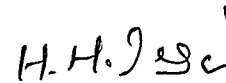
Place: Surat

Date: 02-09-2025

FOR VAHH CHEMICALS LIMITED



Hiren Indravadan Desai
Managing Director
DIN: 08622752



Hetal Hirenbhai Desai
Director
DIN: 08622843

ANNEXURE-3

(See Rule 8 of Companies(Accounts) Rules, 2014)

A Conservation of Energy

- | | |
|---|-----|
| (i) the steps taken or impact on conservation of energy | NIL |
| (ii) the steps taken by the company for utilising alternate sources of energy | NIL |
| (iii) the capital investment on energy conservation equipment | NIL |

B Technology absorption

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

- (iv) the expenditure incurred on research & development.

C Foreign Exchange

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

Details of Earning in Foreign Exchange

	(In Lakhs) <u>Current Year</u>	(In Lakhs) <u>Previous Year</u>
Export of goods calculated on FOB basis	-	-
Interest and dividend	-	-
Royalty	-	-
Know-how	-	-
Professional & consultation fees	-	-
Other income	-	-
Total Earning in Foreign Exchange	-	-

Details of Expenditure in Foreign Exchange

Import of goods calculated on CIF basis		
(i) raw material	-	-
(ii) component and spare parts	-	-
(iii) capital goods	-	-
Expenditure on account of		
(i) Royalty	-	-
(ii) Know-HOW	-	-
Professional & consultation fees	-	-
Interest	-	-
Other matters	-	-
Dividend paid	-	-
Total Expenditure in foreign exchange	-	-

Place: Surat
Date: 02-09-2025

FOR VAHH CHEMICALS LIMITED

Hiren Desai
Hiren Indravadan Desai
Managing Director
DIN: 08622752

Hetal Desai
Hetal Hirenbbhai Desai
Director
DIN: 08622843

ANNEXURE-4

Form No. AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Name of the Company	VAHH CHEMICALS LIMITED
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Part "A": Subsidiaries

Details of Subsidiaries (Information in respect of each subsidiary to be presented in Rs.)

1

Number of Subsidiary

Sl. No.	Particulars	Details	Details
1.	CIN/ any other registration number of subsidiary company	U51909GJ2019PLC111035	88-2531407
2	Name of the subsidiary	HSHS NUTRACEUTICALS LIMITED	Divine Nutrition USA LLC (Deemed Subsidiary Company)
3	The date since when subsidiary was acquired	29-01-2025	29-01-2025
4	Provisions pursuant to which the company has become a subsidiary (Section 2(87)(i)/Section 2(87)(ii))	Section 2(87)(ii)	Section 2(87)(ii)
5	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2024-25	01/01/2024 TO 31/12/2024
6	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NIL	85.58 USD (As per 31/12/2024)
7	Share capital	5,00,000	1,40,250 (USD)
8	Reserves & surplus	1,51,35,080	-28824 (USD)
9	Total assets	13,48,03,414	1,11,426 (USD)
10	Total Liabilities	11,91,68,334	NIL
11	Investments	1,13,54,881	NIL
12	Turnover	10,82,55,992	NIL
13	Profit before taxation	82,12,701	-7,800 (USD)
14	Provision for taxation	24,80,804	NIL
15	Profit after taxation	57,31,897	-7,800 (USD)
16	Proposed Dividend	NIL	NIL
17	% of shareholding	74.99	72.19%

Notes: The following information shall be furnished at the end of the statement:

2. Names of subsidiaries which are yet to commence operations: NIL

Sl. No.	CIN /any other registration number	Names of subsidiaries which are yet to commence operations

3. Names of subsidiaries which have been liquidated or have been ceased to be a subsidiary during the year: NIL

Sl. No.	CIN /any other registration number	Names of subsidiaries

Place Surat
Date 02-09-2025

FOR VAHH CHEMICALS LIMITED

Hiren Indravadan Desai
Hiren Indravadan Desai
Managing Director
DIN: 08622752

Hetal Hiren Desai
Hetal Hiren Desai
Director
DIN: 08622843

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

4

Number of Associate/Joint Venture

Sl. No.	Particulars	Details	Details
1	Name of associates/Joint Ventures	NA	NA
2	Latest audited Balance Sheet Date	31.03.2025	31.03.2025
3	Date on which the Associate or Joint Venture was associated or acquired	NA	NA
4	Shares of Associate/Joint Ventures held by the company on the year end	NA	NA
A	No. of Shares	NA	NA
B	Amount of Investment in Associates/Joint Venture	NA	NA
C	Extend of Holding%	NA	NA
5	Description of how there is significant influence	NA	NA
6	Reason why the associate/joint venture is not consolidated	NA	NA
7	Net worth attributable to shareholding as per latest audited Balance Sheet	NA	NA
8	Profit/Loss for the year	NA	NA
A	Considered in Consolidation	NA	NA
B	Not Considered in Consolidation	NA	NA

5. Number of associates or joint ventures which are yet to commence operations: NIL

Sl. No.	CIN/any other registration number	Names of Associates and Joint Ventures which are yet to commence operations

6. Number of associates or joint ventures which have been liquidated or have ceased to be associate or joint venture during the year: NIL

Sl. No.	CIN /any other registration number	Names of Associates and Joint Ventures

Place Surat
Date 02-09-2025

FOR VAHH CHEMICALS LIMITED

Hiren Indravadan Desai

Hiren Indravadan Desai
Managing Director
DIN: 08622752

Hetal Hiren Desai

Hetal Hiren Desai
Director
DIN: 08622843

ANNEXURE 5

Form No. AOC-2

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

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

1 Details of contracts or arrangements or transactions not at arm's length basis

Number of contracts or arrangements or transactions not at arm's length basis

0

SN	CIN or FCRN or LLPIN or FLLPIN or PAN/Passport for individuals or any other registration number	Name(s) of the related party and nature of relationship	Nature of contracts /arrangements/ trans actions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188 and SRN of Form MGT-14
NIL									

2 Details of material contracts or arrangement or transactions at arm's length basis

Number of material contracts or arrangements or transactions at arm's length basis

0

SN	CIN or FCRN or LLPIN or FLLPIN or PAN/Passport for individuals or any other registration number	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1	EMVPD3955A	Aayush H Desai - Director	Propretorship Business Acquisition	Event Base	At Prevailing market price	13-06-2024	NA
2	ACCPD5531F	Hetal H Desai - Director	Propretorship Business Acquisition	Event Base	At Prevailing market price	13-06-2024	NA

Place: Surat

Date: 02-09-2025

FOR VAHH CHEMICALS LIMITED

Hiren Indravadan Desai

Hiren Indravadan Desai
Managing Director
DIN: 08622752

Hetal H. Desai

Hetal Hirenbhai Desai
Director
DIN: 08622843