

33rd AGM NOTICE

Notice is hereby given that the 33rd Annual General Meeting ('AGM' or 'the Meeting') of Shree Benzophen Industries Limited ('the Company') will be held on Tuesday, September 30, 2025 at 11:00 AM at Survey No 306, Sakarda-Bhadarva Road, Village: Moxi, Tal: Savli, Vadodara, to transact the following business(es):

ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bharatkumar Sodha (DIN: 00800842), who retires by rotation and, being eligible, offers himself for reappointment.

By Order of the Board of
Shree Benzophen Industries Limited

May 30, 2025
Vadodara

Sd/-

(Bharatkumar S. Sodha)
Managing Director
DIN: 00800842

Shree Benzophen Industries Limited

CIN: U25200GJ1992PLC017838

Registered Office:

Survey No 306, Sakarda-Bhadarva Road, Village: Moxi, Tal: Savli, Vadodara.

Website: www.benzophen.com

Contact no.: +91 7777946271

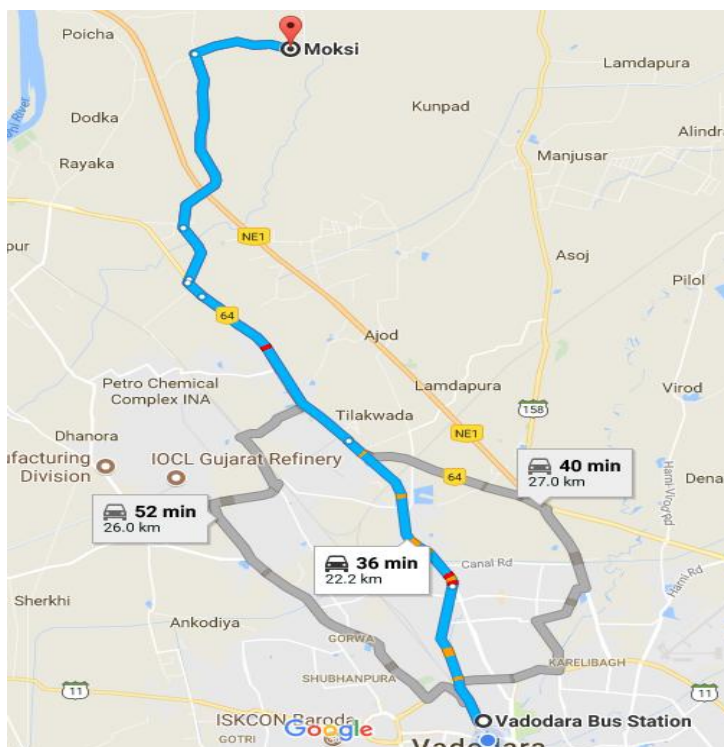
e-mail ID: benzophen@gmail.com

Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself / herself and proxy need not be member of the company.** Pursuant to Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
2. Proxies, in order to be effective, the proxy form should be duly stamped, completed, signed and must be sent to the Company so as to receive at its Registered Office not later than 48 hours before the commencement of the Annual General Meeting (AGM). A Proxy form is annexed to this report.
3. Corporate members intending to send their representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The members / proxies are requested to bring duly filled attendance slip enclosed herewith.
5. In accordance with the MCA's General Circular No. 20/2020 dated May 5, 2020, read together with General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023 & General circular no. 09/2024 dated September 19, 2024, the Notice of the AGM, along with the Annual Report for the Financial Year 2024-25, is being sent exclusively through electronic mode to those Members whose email addresses are registered with the Company, R&T Agent, or Depositories. Members whose email addresses are not registered with the Company will receive physical copies of the Notice and Form-3A Statement containing the salient features of the financial statements. A copy of the Notice of this AGM, along with the Annual Report, is available on the Company's website at www.benzophen.com. For any communication or queries, Members may also send a request to the Company's email address at benzophen@gmail.com.
6. Members holding the shares in physical mode are requested to notify immediately for change of their address and bank particulars to the company.
7. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 a.m. to 05:00 p.m.) on all working days except Sunday and public holidays up to the date of the AGM of the Company.
8. Members are requested to register and/or update their email address with the Company or with their Depository Participant, as the case may be, to enable the Company to send notices, annual reports and other communications in electronic mode. Members who hold shares in physical form may send their request for registration/updation of email address, quoting their folio number, to the Company at benzophen@gmail.com or to the Registrar and

Share Transfer Agent. Members holding shares in demat mode are requested to update their email address with their respective Depository Participant.

9. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names, if any, are requested to send the share certificates to Company, for consolidation into a single folio.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
11. Trading / Transfer in the shares of the Company shall compulsorily be done in dematerialized form only w.e.f. 2nd October, 2018.
12. To facilitate dematerialization, your Company has sought connectivity with Central Depository Services Limited with a view to provide facility for dematerialization of shares and also appointed M/s. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (Vadodara) as its Registrar and Share Transfer Agent to provide facility for dematerialization of shares. Members who hold shares in physical form are requested to dematerialise their shares on urgent basis.
13. **Route-map for attaining the Annual General Meeting of the Company:**



ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Details of the directors seeking re/appointment in Annual General Meeting to be held on 30th September, 2025.

Name of Director	Bharatkumar S. Sodha
Age	73 Years
Date of Appointment	12/03/1994
Experience	48 Years
Qualification	Bachelor of Engineering (Chemical)
Terms and conditions for Appointment	Liable to retire by rotation; re-appointment proposed as a director retiring by rotation.
Details of Remuneration	Rs. 75,200 per month
Details of last drawn remuneration	Rs. 75,200 per month
Shareholding in the company	4,65,000 equity shares
No of Board meetings attend during the year	5 (Five)
Membership of Committees of Board	N.A.
Chairmanship of Committees of Board	N.A.
Relationship with other directors/KMPs of company	Mr. B. S. Sodha is father of Mr. D. B. Sodha. Further Mr. B. S. Sodha and Mr. I. S. Sodha are brothers.
List of other Companies/LLPs in which holding the position of Director/Designated Partner	N.A.

Form-3A

Statement containing salient features of the financial Statements

(Division II –Schedule III to the Companies Act, 2013)

(Pursuant to first proviso to sub-section (1) of section 136 of the Act and proviso to rule 10 of the Companies (Accounts) Rules, 2014)

Form of Abridged Financial Statements

Part –I

**Shree Benzophen Industries Limited
Abridged Balance sheet as at 31st March, 2025**

(Amount in lakhs)

S.N.	Particulars	Figures as at the end of the Current Reporting Period. (31-03-2025)	Figures as at the end of the Previous Reporting Period (31-03-2024)
1	2	3	4
(1)	ASSETS		
A	Non-current assets		
(a)	Property, Plant and Equipment	59.55	67.22
(b)	Capital work-in- progress	-	-
(c)	Investment Property	-	-
(d)	Goodwill	-	-
(e)	Other Intangible assets	-	-
(f)	Intangible assets under development	-	-
(g)	Biological Assets other than bearer plants	-	-
(h)	Financial Assets		
	i. Investments	113.00	73.72
	ii. Trade Receivables	-	-
	iii. Loans	-	-
	iv. Other (Income Tax Assets)	6.49	10.49
(i)	Deferred tax assets (net)	-	-
(j)	Other non-current assets	-	-
B	Current Assets		
(a)	Inventories	13.69	9.06
(b)	Financial Assets		
	i. Investments	-	-
	ii. Trade Receivables	3.51	5.63
	iii. Cash and cash equivalents	14.20	22.18
	iv. Bank balances other than (iii) above	-	-
	v. Loans	-	-
	vi. Others (to be specified)	-	-
(c)	Current Tax Assets (Net)	-	-
(d)	Other Current assets	2.24	2.21
	Total Assets	212.68	190.51
(2)	EQUITY AND LIABILITIES		
A	Equity		
	(a) Equity Share Capital	690.29	690.29
	(b) Other Equity	(519.20)	(536.38)
B	Liabilities		
	Non-current liabilities		
(a)	Financial Liabilities		
	i. Borrowings		
	ii. Trade Payables		
	iii. Other financial liabilities (other than those specified in term (b) , to be specified)		
(b)	Provisions		
(c)	Differed Tax Liabilities (net)	4.95	6.67
(d)	Other non-current Liabilities		
3	Current Liabilities		
(a)	Financial Liabilities		
	i. Borrowings	20.00	14.00
	ii. Trade payables	0.50	0.50
	iii. Other financial liabilities (other than those specified in term (c)	7.50	7.50
(b)	Other Current liabilities	4.12	3.06
(c)	Provisions	4.52	4.87
(d)	Current Tax Liabilities (net)	-	-
	Total Equity and Liabilities	212.68	190.51

