

September 04, 2024



To
The General Manager
Department of Corporate Services
BSE Limited
P. J. Towers, 1st Floor
Dalal Street,
Mumbai - 400001

Ref: Scrip Code in BSE – 536073

Sub: Annual Report for the financial year ended March 31, 2024 in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In accordance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Annual Report for the financial year 2023-24, including the Notice of 27th Annual General Meeting of our Company.

Further, with regards to filing of the Annual Report in XBRL mode, the same shall be filed in due course.

The aforesaid Annual Report and Notice of Annual General Meeting are also available on the Company's website at www.julieninfra.com.

Kindly take the aforesaid information on record and oblige.

Thanking you,

Yours faithfully,

For **Julien Agro Infratech Limited**




Puja Jain
(**Company Secretary**)
M No. 38570

JULIEN AGRO INFRATECH LIMITED

(Formerly : SILVERPOINT INFRATECH LIMITED)

85, Bentick Street, 5th Floor, Yashoda Chamber, Room No. 6, Kolkata- 700 001

Tel . 91.8232062881, Website : www.julieninfra.com, E-mail : info@julieninfra.com, CIN : L28219WB1997PLC083457



**Julien Agro
Infratech Limited**

FORMERLY :
SILVERPOINT INFRATECH LIMITED

TWENTY-SEVENTH ANNUAL REPORT
2023- 2024



**Julien Agro
Infratech Limited**

Formerly : Silverpoint Infratech Limited

CIN : L28219WB1997PLC083457

Registered Address : "85, Bentick Street, 5th Floor, Yashoda Chamber, Room No. 6, Lalbazar Kolkata- 700 001",

Contact No: 91-82320 62881, E-Mail ID: info@julieninfra.com ; Website : www.julieninfra.com

CORPORATE INFORMATION

BOARD OF DIRECTORS

<u>Chief Executive Officer</u>	<u>Chief Financial Officer</u>	<u>Managing Director</u>	<u>Whole- Time Director</u>	<u>Company Secretary</u>
Mr. Lalit Sureka	Mrs. Neeta Dalmia	Mr. Lalit Sureka	Mr. Sandip Dalmia	Mrs. Puja Jain

Non-Executive and Independent Director

Mrs. Namrata Sharma
Mr. Peeyush Sethia
Mrs. Chetna Gupta

BOARD COMMITTEES :

Audit Committee

Mr. Peeyush Sethia : Chairman
Mrs. Namrata Sharma : Member
Mr. Lalit Sureka : Member

Nomination & Remuneration Committee

Mr. Peeyush Sethia : Chairman
Mrs. Namrata Sharma : Member
Mrs. Chetna Gupta : Member

Stakeholders Relationship Committee

Mr. Peeyush Sethia : Chairman
Mrs. Namrata Sharma : Member
Mrs. Sandip Dalmia : Member

AUDITORS:

Statutory Auditors

M/s. M K Kothari & Associates.
39 Baikunth Chatterjee Lane
Howrah -711 101

Internal Auditors

M/s. Sanjeev Navin & Associates.
46, B B Ganguly Street, 4th Floor,
Room No. 409, Kolkata- 700012

Secretarial Auditor

Pooja Bansal
Flat No. F1, 5th floor, Respect Home
Andul Road, Halderpara, Podrah
Howrah – 711 109

REGISTRARS & TRANSFER AGENTS :

CB Management Services (P) Ltd.
Registered Office: P-22 Bondel Road, Kolkata – 700 019
Tel: 033 - 91 33 4011 6700, 2280 6692,
E-mail id: rta@cbmsl.com

BANKERS :

ICICI Bank Limited, R.N. Mukherjee Road Branch 22, R.N. Mukherjee Road, Kolkata – 700 001
Bandhan Bank, Dalhousie Branch, Mukti Chamber, 4 Clive Row, Ground Floor, Kolkata – 700 001
State Bank of India (SBI) B.B Gangully Street Branch, Gunadhar Babu Lane, Kolkata West Bengal 700 012



Julien Agro
Infratech Limited

Formerly: Silverpoint Infratech Limited

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JULIEN AGRO INFRA TECH LIMITED

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-Seventh Annual General Meeting of the Members of M/s. Julien Agro Infratech Limited (Formerly: Silverpoint Infratech Limited) having Registered Office of the Company at “85, Bentick Street, 5th Floor, Yashoda Chamber, Room No. 6, Lalbazar Kolkata- 700 001 will be held at the “Diamond Plaza”, 5, Gopi Bose Lane, Kolkata- 700 012 on Monday, September 30, 2024 at 09:30 a.m. (IST) to transact the following businesses :

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Balance Sheet and the Statement of Profit & Loss A/c of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.

2. APPOINTMENT OF DIRECTOR IN PLACE OF DIRECTOR RETIREING BY ROTATION

To appoint a Director in place of Mr. Sandip Dalmia (Din: 10159986), who retires by rotation, and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. APPOINTMENT OF MR. PEEYUSH SETHIA (DIN: 09850692) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 & applicable provisions of the Regulation 16 & 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, with the Stock exchange and other applicable laws, regulations and guidelines, if any, Mr. Peeyush Sethia, holding (Din No. 09850692), who was appointed as an Additional Non – Executive Independent Director dated August 14, 2024 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee, and who hold office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director not liable to retire by rotation, be and is hereby appointed as a Non-Executive, Independent Director of the Company to hold office for five consecutive years.”

RESOLVED FURTHER THAT Mr. Lalit Sureka, Managing Director and Puja Jain, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution and matters incidental and ancillary thereto.”

4. APPOINTMENT OF MRS. NAMRATA SHARMA (DIN: 10204473) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 & applicable provisions of the Regulation 16 & 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, with the Stock exchange and other applicable laws, regulations and guidelines, if any, Mrs. Namrata Sharma, holding (Din No. 10204473), who was appointed as an Additional Non – Executive Independent Director dated August 14, 2024 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee, and who hold office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a



member proposing his candidature for the office of Director not liable to retire by rotation, be and is hereby appointed as an Non-Executive, Independent Director of the Company to hold office for five consecutive years.”

RESOLVED FURTHER THAT Mr. Lalit Sureka, Managing Director and Puja Jain, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution and matters incidental and ancillary thereto.”

Registered Office :

85, Bentick Street, 5th Floor, Yashoda Chamber,
Room No. 6, Lalbazar Kolkata- 700 001

By Order of the Board
For Julien Agro Infratech Limited

Puja Jain
(Company Secretary)

Mem. No. 38570

Dated : September 04, 2024

NOTES :

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business mentioned above to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED, DULY COMPLETED AND SIGNED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.

A MEMBER HOLDING MORE THAN TEN(10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Proxies shall be made available for inspection during twenty four hours before the time fixed for commencement of the meeting and ending with conclusion of the meeting.
4. The proxies form should be deposited/submitted in complete particulars at the registered office of the Company and in order to make it effective, proxy form must be received by the Company not later than 48 (Forty-Eight) hours before the time fixed for holding the meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days advance notice in writing is given to the Company. Accordingly, the proxy form and attendance slip are annexed to this Notice.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 23, 2024 to Monday, September 30, 2024, both days inclusive, for the purpose of AGM and payment of dividend.
7. Dividend, if declared, would be paid within thirty days from the date of declaration to Members whose names appear as beneficial owners with the Depositories or in the Register of Members.

Members holding shares in demat form may note that bank account particulars registered against their respective demat accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, CB Management Services (P) Ltd., cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members. Further, in case the shares are held in physical mode, members are requested to furnish Bank account particulars (viz. Account No., Name and Branch of the Bank, IFSC Code and MICR Code) to the RTA to ensure that there is no fraudulent encashment of the warrants.

8. Corporate members intending to send their authorized 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.
9. In order to enable us to register your attendance at the venue of the AGM, Members / proxies are requested to bring their

attendance slip duly filled in for attending the Meeting along with the copy of AGM Notice.

10. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
11. Members holding shares in physical form are also requested to notify change in address, if any, immediately to the Company's Registrar & Share Transfer Agent, M/s. CB Management Services (P) Ltd., P-22 Bondel Road, Kolkata – 700 019 by quoting their Folio Number(s).

In case shares are held in electronic form, these information should be passed on directly to their respective Depository Participant (DP).

12. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).
13. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.
14. The complete particulars of the venue of the Meeting including route map and prominent landmark for easy location is enclosed for the convenience of the Members. The same has been posted on the website of the Company "www.julieninfra.com".
15. SEBI has made it mandatory for every participant in Capital Market to furnish Income Tax Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit their PAN/Bank Account particulars to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN/Bank Account Particulars details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
16. Where there are joint-holders of any share, any one of such persons may vote at the AGM either personally or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at the AGM either personally or by proxy then that one of the said persons so present whose name appears first in the order of names will be entitled to vote.
17. Members may also note that the notice of this AGM will also be available on the Company's website "www.julieninfra.com" for their download.
18. All documents referred to in the notice and the explanatory statement and the statutory registers maintained under the Companies Act, 2013 are open for inspection by the members at the registered office of the Company on all the working days (that is, except Saturdays, Sundays and Public Holidays) during normal business hours up to the date of the AGM. Members seeking to inspect such documents can send an email to the Company Secretary. The aforesaid documents will be also available for inspection by members at the AGM.
19. In compliance with the provisions of the Act and circulars/ notification issued by Ministry of Corporate Affairs ('MCA') from time to time, if any, the Notice of this AGM along with other relevant documents are being sent to those members whose names are recorded in the Register of Members/Register of Beneficial Owners as on Friday, August 30, 2024 through electronic mode and whose email addresses are registered with the Company/ depositories.

Therefore, those members, whose email address is not registered with the Company or with their respective depository participant/s, and who wish to receive the notice of this AGM along with other relevant documents and all other

communication sent by the Company, from time to time, shall get their email address registered/updated by following the steps as given below:

a. For members holding shares in physical form, please send a scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the member, by email to the RTA's email address at: rta@cbmsl.com.

b. For the members holding shares in demat form, please update your email address through your respective depository participant(s).

20. Share Transfer permitted only in Demat: In terms of the applicable provisions of Act read with rules made thereunder read with applicable provisions of the SEBI Listing Regulations, the transfer of securities of Company shall not be processed unless the securities are held in dematerialized form with their respective Depository Participant. In view of the above and to avail the benefits of dematerialization and ease portfolio management, members are requested to consider dematerialization of the shares held by them in physical form.

21. **Shareholders' Communication:** Members are requested to send all communications relating to shares, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the following address : CB Management Services Private Limited, P-22 Bondel Road, Kolkata - 7000 19.

22. **E-voting : Voting through electronic means**

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide Members the facility to exercise their right to vote at the AGM of the Company by electronic means and the business may be transacted through E-voting Services provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot/polling papers shall also be made available at the venue of Annual General Meeting and the members who have not cast their votes by remote e-voting shall be able to vote at the meeting through ballot/polling paper.

II. The E-voting period commences on Friday, September 27, 2024 (9:00 am) and ends on Sunday, September 29, 2024 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2024 may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

III. The voting rights of shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date of September 23, 2024.

IV. Mrs. Pooja Bansal, Practicing Company Secretary, Kolkata (Practicing No. 18524), has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.

V. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote E-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.



- VI. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on August 30, 2024.
- VII. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 23, 2024. The facility of E-voting would be provided once for every folio / client id, irrespective of the number of joint holders. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2024.
- VIII. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2024 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- IX. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting E-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- X. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. September 23, 2024 are requested to send the written / email communication to the Company at "info@julieninfra.com" by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for E-voting.



THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, September 27, 2024 at 9:00 A.M. and ends on Sunday, September 29, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 23, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2024.

How do I vote electronically using NSDL e-Voting system?

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ Section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ Section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>



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

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ Section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a). Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pujab35@gmail.com . Please mention the e-mail ID of Scrutinizer> with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download Section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories/ Company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@julieninfra.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@julieninfra.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

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

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

- XI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-voting user manual for Shareholders available at the Downloads Section of www.evoting.nsdl.com.
- XII. If you are already registered with NSDL for E-voting then you can use your existing user ID and password/PIN for casting your vote.
- XIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- XIV. The Scrutinizer shall within a period not exceeding one (1) working days from the conclusion of the E-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- XV. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website "www.julieninfra.com" and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Depository Services Limited.