Abridged statement of change in Equity for the period ended 31st March, 2025

(Amount in Lakhs)

A. Equity Share Capital

Balance at the beginning of the Reporting period (01-04-2024)	Change in equity share capital during the year	Balance at the end of the Reporting period (31-03-2025)	Figures at the beginning of the Previous Reporting period (01-04-2023)
1	2	3	4
690.29	-	690.29	690.29

B. Other Equity

Particulars	Balance at the beginning of the Reporting period (01-04-2024)	Change in accounting policy or prior period errors	Restated balance of the beginning of the Reporting period	Total Comprehensive income for the year	Dividends	Transfer to retained earnings	Any other change (to be specified)	Balance at the end of the Reporting period (31-03-2025)	Figures at the beginning of the Previous Reporting period (01-04-2023)
	1	2	3	4	5	6	7	8	9
Share application money pending allotment									
Equity component of compound financial instruments									
Reserve and Surplus									
i. Capital Reserve	106.15	-	-	-	-	-	-	106.15	106.15
ii. Securities Premium Reserves									
iii. Other reserves (Share Forfeiture Account)	13.90	-	-	-	-	-	-	13.90	13.90
iv. Retained Earnings	(656.43)	-	-	-	-	17.17	-	(639.26)	(671.67)
Debt instruments through other Comprehensive Income									
Equity instruments through other comprehensive Income									
Effective portion of Cash Flow Hedges									
Revaluation Surplus									
Exchange differences on translating the financial statements of a foreign Operation									
Other items of other Comprehensive Income (specify nature)									
Money received against share warrants									
Total	(536.38)			-				(519.20)	(551.62)

Part-II
Abridged statement of Profit and Loss for the period ended 31st March, 2025

(Amount in Lakhs)

	Particulars	Figures for the Current Reporting period (01-04-2024 to 31-03-2025)	Figures for the Previous Reporting period (01-04-2023 to 31-03-2024)
	1	2	3
I	Revenue from operations	30.41	41.97
II	Other Income	97.27	82.77
III	Total Income (I+II)	127.68	124.74
IV	Expenses		
	Cost of materials consumed	28.14	28.18
	Purchases of stock-in-trade		
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	(3.51)	7.87
	Employee benefit expense	8.86	8.42
	Finance costs	2.44	2.33
	Depreciation and amortization expenses	8.18	7.92
	Other expenses	61.26	54.18
	Total Expenses (IV)	105.37	108.91
V	Profit/(loss) before exceptional items & tax (III-IV)	22.31	15.84
VI	Exceptional Items	-	-
VII	Profit/(loss) before tax (V-VI)	22.31	15.84
VIII	Tax Expenses:		
	1. Current Tax	7.08	5.95
	2. Mat Credit Entitlement	-	-
	3. Deferred Tax	(1.88)	(1.82)
	4. Income tax Earlier Years	0.40	0.80
IX	Profit/(Loss) for the period from continuing operations (VII-VIII)	16.72	10.91
X	Profit/(Loss) from discontinued operations	-	-
XI	Tax Expense of discontinued operations	-	-
XII	Profit/(Loss) from discontinued operations (after tax) (X-XI)	-	-
XIII	Profit/(loss) for the period (IX+XII)	16.72	10.91
XIV	Other Comprehensive Income		
	A (i) Items that will not be reclassified to profit or loss	0.62	5.86
	(ii) Income tax relating to items that will not be reclassified to profit or loss	(0.16)	(1.52)
	B (i) Items that will be reclassified to profit or loss		
	(ii) Income tax relating to items that will not be reclassified to profit or loss		
XV	Total Comprehensive Income for the period (XIII+XIV) (Comprising profit (loss) and other Comprehensive Income for the period)	17.17	15.24
XVI	Earning per equity share (for continuing operation):		
	(1) Basic (in Rs.)	0.24	0.16
	(2) Diluted (in Rs.)	0.24	0.16
XVII	Earning per equity share (for discontinued operation):		
	(1) Basic (in Rs.)		
	(2) Diluted (in Rs.)		
XVIII	Earning per equity share (for discontinued operation & continuing operation):		
	(1) Basic (in Rs.)	0.24	0.16
	(2) Diluted (in Rs.)	0.24	0.16

Part-III
Abridged Cash Flow Statement
In terms of Indian Accounting Standard (Ind AS) 7, Statement of Cash Flows, the following
Abridged statement of Cash Flows shall be included:

(Amount in lakhs)

Particulars	Figures for the Current reporting period (31-03-2025)	Figures for the Previous reporting period (31-03-2024)
1	2	3
Cash flow from Operating Activities	(63.64)	(51.10)
Cash flow from Investing Activities	58.10	72.34
Cash flow from Financing Activities	(2.44)	(2.33)
Net increase /(decrease) In cash and cash equivalents	(7.98)	18.92

Cash and cash equivalents at the beginning of period	22.18	3.26
Cash and cash Equivalents at the end of period.	14.20	22.18

Notes to the Abridged financial statements

- Complete Balance Sheet, Statement of Changes in Equity, Statement of Profit and Loss, Statement of Cash Flows and other statements and notes thereto prepared as per the requirements of Division II to the Schedule III to the Act are available at the Company's website. Copy of financial statement is also available for inspection at the registered office of the company during working hours for a period of 21 days before the date of AGM.

2. CONTINGENT LIABILITY (Amount in Lakhs)

Claims against the Company not acknowledged as debts (excluding interest and penalty)	As at March 31, 2025	As at March 31, 2024
Listing fees	10.24	10.24

Nature of liability

Listing fees of BSE Limited

Status

Due to abrupt increase in listing fees by BSE Limited, the Company has kept outstanding amount in abeyance.

3. DISCLOSURE OF RELATED PARTY TRANSACTIONS

Related party disclosures, in accordance with the Indian Accounting Standard 24 "Related Party Disclosures" are given below:

- Related parties with whom transactions have taken place during the year:

A. Key Managerial Personnel (KMP) and their relatives:

- Mr. Bharat S. Sodha, Managing Director
- Mr. Indravadan S. Sodha, Wholetime Director
- Mr. Dhaval B. Sodha, Wholetime Director
- Mr. Shivam I. Sodha, Wholetime Director
- Mr. Viprav Sodha

B. Entity over which KMP has significant influence: Organo Metallics

- Aggregate of transactions for the year with these parties have been given below: (Amount in Lakhs)

Name of Party	Nature of transaction	Volume of Transaction for the year ended March 31, 2025	Amount outstanding As on March 31, 2025	Volume of Transaction for the year ended March 31, 2024	Amount outstanding As on March 31, 2024
KMP	Remuneration	36.10	-	36.00	-
	Loan received	6.00	20.00	-	14.00
	Interest on Loan	2.41	-	-	-
	Reimbursement of expenses	2.88	-	2.64	-
	Loan Repaid	-	-	-	-
	Sale of Raw Material & Finished Goods	-	-	-	-
Relatives of KMP and Entities over which KMP have significant influence	Remuneration	0.43	-	2.06	-
	Purchase of raw material	-	-	0.05	-
	Sale of Raw materials & Finished Goods	1.23	-	3.51	-
	Job work	1.78	-	0.92	-
	Receivables	-	0.72	-	0.32
	Rent	2.12	-	1.80	-