23. The Notice of the 27th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s), unless a member has requested a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the documents are being sent by the permitted mode.
24. Members may also note that the Notice of the 27th AGM and the Annual Report 2023-2024 will be available on the Company's website "www.julieninfra.com". The physical copies of the documents will also be available at the Company's registered office for inspection on all working days except Mondays between 10:00 am to 1:00 pm upto September 22, 2024. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at "www.julieninfra.com".
25. Disclosure pursuant to Section 196(4) of the Companies Act, 2013, the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, and Secretarial Standards-2, with respect to Directors seeking re-appointment/appointment in the forthcoming Annual General Meeting is annexed. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and Rules thereunder.
26. The facility for making/varying/cancelling nomination is available is available to individuals holding shares in the Company. Nominations can be made in Form-SH.13 and any variation /cancellation thereof can be made by giving notice in Form-SH.14, prescribed under the Companies (Share Capital & Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Company/RTA or from the website of Ministry of Corporate Affairs at www.mca.gov.in.
27. The Ministry of Corporates Affairs, Government of India has introduced a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.

In view of the above, the Company has communicated through its Annual Report and also through separate letters requesting Members to register their Email Id with the Company/RA. However, members who are desirous of obtaining physical copies of Notices, Postal Ballots, Annual Reports and other documents may forward their written request to the Company/RTA for the same.

28. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.
29. The shares of the Company are under compulsory demat list of SEBI w.e.f October 01, 2000. The trading in equity shares can be only in demat form. In case you do not hold shares in demat form, you may do so by opening account with a depository participant and complete dematerialization formalities.

MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONVERT THEIR HOLDING TO DEMATERIALISED FORM THROUGH DEPOSITORY PARTICIPANT.

30. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
31. A route map is attached at the end of this notice.

EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

The statement pursuant to Section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice is as follows:

Item No. 3**Appointment of Mr. Peeyush Sethia (DIN: 09850692) as an Additional Director (Non-Executive, Independent):**

Mr. Peeyush Sethia (Din : 09850692) was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from August 14, 2024, in the capacity of Independent Director for a term of 5 years with effect from August 14, 2024, subject to the approval of the Members of the Company. In terms of Section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Peeyush Sethia as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. As per Section 161(1) of the Companies Act, 2013 and whose appointment was subsequently ratified by the members by passing Special Resolution through Annual General Meeting dated September 30, 2024.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Peeyush Sethia to be appointed as Director of the Company. The Company has received a declaration from Mr. Peeyush Sethia that he is meeting with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing Regulations. Further, the Company has also received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director in the Company. Further, the Company has also received Mr. Peeyush Sethia consent to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Peeyush Sethia fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Peeyush Sethia knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from AGM.

Copy of letter of appointment of Mr. Peeyush Sethia setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Peeyush Sethia, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

The Board considered the re-appointment of Mr. Peeyush Sethia as Non-Executive Independent Director of the Company and is of opinion that it would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Non-Executive Independent Director of the Company, who will not be liable to retire by rotation, for a period of Five (5) consecutive years effecting from this AGM.

Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards are provided below:

Brief resume and expertise of Mr. Peeyush Sethia:

Mr. Peeyush Sethia a qualified Company Secretary from ICSI. He has a work experience in diversified areas including Corporate Laws, Corporate Governance, Tax, ITes and amongst other services across a wide range of industries.

Disclosure of relationship between Directors inter-se, Manager and Key Managerial Personnel: Mr. Peeyush Sethia is not related to any Director, Manager or KMP of the Company.

Date of first appointment on the Board: August 14, 2024

Names of Listed entities (other than M/s. Julien Agro Infratech Ltd.) in which Mr. Peeyush Sethia holds Directorship/ Chairmanship and the Chairmanship/Membership of Board Committees:

SI No.	CIN	Company Name	Designation	Original Date Of Appointment
1.	L74110GJ1983PLC092054	FRANKLIN INDUSTRIES LIMITED	Director	13/08/2024
2.	L74999MH1984PLC034746	MRUGESH TRADING LIMITED	Director	19/06/2024
3.	L51900MH1985PLC036946	ESQUIRE MONEY GUARANTEES LIMITED	Director	03/03/2023

Details of shareholding of Mr. Peeyush Sethia in Julien Agro Infratech Ltd.: Nil

No. of Board Meetings attended during the year: Nil

Last drawn remuneration/ Details of remuneration sought to be paid : Mr. Peeyush Sethia shall be entitled to sitting fee as may be decided by the Board from time to time for attending meetings of the Board of Directors and Committee(s) thereof.

Except, Mr. Peeyush Sethia, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 3.

The Board of Directors therefore, recommends the resolution for appointment of Mr. Peeyush Sethia as an Independent Director of the Company for approval of the members by passing the Ordinary Resolution.

Item No.4

Appointment of Mrs. Namrata Sharma (DIN: 10204473) as an Additional Director (Non-Executive, Independent):

Mrs. Namrata Sharma (Din : 10204473) was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from August 14, 2024, in the capacity of Independent Director for a term of 5 years with effect from August 14, 2024, subject to the approval of the Members of the Company. In terms of Section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mrs. Namrata Sharma as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. As per Section 161(1) of the Companies Act, 2013 and whose appointment was subsequently ratified by the members by passing Special Resolution through Annual General Meeting dated September 30, 2024.

The Company has also received a notice in writing from a member proposing the candidature of Mrs. Namrata Sharma to be appointed as Director of the Company. The Company has received a declaration from Mrs. Namrata Sharma that he is meeting with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing Regulations. Further, the Company has also received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director in the Company. Further, the Company has also received Mrs. Namrata Sharma consent to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Namrata Sharma fulfils the conditions specified in the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mrs. Namrata Sharma knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from AGM.

Copy of letter of appointment of Mrs. Namrata Sharma setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mrs. Namrata Sharma, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at "Annexure to this Notice".

The Board considered the re-appointment of Mrs. Namrata Sharma as Non-Executive Independent Director of the Company and is of opinion that it would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Non-Executive Independent Director of the Company, who will not be liable to retire by rotation, for a period of Five (5) consecutive years effecting from this AGM.

Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards are provided below:

Brief resume and expertise of Mrs. Namrata Sharma:

Mrs. Namrata Sharma is a qualified Company Secretary from ICSI. She has a work experience in diversified areas and complies with financial and legal requirements, and maintain high standards of corporate governance.

Disclosure of relationship between Directors inter-se, Manager and Key Managerial Personnel: Mrs. Namrata Sharma is not related to any Director, Manager or KMP of the Company.

Date of first appointment on the Board: August 14, 2024

Names of Listed entities (other than Julien Agro Infratech Ltd.) in which Mrs. Namrata Sharma holds Directorship/ Chairmanship and the Chairmanship/Membership of Board Committees:

SI No.	CIN	Company Name	Designation	Original Date Of Appointment
1.	L67190DL1979PLC009555	QUASAR INDIA LIMITED	Director	20/05/2024
2.	L74999DL1988PLC330668	GOLKONDA ALUMINIUM EXTRUSIONS LIMITED	Director	19/06/2024
3.	L01100GJ1994PLC117990	SPRIGHT AGRO LIMITED	Director	03/03/2023
4.	L22122DL1993PLC123728	ETT LIMITED	Director	01/05/2024
5.	L45400MH1981PLC025151	KRISHNA VENTURES LIMITED	Director	12/02/2024

Details of shareholding of Mrs. Namrata Sharma in Julien Agro Infratech Ltd.: Nil

No. of Board Meetings attended during the year : Nil

Last drawn remuneration/ Details of remuneration sought to be paid : Mrs. Namrata Sharma shall be entitled to sitting fee as may be decided by the Board from time to time for attending meetings of the Board of Directors and Committee(s) thereof.

JULIEN AGRO INFRATECH LIMITED



Except, Mrs. Namrata Sharma, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 4.

The Board of Directors therefore, recommends the resolution for appointment of Mrs. Namrata Sharma as an Independent Director of the Company for approval of the members by passing the Ordinary Resolution.

Registered Office :

85, Bentick Street, 5th Floor, Yashoda Chamber,
Room No. 6, Lalbazar Kolkata- 700 001

**By Order of the Board
For Julien Agro Infratech Limited**

Dated : September 04, 2024

Puja Jain
(Company Secretary)
Mem. No. 38570



Details of the Directors Seeking Appointment / Re-Appointment in Forthcoming Annual General Meeting. (In pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. Sandip Dalmia	Mr. Peeyush Sethia	Mrs. Namrata Sharma
Date of Birth	06/05/1970	02/02/1979	25/03/1982
Date of Appointment	22/05/2023	14/08/2024	14/08/2024
Qualification	Graduation	Qualified Company Secretary	Qualified Company Secretary
Expertise in specific functional areas	Mr. Sandip Dalmia is Graduate and is having Business management, managerial and administrative experience. He has a good sense of knowledge & understanding in the	Mr. Peeyush Sethia a qualified Company Secretary from ICSI. He has a work experience in diversified areas including Corporate Laws, Corporate Governance, Tax, ITes and amongst other services across a wide range of industries.	Mrs. Namrata Sharma is a qualified Company Secretary from ICSI. She has a work experience in diversified areas and complies with financial and legal requirements, and maintain high standards of corporate governance.
List of other Companies in which Directorship held	Nil	3(Three)	5(Five)
Chairman / Member of the Committees of the Board of other Companies on which he is a Director	Yes	Nil	Nil
No. of Equity Shares held in the Company	Nil	Nil	Nil

DIRECTORS REPORT**Dear Shareholders,**

Your Directors have pleasure in presenting their Twenty-Seventh Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended March 31, 2024. The PDF version of report is also available on the website of the company at www.julieninfra.com.

Financial Highlights

During the year under review, performance of your Company as under :

(Amount in lacs)

<u>Particulars</u>	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Turnover	2134.70	199.83
Profit/(Loss) before taxation	6.57	4.61
Less: Tax Expense	1.71	1.20
Profit/(Loss) after tax	4.86	4242.79
Add: Balance B/F from the previous year	219.05	(4023.74)
Balance Profit / (Loss) C/F to the next year	223.91	219.05

Note : The above mentioned figures in the Financial Highlight is based on the Report of Balance Sheet. The Company has prepared the financial statement in accordance with the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013.

Listing of Equity Shares on BSE Mainboard Platform

The Companies Equity Shares are Listed on the Bombay Stock Exchange on August 28, 2013. The Company has been regular in paying the Listing Fees to the said Stock Exchanges.

Review of Operations

During the year under review the Company has recorded a turnover of Rs. 2134.70/- (Amount in Lacs) in the financial year. The Company has recorded a net profit of Rs. 4.86/- (Amount in Lacs) as compared to previous year of profit Rs. 4242.79/- (Amount in Lacs).

Share Capital

The Company has 197,890,000/- Equity Share Capital for the Financial Year ended March 31, 2024. The Company has not increased its Capital throughout the year.

Dividends

In view of profit during the year, your Directors have not recommended any dividend on Equity shares for the year under review.

Statutory Reserve Fund

The Company has not transferred any fund to Statutory Reserve Fund during the Financial Year 2023-2024.

Number of meeting of Board of Directors

During the Financial Year 2023-24, Eleven meetings of the Board of Directors were held. The Provisions of Companies Act, 2013 and Listing Obligations and Disclosure Requirements (LODR) were adhered to while considering the maximum time gap between any two meetings was less than one hundred and twenty days. Details of the Board meetings held during the financial year have been furnished in the Corporate Governance Report forming part of this Annual Report. The date on which the Board Meetings were held are given below :

06.04.2023	22.05.2023	23.05.2023
25.05.2023	28.07.2023	14.08.2023
19.08.2023	09.09.2023	08.11.2023
08.02.2024	16.02.2024	

Meeting of Independent Directors

During the year under review, a separate meeting of Independent Directors was held on March 22, 2024 wherein the performance of the Non-Independent Director and the Board as a whole was reviewed. The Independent Director at their meeting also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board of Directors of the Company.

Committees of the Board :

The Company has constituted / re-constituted various Board level committees in accordance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Details of all the Committees along with their composition and meetings held during the year under review are provided in the Report on Corporate Governance forming part of this Annual Report.

Audit Committee :

The Audit Committee presently comprises of Mr. Peeyush Sethia, Chairman, Mrs. Namrata Sharma and Mr. Lalit Sureka as Members. The terms of reference of the Audit Committee and the particulars of the meetings held and attendance thereat are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 of SEBI (LODR) Regulations, 2015 has been furnished in the Corporate Governance Report forming a part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

Nomination & Remuneration Committee :

The Nomination & Remuneration Committee presently comprises of Mr. Peeyush Sethia, Chairman, Mrs. Chetna Gupta and Mrs. Namrata Sharma as Members. The terms of reference of the Nomination & Remuneration Committee and the particulars of the meetings held and attendance thereat are in accordance with the requirements mandated under Section 178 (1) of the Companies Act, 2013 read with the rules made thereunder and Regulation



19 of SEBI (LODR) Regulations, 2015 has been furnished in the Corporate Governance Report forming a part of this Annual Report.

Stakeholders Relationship Committee :

The Stakeholders Relationship Committee presently comprises of Mr. Peeyush Sethia, Chairman, Mrs. Namrata Sharma and Mr. Sandip Dalmia as Members. The terms of reference of the Stakeholders Relationship Committee and the particulars of the meetings held and attendance thereat are in accordance with the requirements mandated under Section 178 (5) of the Companies Act, 2013 read with the rules made thereunder and Regulation 20 of SEBI (LODR) Regulations, 2015 has been furnished in the Corporate Governance Report forming a part of this Annual Report.

State of the Company's Affairs

We, M/s. Julien Agro Infratech Limited (Silverpoint Infratech Limited) had entered into diversified area of business during the Financial Year 2023-24 by foraying into the trading of agro products within the country and with major focus on exports. Hence we have applied to change the name of the Company from **“SILVERPOINT INFRATECH LIMITED”** to **“JULIEN AGRO INFRATECH LIMITED”** which is approved by the Ministry of Corporate Affairs (MCA) with effect from August 25, 2023. The Company's primary business was of Civil & Construction Works along with Agro business.

Change in the nature of Business, if any

There has been change in the nature of business of the Company during the financial year ended March 31, 2024. The Company has entered into a new line of business i.e trading of agro products and focused mainly on agricultural products.

Material Changes and Commitments affecting financial position of the Company, occurring after Balance Sheet date

There was material changes and commitments in the business operations of the Company 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 this report.

The Company has change the name of the Company from **“SILVERPOINT INFRATECH LIMITED”** to **“JULIEN AGRO INFRATECH LIMITED”** which is approved by the Ministry of Corporate Affairs (MCA) with effect from August 25, 2023 due to new line of business i.e trading of agro products.

Annual Return

The Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 and Rule 12 of the Companies (Management & Administration) Rules, 2014 is being uploaded in the website of the Company “www.julieninfratech.com.”

Loans, Guarantees and Investments

During the Financial year the Company has made no Loan, Guarantees, Advances & Investment within the limits as prescribed under Section 186 of the Companies Act, 2013 (Details of Loans, Guarantees or Investments under section 186 of the Companies Act, 2013 are given in the notes to the financial statements.)

Particulars of Contracts or Arrangements with Related Parties :

A Related Party Transaction Policy has been formulated by the Board of Directors for determining the materiality of transactions with related parties and dealing with them. The said policy may be referred to at the Company’s website at www.julieninfra.com. The Audit Committee reviews all related party transactions.

All contracts or arrangements with related parties, entered into or modified during the financial year, within the meaning of Section 188 (1) of Companies Act, 2013 were in ordinary course of business and on arm’s length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulation.

There are no material contracts or arrangements entered into by the Company during the year with Related Parties.

There are no materially significant related party transactions entered into by the Company with promoters, directors, key managerial personnel or other designated persons or related party as per definition contained u/s 2(76) of the Act, which may have a potential conflict with the interest of the Company at large. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies (Accounts) Rules, 2014 in Form AOC-2 has been enclosed as **Annexure – II** is attached herewith and forms part of this Director’s Report.

Conservation of Energy and Technology Absorption and Foreign Exchange Earnings and Outgo :

Particulars of Conservation of energy, technology absorption and foreign exchange and outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company. The disclosures are annexed as **Annexure-III** and forms part of this Annual Report.

Details of Directors and Key Managerial Personnel

During the period the Board of the Company was reconstituted for the purpose of better growth and expansion and diversification of the business of the Company.

a) Appointment of Independent Director

Mrs. Chetna Gupta, (Din: 02212440) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f May 22, 2023.

Mrs. Namrata Sharma, (Din: 10204473) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 14, 2024.

Mr. Peeyush Sethia (Din: 09850692) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 14, 2024.

b) Cessation in Directorship during the Year

Mrs. Rima Chandra, (Din: 07537182) has resigned as a Non-Executive Independent Director of the Company w.e.f May 22, 2023.

Mr. Satish Singh, (Din: 00538323) has resigned as a Non-Executive Independent Director of the Company w.e.f August 14, 2024.

Mr. Pankaj Kanodia, (Din: 07020952) has resigned as a Non-Executive Independent Director of the Company w.e.f August 14, 2024.

c) Statement on declaration given by Independent Directors under sub- Section (6) of Section 149

Your Company has received declarations from all the Independent Directors pursuant to Section 149 (7) of the Companies Act, 2013 of the Company confirming that they meet the criteria of interdependence as prescribed both under Section 149 (6) of the Companies Act, 2013 read with rules made thereunder and Regulation 16 (1) (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

d) Retirement by Rotation

During the financial year 2023-24, the Company has three Non-Executive Independent Directors, one Managing Director and one Whole time Director. According to Companies Act, 2013 Independent Director is not liable to retire by rotation and Mr. Sandip Dalmia, Whole-Time Director is liable to retire by rotation and being eligible, offers himself for re-appointment.

The Board recommends his re-appointment with a view to avail her valuable advises and wise counsel.

A brief profile of the Director seeking appointment / re-appointment required under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is given in the Notice of AGM forming part of the Annual Report.

None of the Directors of the Company are disqualified for being appointed as Directors, as specified in Section 164 (2) of the Companies Act, 2013 and Rule 14 (1) of the Companies (Appointment & Qualification of Directors) Rules, 2014.

As required under SEBI Listing Regulations, your Company has obtained a certificate from the Practicing Company Secretary that none of the Directors of the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors by MCA/Statutory Authorities. The said Certificate is enclosed as **Annexure – VII** and forms part of this Report.

e) Key Managerial Personnel :

Mr. Sanjay Kumar Drolia, Managing Director and Chief Financial Officer has resigned from the Company with effect from May 22, 2023.

Mr. Lalit Sureka has been appointed as Managing Director cum Chairman of the Company with effect from May 22, 2023.

Mrs. Neeta Dalmia has been appointed as Chief Financial Officer of the Company with effect from May 22, 2023.

Mr. Sandip Dalmia has been appointed as Whole Time Director of the Company with effect from May 22, 2023.

Mr. Lalit Sureka has been appointed as Chief Executive Officer of the Company with effect from July 28, 2023.

f) Familiarization Programme undertaken for Independent Directors

The Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. pursuant to Regulation 25 (7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on appointment, the Independent Director is issued a letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The Directors also explained in detail the various compliances required from him to act as a Director under the various provisions of the Companies Act, 2013, SEBI (LODR) Regulation, 2015, SEBI (Prohibition of Insider Trading) Regulation, 2011, the Code of Conduct of the Company and other relevant regulations. The details of familiarization is available on Company's website www.julieninfra.com.

Formal Annual Evaluation :

Pursuant to the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, evaluation of each member of the Board is done on an annual basis. One of the vital function of the Board is monitoring and reviewing the Board evaluation framework formulated by the Nomination and Remuneration Committee that lay down the evaluation criteria for the performance of all the individual Directors Board and its Committees was carried out. In accordance with the provisions of Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the and its committees, Board culture, execution and performance of specific duties, obligations and governance.

a) Criteria for evaluation of the Board of Directors as a whole

- i. Frequency of meetings;
- ii. Length of meetings;
- iii. Administration of meeting;

- iv. Number of Committees and their roles;
- v. Flow of information to Board members and between Board members
- vi. The quality and quantity of information; and
- vii. Disclosure of information to the stakeholders.

b) Criteria for evaluation of individual Directors

- i. Commitment to fulfillment of Director's obligations and fiduciary responsibilities;
- ii. Attendance and contribution at Board/Committee meetings;
- iii. Ability to contribute by introducing best practices to address top management issues;
- iv. Monitoring management performance and development;
- v. Participation in long-term strategic planning
- vi. Ability to contribute and monitor corporate governance practices;
- vii. Statutory compliance & Corporate governance practices;
- viii. Time spent by each of the members;
- ix. Core competencies; and
- x. Guiding Strategy.

The Directors express their satisfaction over the evaluation process and results thereof.

Management Discussion and Analysis Report :

A separate report on Management Discussion and Analysis is annexed as part of Annual Report along with the Auditors Certificate in compliance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Subsidiaries, JVs or Associate Companies :

The Company does not have any Joint Ventures, Associate or Subsidiary Companies.

Particulars of Employees and Related Disclosures :

Disclosures pertaining to remuneration and other details under Section 197(12) of the act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended are annexed as **Annexure-IV**. However, as per the provisions of Section 136 of the Companies Act, 2013, the reports and accounts are being sent to the Members and others entitled thereto, excluding the disclosure on particulars of employees which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting.

Disclosures pertaining to Remuneration and Statement showing the names of top Nine employees in terms of remuneration drawn, as required under Section 197(12) of the Act and Rule 5(2) & 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (as amended) is not applicable to the Company.

Directors Responsibility Statement :

Pursuant to clause (c) of sub-section (3) of Section 134 and Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that :

- a) **Accounting Standard:** In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.

- b) **Accounting Policies:** The Directors had 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) **Proper Efficient and Care :** The Directors had 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) **Going Concern Basis:** The Directors had prepared the annual accounts on a going concern basis.
- e) **Compliance with all laws:** The Directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.
- f) **Internal Financial Controls:** The Directors had laid down internal financial control to be followed by the Company and that such internal financial control are adequate and operating effectively.

Board's Comment on the Auditor's Report :

No qualification, adverse remarks or disclaimer made by the Statutory Auditors with regard to the financial statements for the financial year 2023-24.

The Statutory Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

There have no instances of fraud reported by above mentioned Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government during financial year 2023-24.

Risk Management Policy :

The Board of Directors of the Company has formulated a Risk Management policy which aims at enhancing shareholders value and providing an optimum risk reward tradeoff. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures. In the opinion of the Board, none of the risks faced by the Company threaten the existence of the Company.

The Company has adequate internal control systems and procedures to combat risks. The risk management procedure is reviewed by the Audit Committee and Board of Directors on a quarterly basis at the time of review of quarterly financial results of the Company. This policy is also available on the Company's website www.julieninfra.com.

Internal Financial Control Systems :

1. The Company has appointed Internal Auditors to observe the Internal Controls who regularly monitors if the workflow of the organization is being done through the approved policies of the Company. In every half year ended during the approval of Financial Results, Internal Auditors present the Internal Audit Report.
2. The Board of Directors of the Company has adopted various policies like Related Party Transaction Policy, Whistle Blower Policy and other procedures for ensuring the orderly and efficient conduct of its business. The Company system of internal control has been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, safeguarding of its asset, prevention

and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of financial information.

Whistle Blower Policy/ Vigil Mechanism :

The Company has established an effective Whistle Blower Policy person to the Companies Act, 2013 and SEBI listing Regulation, 2015. The said policy may be referred to at the company's website at the following web link www.julieninfra.com.

The Whistle Blower Policy aims at conducting the affairs of the Company in a fare and transparent manner by adopting the highest standard of professionalism, honesty, integrity and ethical behavior. All permanent employees of the Company are covered under the Whistle Blower Policy.

A mechanism has been stablished for employees to report concern about un-ethical behavior, actual or suspected fraud or violation of code of conduct an ethics. It also provide for educate safeguards against the victimization of employees who able the mechanism an allows direct access to the Chairman of the Audit Committee in exceptional cases.

Corporate Governance :

A report on Corporate Governance pursuant to the provisions of Regulation 34 read with point C & E of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for the Financial Year ended March 31, 2024 along with the Auditors Certificate from the Practicing Company Secretaries on its compliance are annexed to this Annual Report.

CEO & CFO Certification :

The CEO & CFO Certificate on the financial statements of the Company as required under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forms part of this Annual Report.