4. SEGMENTS REPORTING

The Company has one production unit engaged in the manufacturing of plastic products. Accordingly, the Chief Operating Decision Maker monitors the operating results of the said unit for the purpose of making decision about resource allocation and performance assessment. Thus there are no separate reportable segments in terms of the requirements of Ind AS 108 "Operating Segments" as notified under section 133 of the Companies Act, 2013.

Geographical segment analysis:

- Entire revenue of the Company is attributable to country of domicile.

The Company has 4 customers (previous year: 3 customers) who have accounted for more than 10% of the Company's revenue. Aggregate amount of revenue from these customers is ₹ 16,46,000 /- for the year ended March 31, 2025 and ₹19,36,800/- for the year ended March 31, 2024).

- (ii) All the assets of the company are located in the country of domicile.

Salient features of Directors Report

A. State of Affairs of the Company & Highlights of Company's performance

Salient features of abridge Balance Sheet and Statement of Profit and Loss Accounts reflects the financial position of the Company. Highlights of Company's performance are as follows:

(Amount in INR Lakhs)

Particulars	Figures for the Current Reporting period (01-04-2024 to 31-03-2025)	Figures for the Current Reporting period (01-04-2023 to 31-03-2024)
1	2	3
Total Income	127.68	124.74
Total Expenses	105.37	108.91
Profit/(loss) before exceptional items & tax	22.31	15.84
Tax Expenses:		
1. Current Tax	7.08	5.95
2. Mat Credit Entitlement	-	-
3. Deferred Tax	(1.88)	(1.82)
4. Income tax Earlier Years	0.40	0.80
Profit/(Loss) for the period	16.72	10.91
Earning per equity share (for continuing operation):		
1. Basic (in Rs.)	0.24	0.16
2. Diluted (in Rs.)	0.24	0.16

B. Details of dividend declared, if any

In view of long term interests of the company, your Directors do not recommend any dividend for the year ended March 31, 2025.

C. Details of fraud, if any, reported.

No fraud identified or reported during the financial year.

D. Details of Auditor's qualification and reply thereon

Statutory Auditors' Report	Company's Reply
Basis for Qualified Opinion	
The company has not maintained full particulars regarding quantitative details and situation of Property, Plant and Equipment and also the register maintained is incomplete.	The Management is continuously endeavouring to comply with statutory provisions and the company has maintained duly complete registers. In Respect of quantitative details except of land, your management does not find it of significant importance. However, it is duly noted for future compliance.
Disclaimer of opinion	
The company has not established the internal financial controls over financial reporting.	The Company has devised proper system of internal financial control which is commensurate with size and nature of Business. However, it is duly noted for future compliance.

E. Directors' responsibility statement:

In terms of Section 134(5) of the Companies Act, 2013, the Directors would like to state that:

- In the preparation of the Annual Accounts of the Company for the year ended on March 31, 2025, the applicable accounting standards have been followed and there are no material departures for the same;
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for the year under review;
- 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;
- The directors have prepared the Annual Accounts on a going concern basis; and
- 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.

F. Public deposits:

The Company has not accepted deposits covered under Chapter V of the Act.

As of March 31, 2025, your Company has received loans totalling Rs. 20,00,000.00 from the Directors and/or individuals related to them.

Your Company does not have any deposits which are not in compliance with requirements of Chapter V of the Companies Act, 2013.