Transfer of Amounts to Investor Education and Protection Fund :

Pursuant to applicable provisions of the Companies Act, 2013 ("the Act) read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company did not have any funds lying unpaid or unclaimed. Therefore, there was no funds which were required to be transferred to Investor Education And Provident fund (IEPF).

Auditors :

a) **Statutory Auditors :**

M/s. Sarp & Associates, Chartered Accountants, (Firm Registration No. 007375C) have submitted their resignation letter dated May 20, 2023 to resign from the post of Statutory Auditors of the Company The Audit Committee and the Board of Directors of the Company have taken note of this resignation letter at their respective meetings held on May 22, 2023.

M K Kothari & Associates, Chartered Accountants, (FRN : 323923E), has been appointed as the Statutory Auditors of the Company to fill up the Casual Vacancy occurred due to resignation of M/s. Sarp & Associates whose appointment was rectified in the EGM held on June 01, 2023, subject to the ratification by the shareholders in the ensuring 26th Annual General Meeting until the conclusion of the 31st Annual General

Meeting of the Company. They have further confirmed that the said appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies act, 2013 and that they are not disqualified for appointment.

b) **Internal Auditors :**

Pursuant to Section 138 of the Companies Act, 2013 the Company M/s. Ankush Sultania & Co. has tendered his resignation for the post of Internal Auditor of the Company.

M/s. Sanjeev Navin & Associates., Practicing Chartered Accountants, has been appointed as an Internal Auditor of the Company with effect from July 31, 2023 to carry out the internal audit functions and activities of the Company on quarterly basis.

c) **Secretarial Auditor :**

Pursuant to Section 204 of the Companies Act, 2013 of the Company has appointed M/s. Kalpana Tekriwal & Associates (C.P No. 22484), Practicing Company Secretaries to conduct the secretarial audit of the Company for the financial year 2023-24. The Company had provided all assistance and facilities to the Secretarial Auditor for conducting their audit. The report of the Secretarial Auditor for the financial year 2023-24 is annexed to this report **Annexure- I** (MR-3).

There are no qualifications or adverse remarks in their Report.

Also the Secretarial Compliance Report issued under Regulation 24A of SEBI Listing Regulations is given in **Annexure - VI** and forms part of this Report.

Pursuant to Section 204 of the Companies Act, 2013 of the Company has appointed Pooja Bansal (C.P No. 18524), Practicing Company Secretaries to conduct the secretarial audit of the Company for the financial year 2024-25 with effect from July 31, 2024.

As required under SEBI Listing Regulations, your Company has obtained a certificate from the Practicing Company Secretary that none of the Directors of the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors by MCA/Statutory Authorities. The said Certificate is enclosed as **Annexure – VII** and forms part of this Report.

d) **Reporting of frauds by Auditors :**

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013.

Deposits :

Your Company has not accepted any Fixed Deposit under Chapter-V of the Companies Act, 2013 during the financial year and as such, no amount on account of Principal or Interest on Deposits from Public was outstanding as on March 31, 2024.

Corporate Social Responsibility :

In pursuance of the provisions of Section 135 of the companies Act 2013, the CSR provisions were not applicable to the Company.

Code of Conduct :

The Board of Directors has approved a code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day operations of the Company in accordance with the applicable Accounting Standards. The code laid down by the Board is known as “Code of Conduct”. The code has been posted on the Company’s website “www.julieninfra.com”

Prevention of Insider Trading :

The Company has adopted a Code of Conduct for prevention of Insider Trading with a view to regulate trading in Securities by the Directors and designated employees of the Company. The Code requires pre- clearance for dealing in the Company’s shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading window is closed. The Board is responsible for implementation of the code.

Your Company has adopted a code of conduct for prevention of “Insider Trading” as mandated by the SEBI and same is available on the website of the Company “www.julieninfra.com”. The said policy has been revised effective from April 01, 2019 in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

All Board Directors and the designated employees have confirmed compliance with the code.

Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 :

The Company has formulated a policy for the prevention of sexual harassment within the Company. It ensures prevention and deterrence of acts of sexual harassment and communicates procedures for their resolution and settlement. Internal Complaint Committee have been constituted which is chaired by a female employee of the Company in accordance with the requirements under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which ensures implementation and compliance with the Law as well as the policy at every unit. There were no cases/ complaints reported in this regard during the year 2023-24. A copy of the Policy against sexual harassment is posted on the Company’s Website www.julieninfra.com.

Nomination and Remuneration Policy of the Company :

The Nomination & Remuneration Policy has been formulated pursuant to the provisions of Section 178 and other applicable provisions of the Companies Act, 2013 and rules thereto stating therein the Company's policy on Directors, payment of managerial remuneration, Directors qualifications, positive attribute and independence of Directors by the Nomination & Remuneration Committee which was revised and reviewed by the Board of Directors. The said policy is furnished as **Annexure-V** and forms part of this report and also can be accessed at the Company's website at "www.julieninfra.com"

Human Resources :

The Company believes in best HR practices by providing its employees a world class working environment, giving them equal opportunities to rise and grow. We continue to implement the best of HR policies so as to ensure that talent retention is ensured at all levels. Employee relations continued to be cordial and harmonious at all levels and in all divisions of the Company during the year.

Health, Safety and Environmental Protection :

Your Company has complied with all applicable laws. The Company has been complying with relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

Details of Significant and Material Orders passed by the Regulators, Courts and Tribunals impacting the going concern status and Company's operation in future :

There are no significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operation in future.

Compliance with Secretarial Standards on Board and General Meetings :

During the Financial Year, your Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Indian Accounting Standards :

Pursuant to the Companies (Indian Accounting Standards) Rules, 2015, your Company has to comply with Indian Accounting Standards (Ind-AS) from April 01, 2017. Accordingly, the financial statements of the Company for the financial year 2023-24 have been prepared as per Ind-AS.

Compliance with Secretarial Standards on Board and General Meeting :

During the Financial Year, your Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Dematerialization of shares :

100% of the Company's paid up Equity Share Capital is in dematerialized form as on March 31, 2024 and only 1 share is being held in physical form. Your Company has already sent three reminders to all concerned shareholders advising them to convert physical shares into demat form. The Company Registrar is C B Management Services Private Limited, P-22 Bondel Road, Kolkata – 700 019.

Boards and Committees :

The details of Board and its Committees are given in the Corporate Governance Report.

Details of Application made or proceeding pending under Insolvency and Bankruptcy Code, 2016 :

During the year under review, there were no application made or proceedings pending in the name of the Company under Insolvency & Bankruptcy Code, 2016.

Details of Difference between valuation Amount on One Time Settlement and valuation while availing loans from Banks & Financial Institution :

During the year under review, there has been no one time settlement of loans taken from the Banks & Financial Institution.

General Disclosures :

Yours Directors state 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. Your Company has not resorted to any buy back of its Equity Shares during the year under review; and
- ii. Your Company does not have any subsidiaries;

Acknowledgement :

Your Board sincerely places on record the support extended by the Trade, Shareholders, Company's Bankers, Central and State Government Authorities, Stock Exchanges, CDSL, NSDL and all other Business Associates for the growth of the organization. The Board further expresses its appreciation for the services rendered by the Executives, officers, staffs and workers of the Company at all levels.

We look forward to receiving the continued patronage from all quarters to become a better and stronger Company.

**By Order of the Board
For Julien Agro Infratech Limited**

Place : Kolkata

Date : September 04, 2024

Lalit Sureka
(Managing Director)

Din : 01103875

Sandip Dalmia
(Whole Time Director)

Din : 10159986



Kalpana Tekriwal & Associates

Company Secretaries

ANNEXURE – I

FORM No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on March 31, 2024

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To
The Members
Julien Agro Infratech Limited
Formerly: Silverpoint Infratech Limited
CIN : L28219WB1997PLC083457
85 Bentick Street, 5th Floor,
"Yashoda Chamber", Room No. 6, Lalbazar,
Kolkata- 700 001

- 1 I have conducted the secretarial audit related to compliance of all applicable statutory provisions and adherence to good corporate practices by **M/s. Julien Agro Infratech Limited "Formerly: Silverpoint Infratech Limited"** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.
- 2 Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
- 3 I further report that compliance with applicable laws is the responsibility of the Company and my report constitutes an independent opinion. My report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the Company.
- 4 I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of the following laws :
 - a) The Companies Act, 2013 (the Act) and the Rules made thereunder ;
 - b) The Securities Contracts (Regulation) Act, 1956 (SCRA') and the Rules made thereunder;
 - c) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;



Kalpana Tekriwal & Associates Company Secretaries

- c) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) viz.:-
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **Company has complied with all the requirements of Act.**
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Debentures) Regulations, 2011; **Company has complied with all the requirements of Act.**
 - Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Company has complied with all the requirements of Act.**
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; **Company has complied with all the requirements of Act.**
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **Company has complied with all the requirements of Act.**
 - Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; **Not applicable to the Company during the audit period.**
 - Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable to the Company during the audit period.**
 - Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable to the Company during the audit period.**
 - Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable to the Company during the audit period.**

5 I have also examined compliance with the applicable clauses of the following :

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (i) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited read with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

I further report that, during the Review Period the compliance status of the listed entity has been noted and appended below :-

- Stock Exchange has imposed a fine of Rs. 16,250/- consequent to non-appointment of Company Secretary & Compliance officer of the Company as per Regulation 6(1) of SEBI, LODR 2015 and which was subsequently paid by the Company after making compliance for the abovesaid Regulations.
- The Company has paid an interest of Rs. 64,900/- for the late payment of annual listing fees to the stock exchange.
- The Company has not paid Annual Listing Fees for the financial year 2024-25 till date.
- The Company has complied with all the Quarterly, half-yearly & Annual Compliances with the Exchange.



Kalpana Tekriwal & Associates

Company Secretaries

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

6 I further report that,

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

Mr. Satish Singh (Din: 00538323) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f May 22, 2023.

Mrs. Chetna Gupta, (Din: 02212440) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f May 22, 2023.

Mrs. Rima Chandra, (Din: 07537182) has resigned as a Non-Executive Independent Director of the Company w.e.f May 22, 2023.

Mr. Sanjay Kumar Drolia, Managing Director has resigned from the Company with effect from May 22, 2023.

Mr. Lalit Sureka has been appointed as Managing Director cum Chairman of the Company with effect from May 22, 2023.

Mr. Sandip Dalmia has been appointed as Whole Time Director of the Company with effect from May 22, 2023.

Mr. Pankaj Kanodia, (Din: 07020952) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f July 28, 2023.

Mr. Mrinmay Ghosh, (Din: 06841904) has resigned as a Non-Executive Independent Director of the Company w.e.f July 28, 2023.

Mr. Prabir Bhattacharjee, (Din: 05178512) has resigned as a Non-Executive Independent Director of the Company w.e.f July 28, 2023.

According to Section 203(1) read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the changes in composition of Whole-time KMPs of the Company has been mentioned below:-

Mr. Sanjay Kumar Drolia, Managing Director and Chief Financial Officer has resigned from the Company with effect from May 22, 2023.



Kaipana Tekriwal & Associates Company Secretaries

Mr. Lalit Sureka has been appointed as Managing Director cum Chairman of the Company with effect from May 22, 2023.

Mrs. Neeta Dalmia has been appointed as Chief Financial Officer of the Company with effect from May 22, 2023.

Mr. Sandip Dalmia has been appointed as Whole Time Director of the Company with effect from May 22, 2023.

Mr. Lalit Sureka has been appointed as Chief Executive Officer of the Company with effect from July 28, 2023.

- 7** Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 8** None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.
- 9** I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, Rules, regulations and guidelines.
- 10** I further report that during the year under report, the Company has undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, Rules, regulations, guidelines, standards, etc. referred to above viz,
- 11** I further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

I further report that during the year under review:

- The Board of Directors in its meeting held on 18th January, 2023 had resolved to amend the Object Clause of Memorandum of Association and approved the Change in Name of the Company which was subsequently approved by members of the Company on 10th May, 2023 through Postal Ballot.
- The Board of Directors in its meeting held on 22nd May, 2023 has approved the appointment of M/s. M K Kothari & Associates, Chartered Accountants, (FRN : 323923E) as Statutory Auditor of the Company to fill up



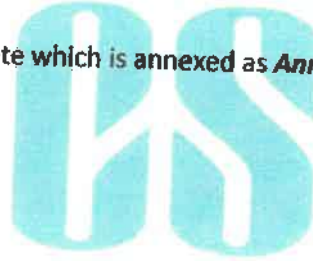
Kalpana Tekriwal & Associates Company Secretaries

the Casual Vacancy which was subsequently approved by members of the Company in its Extraordinary General Meeting (EGM) held on June 01, 2023.

- The Board of Directors in its meeting held on 22nd May, 2023 has approved the shifting of Registered office of the Company from "Ananta Bhavan", 94 Vivekanand Nagar, P.O- Podrah, Andul Road, Near West Bank Hospital, 3rd Floor, R.No.303, Howrah - 711 109 to 85 Bentick Street, 5th Floor, "Yashoda Chamber", Room No. 6, Kolkata - 700 001, which was subsequently approved by members of the Company in its Extraordinary General Meeting (EGM) held on June 01, 2023.
- The Board of Directors in its meeting held on 22nd May, 2023 has appointed M/s. Ankush Sultania & Co., practicing Chartered Accountants as Internal Auditor of the Company as M/s. Jain Prasad & Co. has resigned from the post of Internal Auditor of the Company.

I have relied on the information supplied and representation made by the Company and its officers for systems and mechanism followed by the Company for compliance under the applicable Acts, Laws and Regulations to the Company.

This report is to be read with our letter of even date which is annexed as **Annexure - A** and forms an integral part of this report.



M/s. Kalpana Tekriwal & Associates
Practicing Company Secretary

Place: Kolkata
Date: June 25, 2024

Kalpana Tekriwal
C.P No. 22484
Membership No. 59722
UDIN: A059722F000615376

Encl: Annexure- A forming an internal part of this report.



Kalpana Tekriwal & Associates Company Secretaries

'Annexure A'

(To the Secretarial Audit Report of M/s. Julien Agro Infratech Limited
For the Financial Year Ended 31/03/2024)

To
The Members
Julien Agro Infratech Limited
Formerly: Silverpoint Infratech Limited
CIN: L28219WB1997PLC083457
85 Bentick Street, 5th Floor,
"Yashoda Chamber", Room No. 6, Lalbazar, Kolkata- 700 001

My Secretarial Audit Report for the financial year ended 31/03/2024 of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

M/s. Kalpana Tekriwal & Associates
Practicing Company Secretary

Place: Kolkata
Date: June 25, 2024

Kalpana Tekriwal
C.P No. 22484
Membership No. 59722
UDIN: A059722F000615376

**ANNEXURE-II
FORM NO. AOC -2**

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

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

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

Sl. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NIL
2.	Nature of contracts/arrangements/transaction	NIL
3.	Duration of the contracts/arrangements/transaction	NIL
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5.	Justification for entering into such contracts or arrangements or transactions'	NIL
6.	Date of approval by the Board	NIL
7.	Amount paid as advances, if any	NIL
8.	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188	NIL

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

Sl. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NIL
2.	Nature of contracts/arrangements/transaction	NIL
3.	Duration of the contracts/arrangements/transaction	NIL
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5.	Date of approval by the Board	NIL
6.	Amount paid as advances, if any	NIL

By Order of the Board

For Julien Agro Infratech Limited

Place : Kolkata

Date : September 04, 2024

Lalit Sureka
(Managing Director)

Din : 01103875

Sandip Dalmia
(Whole Time Director)

Din : 10159986

ANNEXURE - III

**Disclosure of particulars under 134 (3) (m) of the Companies Act, 2013,
Read with rule 8 of the Companies (Accounts) Rules, 2014**

A	CONSERVATION OF ENERGY	
a)	Steps taken or impacts on conservation of energy	NIL
b)	Steps taken by the Company for utilizing alternate sources of energy.	NIL
c)	Capital investment on energy conservation equipment's	NIL
B	TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION	
1.	Efforts made towards technology absorption,	NIL
2.	Benefits derived like product improvement, cost reduction, product development or import substitution.	NIL
3.	In case of imported technology (imported during last 5 years reckoned from the beginning of the financial year), following information may be furnished:	
i)	Technology imported	NIL
ii)	Year of import	NIL
iii)	Has technology been fully absorbed?	NIL
iv)	If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action	NIL
4.	Expenditures incurred on Research & Development	NIL
C.	FOREIGN EXCHANGE EARNING AND OUTGO	
1.	Foreign Exchange earned in terms of actual inflows during the year	NIL
2.	Foreign Exchange outgo during the year in terms of actual outflows	NIL

By Order of the Board

For Julien Ago Infratech Limited

Place : Kolkata
Date : September 04, 2024

Lalit Sureka
(Managing Director)
Din : 01103875

Sandip Dalmia
(Whole Time Director)
Din : 10159986

Annexure- IV

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12)
OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year & the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

Sl No.	Name	Designation	Ratio of the remuneration to the median Remuneration of the employees.	Percentage Increase in remuneration
1.	Mr. Lalit Sureka	Managing Director & CEO	17:41	NIL
2.	Mrs. Neeta Dalmia	CFO	5:41	NIL
3.	Mr. Sandip Dalmia	Whole Time Director	8:41	NIL
4.	Mrs. Puja Jain	Company Secretary	17:205	NIL

Note : Mrs. Chetna Gupta, Mr. Satish Singh & Mr. Pankaj Kanodia are the Non- Executive Independent Directors and were paid sitting fees for attending the meetings.

- The Company is not paying any remuneration to the Managing Director of the Company as the Company is going under huge losses.

- (ii) **The percentage of increase in the median remuneration of employees in the financial year :**

During the financial year there were no increase in the percentage of the median remuneration of employees.

- (iii) **The number of employees on the rolls of the Company :**

There are 5 permanent employees on the rolls of the Company.

- (iv) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :**

There is no increase in the average salary of non- managerial employees and managerial employees as

turnover of the company increases in the financial Year 2023-24 but the Company has incurred a profit for the same period. There is no exceptional circumstances in increase in managerial remuneration.

(v) The Key parameters for any variable component of remuneration availed by the Directors :

There is no variable component of remuneration avail by the directors.

(vi) Affirmation that the remuneration is as per the remuneration policy of the Company:

Remuneration paid during the year ended March 31, 2024 is as per the Remuneration Policy of the Company.

Notes :

This Annexures is from the period from April 01, 2023 to March 31, 2024.

**By Order of the Board
For Julien Agro Infratech Limited**

Place : Kolkata

Date : September 04, 2024

Lalit Sureka
(Managing Director)
Din : 01103875

Sandip Dalmia
(Whole Time Director)
Din : 10159986

ANNEXURE – V

NOMINATION AND REMUNERATION POLICY

Introduction

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee, to guide the Board on various issues on appointment, evaluate performance, remuneration of Directors, Key Managerial Personnel and Senior Management.

Applicability

This policy is applicable to all Directors, Key Managerial Personnel (KMP), and Senior Management team and other Employees of the Company.

Effective Date :

The following policy has been formulated by the Nomination and Remuneration Committee and has been reviewed and revised by the Board of Directors at its meeting held on May 30, 2024. This policy shall be operational with immediate effect.

Objectives of the Committee :

- a) To guide the Board in relation to the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) To attract, retain and motivate the Senior Management including its Key Managerial Personnel, evaluation of their performance and provide necessary report to the Board for further evaluation.
- d) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

- e) To devise a policy on Board diversity.
- f) The relationship of remuneration with performance is clear and meets appropriate performance benchmarks.
- g) To promote and develop a high performance workforce in line with the Company Strategy.
- h) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Director (Executive & Non- Executive/Independent/Nominee) and persons who may be appointed in Senior Management, Key Managerial Personnel and determine their remuneration.
- i) To develop a succession plan for the Board and to regularly review the plan.

Definitions :

1. **“Act”** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
2. **“Board”** means Board of Directors of the Company.
3. **“Directors”** mean Directors of the Company.
4. **“Key Managerial Personnel”** means
 - a) Chief Executive Officer or the Managing Director or the Manager;
 - b) Whole-time director;
 - c) Chief Financial Officer;
 - d) Company Secretary; and

- e) such other officer as may be prescribed.
5. **“Committee”** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
6. **“Company”** means **“Silverpoint Infratech Limited”**
7. **“Managerial Personnel”** means Managerial Personnel or Persons, applicable under Section 196 and other applicable provisions of the Companies Act, 2013.
8. **“Independent Director”** means a Director referred to in Section 149 (6) of the Companies Act, 2013.
9. **“Senior Management”** mean personnel of the Company who are members of its core management team excluding Board of Directors.

Constitution of Nomination And Remuneration Committee :

The Nomination and Remuneration Committee will consist of three or more non-executive Directors, out of which at least one-half shall be independent director(s), provided that Chairperson of the Company may be appointed as a member of this Committee but shall not chair such Committee.

The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirements including the Listing Agreement.

At present, the Nomination and Remuneration Committee comprises of following Directors :

- i. Mr. Peeyush Sethia, Chairman (Non-Executive Independent Director)
- ii. Mrs. Namrata Sharma, Member (Non-Executive Independent Director)

- iii. Mrs. Chetna Gupta, Member (Non-Executive Independent Director)

The meeting of Committee shall be held at such regular intervals as may be required to carry out the objectives set out in the Policy.

Appointment criteria and qualifications :

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c. Appointment of Independent Directors is also subject to compliance of provisions of Section 149 of the Companies Act, 2013, read with Schedule IV and rules there under and the Listing Agreement.
- d. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

Term / Tenure

a. **Managerial Personnel :**

The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b. **Independent Director :**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and Disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed Company.

The maximum tenure of Independent Directors shall also be in accordance with the Companies Act, 2013 and clarifications / circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

Removal :

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Retirement :

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Remuneration of Managerial Personnel, KMP And Senior Management :

1. The Remuneration / Compensation / Profit linked Incentive etc. to Managerial Personnel, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval. The Remuneration / Compensation / Profit Linked Incentive etc. to be paid for Managerial Personnel shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

2. The remuneration and commission to be paid to Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
3. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
4. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.
5. Where any insurance is taken by the Company on behalf of its Managerial Personnel, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Remuneration to Non- Executive / Independent Director :

1. **Remuneration / Profit Linked Commission :**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

2. **Sitting Fees :**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. **Limit of Remuneration /Profit Linked Commission :**

Remuneration /profit linked Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% / 3% of the net profits of the Company respectively.

Nomination Duties :

The duties of the Committee in relation to nomination matters include:

1. Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
2. Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
3. Identifying and recommending Directors who are to be put forward for retirement by rotation.
4. Determining the appropriate size, diversity and composition of the Board;
5. Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
6. Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
7. Recommend any necessary changes to the Board; and
8. Delegating any of its powers to one or more of its members or the Secretary of the Committee;
9. Considering any other matters, as may be requested by the Board.

Remuneration Duties :

The duties of the Committee in relation to remuneration matters include:

1. To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
2. To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
3. To consider any other matters as may be requested by the Board.



Minutes of Committee Meeting :

Proceedings of all meetings must be minuted and signed by the Chairperson of the said meeting or the Chairperson of the next succeeding meeting. Minutes of the Committee meeting will be circulated at the subsequent Board meeting for noting.

Amendment to the Policy :

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as said down under such amendment(s), clarification, circular(s) etc.

Disclosure :

The details of this Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein or alternatively the same may be put up on the Company's website and reference drawn thereto in the Annual Report.



Kalpana Tekriwal & Associates

Company Secretaries

Annexure- VI
Secretarial Compliance Report of
JULIEN AGRO INFRATECH LIMITED
(Formerly Known as "Silverpoint Infratech Limited")
For the financial year ended March 31, 2024

We M/s. Kalpana Tekriwal & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Julien Agro Infratech Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, Include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the review period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the review period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during the review period)**



Kalpana Tekriwal & Associates

Company Secretaries

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable during the review period)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) (other regulations as applicable) and circulars/ guidelines issued thereunder;

We hereby report that, during the Financial Year 2022-23, the Company decided and moved into the new line of Agriculture Business by manufacturing and trading into Agro products in the Country for which the Name and Object of the Company has changed from "Silverpoint Infratech Limited" to "Julien Agro Infratech Limited" dated August 25, 2023.