Other information:

Your Directors hereby states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- (i) So far as justification provided above on adverse remarks, disclaimer or qualification made by the auditor in their reports, no fraud has been reported to the Board by the Auditor during the financial year. Hence, fraud reporting as per section 134(3)(ca) is not required by the company.
- (ii) Your Company does not transfer any amount to reserves, pursuant to proviso of section 134(3)(j) of companies Act, 2013.
- (iii) Section 204 of the Companies Act, 2013 with respect to Secretarial Audit is not applicable to the Company.
- (iv) Provisions of 134(3)(p) the Companies Act, 2013 and Rule 8(4) of the Companies (Accounts) Rule, 2014 with regard to manner in which formal annual evaluation of Board and its members is conducted is not applicable to the Company.
- (v) The Company has not issued any shares with differential voting rights, hence, reporting need not required.
- (vi) During the financial year, your Company has neither issued, any kind of Securities nor made buy-back of securities;
- (vii) The Company does not fall under Rule 4 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 as envisaged in Rule 6 of the Companies (Meeting of Board and its Powers) Rule, 2014 and Section 177(1) & 178(1) of the Companies Act, 2013, thus, the constitution of Audit Committee and Nomination and Remuneration Committee are not applicable to the Company and there is no requirement for policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters.
- (viii) No significant material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
- (ix) Your Company is not obligated to adhere to the provisions concerning the establishment of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). Additionally, there were no case filed under the POSH Act throughout the year.
- (x) There are no proceedings initiated / pending against your Company under Insolvency and Bankruptcy Code, 2016.
- (xii) Difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from Banks or Financial Institutions: Not Applicable
- (xiii) The provisions of the Maternity Benefit Act, 1961, are not applicable to the Company during the reporting period, as the number of persons employed was less than ten at all times in the preceding twelve months.
- (xiv) As on March 31, 2025, the total number of employees stood at 8, comprising:
 - Male: 07
 - Female: 01
 - Transgender: Nil
- (xv) Maintenance of Cost Records u/s. 148(1) of the Companies Act, 2013 is not applicable to the Company.

For Shree Benzophen Industries Limited

May 30, 2025
Vadodara

Sd/-

(Bharatkumar S. Sodha)
Managing Director
DIN: 00800842

Registered Office:
Shree Benzophen Industries Limited
CIN: U25200GJ1992PLC017838
Registered Office:
Survey No 306, Sakarda-Bhadarva Road, Village: Moxi, Tal: Savli, Vadodara.
Website: www.benzophen.com
Contact no.: +91 7777946271
e-mail ID: benzophen@gmail.com

Shree Benzophen Industries Limited

CIN: U25200GJ1992PLC017838

Survey No 306, Sakarda-Bhadarva Road, Village: Moxi, Tal: Savli, Vadodara.

Phone: +91 7777946271, e-mail: benzophen@gmail.com, Web: www.benzophen.com

PROXY FORM

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

Name of the Member(s) : _____

Registered address : _____

E-mail Id : _____

Folio No. / Client ID No. : _____ DP ID No. _____

I / We, being the member(s) of _____ Shares of Shree Benzophen Industries Limited, hereby appoint

1. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him/her

2. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him/her

3. Name: _____ E-mail Id: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company to be held on Tuesday, September 30, 2025 at 11:00 a.m. at Survey No 306, Sakarda- Bhadarva Road Village: Moxi, Tal: Savli, Vadodara and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Businesses:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bharatkumar Sodha (DIN: 00800842), who retires by rotation and, being eligible, offers himself for reappointment.

Signed this day of, 2025

Signature of shareholder.....

Signature of Proxyholder(s).....

Affix Re. 1
Revenue
stamp

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Survey No 306, Sakarda-Bhadarva Road Village: Moxi, Tal: Savli, Vadodara, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

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ATTENDANCE SLIP

(to be presented at the entrance)

33rd ANNUAL GENERAL MEETING ON TUESDAY, SEPTEMBER 30, 2025 AT 11:00 A.M.

at Survey No 306, Sakarda-Bhadarva Road Village: Moxi, Tal: Savli, Vadodara.

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

1. Only Member/Proxyholder can attend the Meeting.