We hereby further report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes	The Company has Updated its policies and Code with the approval of Board of Director dated April 08, 2024 as per updated regulations/circulars/guidelines issued by SEBI pursuant to name change of the Company



Kalpana Tekriwal & Associates

Company Secretaries

3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	<p>The Company has updated its new Website "www.julieninfra.com"</p> <p>pursuant to name change of the Company</p>
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	None
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None



Kalpana Tekriwal & Associates Company Secretaries

7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	None
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*



Kalpana Tekriwal & Associates Company Secretaries

11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	No	None
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	None

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below :

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regu- lation / Circular No.	Deviation s	Action Taken by	Type of Action	Details of Violation	Fine Amount	Obser- vations/ Remarks of the Practicing Company Secretary	Man- age- ment Re- sponse	Re- marks
NONE										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports :



Kalpana Tekriwal & Associates

Company Secretaries

Sr. No	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NONE										



For Kalpana Tekriwal & Associates
Practicing Company Secretary

Place : Kolkata
Dated :03.05.2024

FRN : S2023WB917600
UIDIN : A059722F000300151
Cop No.: 22484
Mem No.: 59722
Peer Review No. 3366/2023



POOJA BANSAL
Practicing Company Secretary
Membership No. 50458
COP No. 18524

Flat No. F1, 5th floor, Respect Home,
Andul Road, Halderpara, Podrah,
Howrah - 711109
Email Id- puiab35@gmail.com
Contact No. 9038589527

Annexure- VII

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

[Pursuant to Clause 10(i) of Para C of Schedule V of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To,
M/s. Julien Agro Infratech Limited
(Formerly: Silverpoint Infratech Limited)
CIN : L28219WB1997PLC083457
85 Bentick Street, 5th Floor,
Yashoda Chamber, Room No. 6
Kolkata- 700 001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Julien Agro Infratech Limited having CIN : L28219WB1997PLC083457 and Registered Office at 85, Bentick Street, 5th Floor, Yashoda Chamber, Room No. 6, Lalbazar, Kolkata- 700 001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Clause 10(i) of Para C of Schedule V of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

We also Certify that the Composition of the Board of Directors has been re-constituted after the Financial Year ended March, 31 2024 and none of the Directors on the Board of the Company as on date stated below have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl No.	Name of Director	Director Identification Number	Date of Appointment in the Company
1.	Mr. Lalit Sureka	01103875	22/05/2023
2.	Mr. Sandip Dalmia	10159986	22/05/2023
3.	Mrs. Chetna Gupta	02212440	22/05/2023
4.	Mr. Peeyush Sethia	09850692	14/08/2024
5.	Mrs. Namrata Sharma	10204473	14/08/2024



POOJA BANSAL
Practicing Company Secretary
Membership No. 50458
COP No. 18524

Flat No. F1, 5th floor, Respect Home,
Andul Road, Halderpara, Podrah,
Howrah - 711109
Email Id- pujab35@gmail.com
Contact No. 9038589527

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Pooja Bansal
Practicing Company Secretary

Place : Kolkata
Date : September 04, 2024

Pooja Bansal
C.P No. 18524
Membership No. 50458
UDIN:

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The purpose of this discussion to provide an understanding of financial statements and a composite summary of performance of our business.

Management Discussion and Analysis (MDA) includes :

- Indian Economy Overview
- Industry Overview
- Business Overview
- Business Outlook
- Significant developments subsequent to the last financial year
- Financial And Operational Performance
- Internal Control Systems and adequacy
- Material Development in Human Resources
- Opportunities And Threats
- Risks And Concerns
- Discussion On Financial Performance With Respect To Operational Performance
- Cautionary Statement

INDIAN ECONOMY OVERVIEW :

Agriculture is the foundation of the Indian economy and an important sector as it contributes about 17% to the total GDP and provides employment to around 58% of the population. Indian agriculture has registered impressive growth over last few decades. In addition, with changing lifestyles and more participation of women in the labour force, food patterns are changing. Increased population and shift from basic food to focus on nutrition is slowly changing the consumption pattern.

Infrastructure in any country plays a vital role for the economy's growth and development. The Indian economy is getting bigger and better with every passing year. And needless to say, Infrastructure will contribute significantly to the country's overall development. Nearly all the infrastructure sectors will provide excellent opportunities for investments, with roads, railways, ports, power and airports being the major attractions.

INDUSTRY OVERVIEW :

AGRICULTURAL

India is one of the major players in the agriculture sector worldwide and it is the primary source of livelihood for 55% of India's population. The demand for organic products in the Indian market is growing and is anticipated to rise with a CAGR of 25.25% between 2022-27. The factors contributing to the sharp growth in demand for processed foods include increasing urbanization, increasing disposable incomes, changing spending patterns/ priorities, the emergence of nuclear families, and the growing need for convenience foods in dual-income nuclear families. The rapid population expansion in India is the main factor driving the industry. The

rising income levels in rural and urban areas, which have contributed to an increase in the demand for agricultural products across the nation, provide additional support for this.

CONSTRUCTION

The Construction Industry in India plays a vital role in economic activity after agriculture and provides employment to large amount of people. Broadly, construction can be classified into two segments – infrastructure and real estate.

The infrastructure segment involves construction projects in different sectors like roads, rails, ports, irrigation, power, etc. Investment in the infrastructure sector plays a crucial role in the growth of the economy of the country. The industry is highly responsible for propelling India's overall development and enjoys intense focus from the Government for initiating policies that would ensure the country's time-bound creation of world-class infrastructure.

BUSINESS OVERVIEW :

We, M/s. Julien Agro Infratech Limited (M/s. Silverpoint Infratech Limited) had entered into diversified area of business during the Financial Year 2022-23 by foraying into the trading of agro products within the country and with major focus on exports. Hence we have applied to change the name of the Company from "SILVERPOINT INFRATECH LIMITED" to "JULIEN AGRO INFRABUILD LIMITED" which is approved by the Ministry of Corporate Affairs (MCA) with effect from August 25, 2023. The Company's primary business was of Civil & Construction Works along with Agro business.

BUSINESS OUTLOOK :

Outlook remains stable for the current year. The Company has a Net Worth as on March 31, 2024 is Rs. 4162.71 Lacs. We had entered into a business of trading of agro products within the country and with major focus on exports. This assumes significance when we take into account that the leading infrastructure companies are passing on the projects awarded, to contractors down the line. Further, most of our clients are private sector entities and we have not faced many challenges as far as billing and collections are concerned. We have not had any bad debts so far and we do not have any outstanding debtor's position for more than six months.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR :

After the date of last financial year, i.e. March 31, 2024, the Directors of our Company confirm that, there is a significant material developments in the business line of a Company which was already stated above.

Key factors affecting the Results of Operations :

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

- Political condition: In case of political instability, government could change the spending pattern on infrastructure. This change in policy framework can affect our business.

- Stringent condition of our contract: Most of our contracts are time bound as well as put a condition of meeting the minimum standard requirement of such construction. Contract may stipulate penalty condition for non-closure of our project in time. This non completion of project in time could affect our financials. We are subject to blacklisting by the authority for non-full-filing our commitment.
- Our ability to attract and retain skilled and technical staff: Skilled and Technical Staffs are required by us for all our projects. We take up various projects based on availability of right mix of man power. Thus our growth is likely to be affected by our ability to attract and retain skilled and technical manpower.
- Effect of Inflation: We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

INTERNAL CONTROL SYSTEM AND ADEQUACY :

Internal Control Systems has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems.

FINANCIAL AND OPERATIONAL PERFORMANCE

(Amount in Lacs)

Sl.No.	Particulars	Year Ended 31st March 2024	Year Ended 31st March 2023
1	Turnover	2134.70	199.83
2	Profit/(Loss) before taxation	6.57	4.61
3	Less: Tax Expense	1.71	1.20
4	Profit/(Loss) after tax	4.86	4242.79
5	Add: Balance B/F from the previous year	219.05	(4023.74)
6	Balance Profit / (Loss) C/F to the next year	223.91	219.05

MATERIAL DEVELOPMENT IN HUMAN RESOURCES :

During the year, your Company has appointed Company Secretary and Compliance Officer to look over various compliances. The Company continues to lay emphasis on developing and facilitating optimum human performance management was the key word for the Company this year.

**OPPORTUNITIES AND THREATS :**

The performance of capital market in India has a direct correlation with the prospect of economic growth and political stability. Though the growth projections for FY. 2023-24 appear reasonable, there are certain downside risks such as pace and shape of global recovery, effect of withdrawal of fiscal stimulus and hardening of commodity prices. Our business performance may also be impacted by increased competition from local and global players operating in India, regulatory changes and attrition of employees. With growing presence of players offering advisory service coupled with provision of funds for the clients' needs, we would face competition of unequal proportion.

RISKS AND CONCERNS :

This section contains forward – looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements. As the industrial and economic growth of the country is showing steady improvement. There is no perceived risk and concern in this area of business and there is an ample scope for growth in India itself. Forward looking statements are based on certain assumptions and expectations of the future events that are subject to risks and uncertainties. Actual future results and trend may differ materially from historical results, depending on variety of factors. Their risk and concerns faced by the Company are similar to those faced by any growing organization in today dynamic industrial and economic scenario.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE :

The details of the financial performance are appearing in the financial statements separately. The highlights of the same are also mentioned in the Directors' Report.

CAUTIONARY STATEMENT :

Certain statements under "Management Discussion & Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

**For and on behalf of the Board
For Julien Agro Infratech Limited**

Place : Kolkata

Date : September 04, 2024

Lalit Sureka
(Managing Director)

Din: 01103875

REPORT ON CORPORATE GOVERNANCE

STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Directors present the Company's Report on Corporate Governance as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with Stock Exchanges.

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. Good governance practices stem from the dynamic culture and positive mindset of the organization. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons. The demands of Corporate Governance require professionals to raise their competence and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics. It has thus become crucial to foster and sustain a culture that integrates all components of good governance by carefully balancing the complex inter-relationship among the Board of Directors.

BEST CORPORATE GOVERNANCE PRACTICES

M/s. Julien Agro Infratech Limited (Formerly: Silverpoint Infratech Limited) maintains the highest standards of Corporate Governance. It is the Company's constant endeavor to adopt the best Corporate Governance practices keeping in view the international codes of Corporate Governance and practices of well-known global companies. Some of the best implemented global governance norms include the following :

- The Company has a designated Lead Independent Director with a defined role.
- All securities related filings with Stock Exchanges and SEBI are reviewed every quarter by the Company's Stakeholders' Relationship Committee of Directors.
- The Company has independent Board Committees for matters related to Corporate Governance and stakeholders' interface and nomination of Board members.
- The Company's internal audit is also conducted by independent auditors.
- The Company also undergoes quarterly secretarial audit conducted by an independent Company secretary who is in whole-time practice. The quarterly secretarial audit reports are placed before the Board and the annual secretarial audit report placed before the Board, is included in the Annual Report.

BOARD OF DIRECTORS

Board Composition and Category of Directors :

The Composition of the Board of Directors of the Company is in conformity with Regulation 17 of the SEBI's (Listing Obligations & Disclosure Requirement) Regulation, 2015 and Section 149 of the Companies Act, 2013. As on March 31, 2024 the Board consisted with optimum combination of Executive, Non-Executive and Independent Directors, including presence of a woman Director. More than fifty percent of the Directors comprised of Non-Executive Independent Directors.

The Composition of the Board of Directors of the Company at the beginning of the financial year dated April 01, 2023 :

Sl No.	Name of the Director	Designation	Category
1.	Mr. Sanjay Kumar Drolia	Managing Director	Executive Director



2.	Mr. Prabir Bhattacharjee	Director	Non- Executive & Independent Director
3.	Mr. Mrinmay Ghosh	Director	Non- Executive & Independent Director
4.	Mrs. Rima Chandra	Director	Non- Executive & Independent Director

- Mr. Satish Singh (Din: 00538323) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f May 22, 2023.
- Mrs. Chetna Gupta, (Din: 02212440) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f May 22, 2023.
- Mr. Sanjay Kumar Drolia, (Din: 00538256) Managing Director has resigned from the Company with effect from May 22, 2023.
- Mr. Lalit Sureka (Din : 01103875) has been appointed as Managing Director cum Chairman of the Company with effect from May 22, 2023 who holds 5000 equity shares in the Company.
- Mr. Sandip Dalmia (Din: 10159986) has been appointed as Whole-Time Director of the Company with effect from May 22, 2023.
- Mrs. Rima Chandra, (Din : 07537182) has resigned as a Non-Executive Independent Director of the Company w.e.f May 22, 2023.
- Mr. Mrinmay Ghosh, (Din : 06841904) has resigned as a Non-Executive Independent Director of the Company w.e.f July 28, 2023.
- Mr. Prabir Bhattacharjee, (Din : 05178512) has resigned as an Non-Executive Independent Director of the Company w.e.f July 28, 2023.
- Mr. Pankaj Kanodia, (Din : 07020952) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f July 28, 2023.

The Composition of the Board of Directors of the Company at the end of the financial year dated March 31, 2024:

SI No.	Name of the Director	Designation	Category
1.	Mr. Lalit Sureka	Managing Director	Executive Director
2.	Mr. Sandip Dalmia	Whole-Time Director	Executive Director
3.	Mrs. Chetna Gupta	Director	Non- Executive & Independent Director
4.	Mr. Pankaj Kanodia	Director	Non- Executive & Independent Director
5.	Mr. Satish Singh	Director	Non- Executive & Independent Director

- Mr. Pankaj Kanodia, (Din : 07020952) has resigned as a Non-Executive Independent Director of the Company w.e.f August 14, 2024.



- Mr. Satish Singh (Din: 00538323) has resigned as a Non-Executive Independent Director of the Company w.e.f August 14, 2024.
- Mr. Peeyush Sethia (Din: 09850692), has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 14, 2024.
- Mrs. Namrata Sharma (Din: 10204473), has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 14, 2024.

The Composition of the Board of Directors of the Company till the date is mentioned here below :

Sl. No.	Name of the Director	Designation	Category
1.	Mr. Lalit Sureka	Managing Director	Executive Director
2.	Mr. Sandip Dalmia	Whole-Time Director	Executive Director
3.	Mrs. Chetna Gupta	Director	Non- Executive Independent Director
4.	Mr. Peeyush Sethia	Director	Non- Executive Independent Director
5.	Mrs. Namrata Sharma	Director	Non- Executive Independent Director

Name of the other listed in which Director having directorship and their category of directorship :

Mrs. Chetna Gupta

SI No.	CIN	Company Name	Category of Directorship
1.	L28129WB2017PLC224001	ASSOCIATED COATERS LIMITED	Director

Mr. Peeyush Sethia

SI No.	CIN	Company Name	Category of Directorship
1.	L74110GJ1983PLC092054	FRANKLIN INDUSTRIES LIMITED	Additional Director
2.	L74999MH1984PLC034746	MRUGESH TRADING LTD	Additional Director
3.	L51900MH1985PLC036946	ESQUIRE MONEY GUARANTEES LTD	Director

Mrs. Namrata Sharma

SI No.	CIN	Company Name	Category of Directorship
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1.	L51900MH1985PLC036946	ESQUIRE MONEY GUARANTEES LTD	Director
2.	L74999DL1988PLC330668	GOLKONDA ALUMINIUM EXTRUSIONS LIMITED	Additional Director
3.	L01100GJ1994PLC117990	SPRIGHT AGRO LIMITED	Additional Director
4.	L01100GJ1994PLC117990	SPRIGHT AGRO LIMITED	Additional Director
5.	L45400MH1981PLC025151	KRISHNA VENTURES LIMITED	Additional Director

The functioning of the Management is under the overall superintendence of the Board of Directors which provides strategic direction to cater to the exigencies of the Company's objectives and practices of governance by way of formulating or approving policies and procedures.

The agenda of the meeting are circulated well in advance to the Board members by comprehensive background information to enable them to take informed decisions. In addition to the information required under the Listing Regulations, the Board is also kept informed of major events/items and approvals are taken wherever necessary.

None of the other two directors of the Company have directorship in any other listed entity except above mentioned Directors.

During the year, separate meeting of the Independent Directors was held on March 22, 2024 without the attendance of non-independent directors and members of the management. All Independent Directors attended the said meeting.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(7) of the companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Attendance of Directors at Board Meeting, Last Annual General Meeting (AGM) & number of other Directorship and Chairmanship/Memberships of Committees of each Director in various Companies as on March 31, 2024.

Eleven Board Meetings were held during the period 01.04.2023 to 31.03.2024. The dates on which the Board Meetings were held are as follows :

06.04.2023	22.05.2023	23.05.2023
25.05.2023	28.07.2023	14.08.2023
19.08.2023	09.09.2023	08.11.2023
08.02.2024	16.02.2024	

- The Maximum time gap between any two Meetings was less than 120 days as stipulated under Regulation 17 of SEBI's (Listing Obligations & Disclosure Requirements) Regulations, 2015.



Sl.No.	Name of the Director	Board Meeting Attended	Attended last AGM held on 30.09.2023 at Registered office	No. of Directorship in other Listed Companies		No. of Membership in Committees of Directors in other Listed Companies
				Chairman	Director	
1	Mr. Sanjay Kumar Drolia	2	No	-	-	-
2	Mrs. Rima Chandra	2	No	-	-	-
3	Mr. Mrinmay Ghosh	5	No	-	-	-
4	Mr. Prabir Bhattacharjee	5	No	-	-	-
5	Mr. Lalit Sureka	9	Yes	-	-	-
6	Mr. Sandip Dalmia	9	Yes	-	-	-
7	Mrs. Chetna Gupta	9	Yes	-	1	-
8	Mr. Satish Singh	9	Yes	-	-	-
9	Mr. Pankaj Kanodia	6	Yes	-	-	-
10	Mr. Peeyush Sethia	0	No	-	3	-
11	Mrs. Namrata Sharma	0	No	-	5	-

- None of the Whole-time Directors are acting as Independent Directors in more than three listed companies. Besides, Independent Directors have been familiarized with their roles, rights and responsibilities through programmes undertaken in this regard.
- None of the Directors hold directorship in more than 20 companies including 10 public companies and private companies which are subsidiary or holding of public companies or is a Member of more than 10 Board-level Committees or Chairman of more than 5 such Committees as specified in SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015, across all the companies in which he-she is a director.
- None of the non-whole-time Directors is acting as Independent Director in more than seven listed companies.
- None of the executive Director and non-executive Director holds any share of the Company. The Company has not issued any convertible instruments.

CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. - Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence.



A copy of the Code has been put on the Company's website "www.julieninfra.com". The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

BOARD PROCEDURE

A tentative annual calendar of Board and committee Meeting is agreed upon at the beginning of the year. Additional Meetings are held, whenever necessary.

The agenda and notes on agenda are circulated to the Board Members in advance for facilitating meaningful and focused discussion at the Board Meeting. The Board Members, in consultation with the chairman may bring up any matter for consideration of the Board.

The Board periodically reviews compliance report of all laws applicable to the Company. Steps are taken by the Company to rectify or comply the instances of non-compliance, if any noticed.

ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the Meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to Directors and to facilitate convening of Meetings. She interfaces between the management and regulatory authorities for governance matters.

BOARD COMMITTEES

The Board Committees have been constituted to review/deal with specific areas and activities, the relevant Committee is meant for. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles including roles mandated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 which are to be performed by members of the Committees' as part of good governance practice. The minutes of the meetings of all the Committees are placed before the Board for review.

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has three committees i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of Meetings held during the financial year and the related attendance, are provided below :

AUDIT COMMITTEE

The composition, powers, role and terms of reference of the Audit Committee are in accordance with the requirements Mandated Under Section 177 of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 & 21 read with Part C of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The major task performed by the Audit Committee may be grouped under the following head :

Statutory Audit, Internal Audit, Reporting and other aspect



- ✓ The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial Information.
- ✓ Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- ✓ Reviewing the Management Discussion & Analysis of financial and operational performance.
- ✓ Review the adequacy and effectiveness of the Company's system and internal control.
- ✓ To review the functioning of the Whistle Blower mechanism.

Roles of the Audit Committee

- ✓ Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.
- ✓ To recommend to the Board the remuneration of the Statutory Auditors and internal auditors
- ✓ Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- ✓ Discussion with internal auditors of any significant findings and follow up there on.
- ✓ Changes, if any, in accounting policies and practices and reasons for the same:

Powers of the Audit Committee

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Meeting Details

During the year the Committee had 8 Meetings i.e. on April 06, 2023; May 22, 2023; May 25, 2023, July 28, 2023 August 14, 2023; August 19, 2023; November 08, 2023 and February 08, 2024.

- The Chairman of the Audit Committee is an Independent Director and the Secretary of the Company acts as the Secretary to the Committee. Executives from different departments and Representative of Statutory Auditors/ Internal Auditors are invited to attend the Audit Committee Meeting where their reports are discussed.
- The Managing Directors, Chief Financial Officer and the Auditors of the Company also attended the Meetings of the Committees.
- All the Members of the Committee are financially literate and have financial management expertise.
- The maximum gap between any two Meetings of the Audit Committee held during the year was not more than one hundred and twenty days complying with the Companies Act, 2013 and provisions of SEBI (LODR) Regulations, 2015.

Composition

The Composition of the Committee at the beginning of financial year 2023-24 and number of meeting held before any change:

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Mr. Mrinmay Ghosh	Non-Executive Independent Director	Chairman	4	4
2.	Mr. Sanjay Kumar Drolia	Executive Director	Member	2	2
3.	Mr. Prabir Bhattacharjee	Non-Executive Independent Director	Member	4	4

- Mr. Satish Singh (Din : 00538323) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f May 22, 2023.
- Mr. Lalit Sureka has been appointed as Managing Director cum Chairman of the Company with effect from May 22, 2023 who holds 5000 equity shares in the Company.
- Mr. Pankaj Kanodia, (Din : 07020952) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f July 28, 2023.
- Mr. Mrinmay Ghosh (Din : 06841904) has resigned from the post of Non-Executive Independent Director of the Company w.e.f July 28, 2023.
- Mr. Prabir Bhattacharjee (Din : 05178512) has resigned from the post of Non-Executive Independent Director of the Company w.e.f July 28, 2023.
- Mr. Sanjay Kumar Drolia, Managing Director and Chief Financial Officer has resigned from the Company with effect from May 22, 2023.

Due to the changes in the above mentioned directors, the composition of the Committee in the end of the Financial year March 31, 2024:

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
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1.	Mr. Satish Singh	Non-Executive Independent Director	Chairman	6	6
2.	Mr. Pankaj Kanodia	Non-Executive Independent Director	Member	4	4
3.	Mr. Lalit Sureka	Executive Director	Member	6	6

- Mr. Pankaj Kanodia, (Din : 07020952) has resigned as a Non-Executive Independent Director of the Company w.e.f August 14, 2024.
- Mr. Satish Singh (Din: 00538323) has resigned as a Non-Executive Independent Director of the Company w.e.f August 14, 2024.
- Mr. Peeyush Sethia (Din: 09850692), has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 14, 2024.
- Mrs. Namrata Sharma (Din: 10204473), has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 14, 2024.

Due to the changes in the above mentioned directors, the Composition of the Audit Committee till the date is mentioned here below:

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Mr. Peeyush Sethia	Non-Executive Independent Director	Chairman	0	0
2.	Mrs. Namrata Sharma	Non-Executive Independent Director	Member	0	0
3.	Mr. Lalit Sureka	Executive Director	Member	0	0

Internal Audit & Control :

M/s. Ankush Sultania & Co., Practicing Chartered Accountants have conducted the Internal Audit for the period April 01, 2023 to March 31, 2024. The internal audit plan was approved by the Audit Committee. The reports and findings of the internal Auditor and the internal control system are periodically reviewed by the Audit Committee.

M/s. Sanjeev Navin & Associates, Practicing Chartered Accountants, has been appointed as an Internal Auditor of the Company with effect from July 31, 2024 to carry out the internal audit functions and activities of the Company for the Financial year 2024-2025.



NOMINATION AND REMUNERATION COMMITTEE

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015.

The Terms of Reference of the Committee are as follows

- ✓ Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;
- ✓ Formulation of criteria for evaluation of Independent Directors and the Board;
- ✓ Devising a policy on Board diversity;
- ✓ Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The remuneration policy as adopted by the Company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and Professional services are suitably remunerated according to the industry.
- ✓ To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
- ✓ Perform such other functions as may be necessary or appropriate for the performance of its duties.

Meeting Details

During the year 2023-24, the Committee had 3 Meetings i.e. on May 22, 2023; July 28, 2023 & February 16, 2024.

Composition

The Composition of the Committee at the beginning of financial year 2023-24:

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Mr. Mrinmay Ghosh	Non-Executive Independent Director	Chairman	2	2
2.	Mr. Prabir Bhattacharjee	Non-Executive Independent Director	Member	2	2



3.	Mrs. Rima Chandra	Non-Executive Independent Director	Member	1	1
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- Mrs. Rima Chandra (Din : 07537182) has resigned from the post of Non-Executive Independent Director of the Company w.e.f May 22, 2023.
- Mr. Satish Singh (Din : 00538323) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f May 22, 2023.
- Mrs. Chetna Gupta, (Din : 02212440) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f May 22, 2023.
- Mr. Pankaj Kanodia, (Din : 07020952) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f July 28, 2023.
- Mr. Mrinmay Ghosh (Din : 06841904) has resigned from the post of Non-Executive Independent Director of the Company w.e.f July 28, 2023.
- Mr. Prabir Bhattacharjee (Din : 05178512) has resigned from the post of Non-Executive Independent Director of the Company w.e.f July 28, 2023.

Due to the changes in the above mentioned directors the composition of the Committee in the end of the Financial year 2023-2024 :

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Mr. Satish Singh	Non-Executive Independent Director	Chairman	2	2
2.	Mr. Pankaj Kanodia	Non-Executive Independent Director	Member	1	1
3.	Mrs. Chetna Gupta	Non-Executive Independent Director	Member	2	2

- Mr. Pankaj Kanodia, (Din : 07020952) has resigned as a Non-Executive Independent Director of the Company w.e.f August 14, 2024.
- Mr. Satish Singh (Din: 00538323) has resigned as a Non-Executive Independent Director of the Company w.e.f August 14, 2024.
- Mr. Peeyush Sethia (Din: 09850692), has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 14, 2024.
- Mrs. Namrata Sharma (Din: 10204473), has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 14, 2024.

Due to the changes in the above mentioned directors, the Composition of the Nomination and Remuneration Committee till the date is mentioned here below:

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
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1.	Mr. Peeyush Sethia	Non-Executive Independent Director	Chairman	0	0
2.	Mrs. Namrata Sharma	Non-Executive Independent Director	Member	0	0
3.	Mrs. Chetna Gupta	Non-Executive Independent Director	Member	0	0

Performance Evaluation of Directors

In compliance with the provisions of the Listing Regulations, 2015 the Nomination and Remuneration Committee on the basis of the Board Evaluation Policy and framework adopted by the Board contemplated by the evaluation process of the Independent Directors Evaluation criteria formulated for the Independent Directors are broadly based on :

- Leadership & stewardship abilities
- Contributing to clearly defined corporate objectives and plans
- Performance of duties and level of insight;
- Professional conduct and independence; and
- Qualification, experience and past track records.

Remuneration Policy

The success of the organization in achieving good performance and good governing practices depends on its ability to attract and retain individuals with requisite knowledge and excellence as executive and non-executive Directors.

The Nomination & Remuneration policy of the Company is attached as **Annexure-V** to the Board's Report. The Policy is available on the website of the Company at www.julieninfra.com.

Details of Remuneration to all Directors :

- The Remuneration Policy of the Company for managerial personnel is primarily based on the performance of the Company and track record, potential and performance of individual managerial personnel. The Remuneration Committee recommends to the Board the compensation package of the Executive Directors of the Company.
- Since the appointment of the Executive Director is by virtue of their employment with the Company, their service contract, notice period and severance fees, if any, is governed by the remuneration policy of the Company.

None of the Independent Directors are holding shares of the Company.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 2015 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015.

The Committee looks into Share transfer, reviews shareholders'/investors' complaints and resolution thereof.

The Committee performs following Functions :

- ✓ Transfer/Transmission of shares.
- ✓ Issue of Duplicate Share Certificates.
- ✓ Review of Share dematerialization and re-materialization.
- ✓ Monitoring the expeditious Redressal of Investor Grievances.
- ✓ Monitoring the performance of Company's Registrar & Transfer Agent.
- ✓ All other matters related to the shares.

Meeting Details

During the year the Committee had 4 Meetings i.e. on May 22 2028; July 28, 2023; November 08, 2022 & February 08, 2024.

Composition

The Composition of the Committee at the beginning of financial year 2023-24:

Sl. No.	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Mr. Mrinmay Ghosh	Non-Executive & Independent Director	Chairman	2	2
2.	Mr. Prabir Bhattacharjee	Non-Executive & Independent Director	Member	2	2
3.	Mr. Sanjay Kumar Drolia	Managing Director	Member	1	1

- Mr. Satish Singh (Din : 00538323) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f May 22, 2023.
- Mr. Sandip Dalmia has been appointed as Whole Time Director of the Company with effect from May 22, 2023
- Mr. Sanjay Kumar Drolia, Managing Director and Chief Financial Officer has resigned from the Company with effect from May 22, 2023.
- Mr. Pankaj Kanodia, (Din : 07020952) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f July 28, 2023.
- Mr. Mrinmay Ghosh (Din : 06841904) has resigned from the post of Non-Executive Independent Director of the Company w.e.f July 28, 2023.
- Mr. Prabir Bhattacharjee (Din : 05178512) has resigned from the post of Non-Executive Independent Director of the Company w.e.f July 28, 2023.

Due to the changes in the above mentioned directors, the composition of the Committee in the end of the Financial year 2023-2024:

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Mr. Satish Singh	Non-Executive Independent Director	Chairman	3	3
2.	Mr. Pankaj Kanodia	Non-Executive Independent Director	Member	2	2
3.	Mr. Sandip Dalmia	Executive Director	Member	2	2

- Mr. Pankaj Kanodia, (Din : 07020952) has resigned as a Non-Executive Independent Director of the Company w.e.f August 14, 2024.
- Mr. Satish Singh (Din: 00538323) has resigned as a Non-Executive Independent Director of the Company w.e.f August 14, 2024.
- Mr. Peeyush Sethia (Din: 09850692), has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 14, 2024.
- Mrs. Namrata Sharma (Din: 10204473), has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 14, 2024.

Due to the changes in the above mentioned directors, the Composition of the Audit Committee till the date is mentioned here below:

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Mr. Peeyush Sethia	Non-Executive Independent Director	Chairman	0	0
2.	Mrs. Namrata Sharma	Non-Executive Independent Director	Member	0	0

Detail of Complaints :

- No. of shareholders' complaints pending as on April 01, 2023 : Nil
- No. of shareholders' complaints received during the Year : Nil
- No. of shareholders' complaints redressed during the Year : Nil
- No. of shareholders' complaints pending as on March 31, 2024 : Nil
- The Company has generally attended to the investors' grievances. Shareholders' request for transfer/ transmission of equity shares were effected within 15 days from the date of receipt. There were no valid transfers pending for registration as of March 31, 2024.
- The Company obtains half yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of



Regulation 40 (9) of SEBI (LODR) Regulations, 2015. Further, the Compliance Certificate under Regulation 7 (3) of the SEBI (LODR) Regulations, 2015 confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with the Board is also submitted to the Stock Exchange on a half year basis.

INDEPENDENT DIRECTORS MEETING

During the financial year ended March 31, 2024, one separate Meeting of the Independent Directors was held on March 22, 2024 which was attended by Mr. Satish Singh, Mrs. Chetna Gupta, & Mr. Pankaj Kanodia, to discuss, inter-alia :

- Review the performance of Non-Independent Directors and the Board as a whole;
- Review the performance of the Chairperson of the Company, taking into account the views of executive Directors and non-executive Directors;
- Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors attended the Meeting. The evaluation of performance was done in accordance with the "Guidance Note on Board Evaluation" issued by the SEBI vide its circular dated January 05, 2017.

PROCEDURE AT COMMITTEE MEETINGS

The Company's guidelines relating to Board Meetings are applicable to Committee Meetings as far as practicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its function. Minutes of proceedings of Committee Meetings are circulated to the Directors and placed before Board Meetings for noting.

RECORDING MINUTES OF PROCEEDINGS AT BOARD AND COMMITTEE MEETINGS

The Compliance Officer records minutes of proceedings of each Board and Committee Meeting. Draft minutes are circulated to Board/ Board Committee members for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the Meeting.

COMPLIANCE

The Compliance Officer, while preparing the agenda, notes on agenda and minutes of the Meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 1956/ Companies Act, 2013 read with rules issued thereunder, as applicable and the Secretarial Standards recommended by the Institute of Company Secretaries of India.

WHISTLE BLOWER POLICY

The Company has implemented Whistle Blower Policy by way of forming vigil Mechanism headed by the chairman of the Audit Committee as required under section 177 of the Companies Act, 2013 as per the provisions of the Companies Act, 2013 and Regulation 27 of SEBI (LODR) Regulations, 2015 which provides a channel to the employees and Directors

to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy. The said policy may be referred to, at the Company's Website www.julieninfra.com.

BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE LISTING CENTRE) :

BSE Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, among others are also filed electronically on the Listing Centre.

ANNUAL REPORT :

The Annual Report containing, inter alia, Audited Financial Statement, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report.

RELATED PARTY TRANSACTIONS

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website "www.julieninfra.com".

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statement, the company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the notes to the Financial statements.

The Company has no subsidiary and hence there is no need to frame any policy for determining "material Subsidiary".

SEBI PREVENTION OF INSIDER TRADING

The Board has in place a code of conduct in accordance with the provisions of SEBI (Prohibition of insider Trading) Regulations, 2015. The code, besides other relevant matters, prohibits an insider from dealing in the shares of the Company while in possession of unpublished price sensitive information in relation to the Company. All Directors, Senior Management Personnel, Key Managerial Personnel and other employees having access to price sensitive information are governed by this code.

During the time of declaration of Results and other material events, the trading window is closed as per the code. There have been no violation on this front.

RISK MANAGEMENT



The Company has been addressing various risk impacting the Company and the policy of the Company on risk management is provided in the website "www.julieninfra.com".

SHARE TRANSFER SYSTEM

Share Transfer / De-materilisation / Re-materlisaiton are handled by professionally managed Registrar and Transfer Agents, appointed by the Company in terms of SEBI's direction for appointment of Common Agency for physical as well as demat shares. Share transfers in physical form are registered and returned within a period of 13-15 days from the date of receipt, in case documents are complete in all respects. The Share Transfer & Shareholders' / Investors' Grievance Committee meets at least every fortnight. A Certificate is being obtained from Company Secretary in Practice of half yearly Certificate of Compliance with the Share Transfer formalities and files a Certificate with BSE Limited. The share transfer process is reviewed by the said Committee.

Certificate of compliance under Regulation 40(10) of the Listing Regulations are filed with Stock Exchanges on half yearly basis.

DISCLOSURES

The Company has always ensured fair code of conduct and maintained transparency. There were some instances of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

Compliances, Rules & regulations as laid down by various statutory authorities has always been observed by the Company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the Company at large.

- Details of Non-compliance by the Companies, penalties and strictures imposed on the Company by Stock Exchange or Securities & Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last three years : **None**
- Public, Rights and Other Issues: **None**.
- Management & Discussion Analysis: This forms part of Directors' Report.
- Compliance Reports: The Board has noted and reviewed the compliance Reports from all functions pertaining to the respective laws applicable to them, which were placed before the Board at its meetings every quarter during the year under review.
- Code of Conduct: The Company has laid down a Code of Conduct for the members of the Board as well as for all employees of the Company. The Code has also been posted on the Company's website "www.julieninfra.com".
- The Company has no subsidiary Company.
- During the year ended March 31, 2024 no complaints related to sexual harassment is received at work place.
- The Company has complied with Secretarial Standards viz. SS-1 and SS-2 with respect to General and Board Meetings issued by the Institute of Company Secretaries of India.



- The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 regarding Board of Directors, audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee etc., and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
- Certificate from Practicing Company Secretary: A certificate from Mrs. Pooja Bansal, Practicing Company Secretaries that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority is forming part of Annual Report.
- The Board has reviewed the compliance reports pertaining to the laws applicable to the Company at its meeting on quarterly basis.

The details of last three Annual General Meeting of the Company held are given below :

Financial Year	Location of the Meeting	Date	Time
2020-2021	"Ananta Bhavan", 94 Vivekanand Nagar , P.O- Podrah, Andul Road, 3rd Floor, R.No.301, Howrah - 711109	18/12/2021	10:00 A.M
2021-2022	"Ananta Bhavan", 94 Vivekanand Nagar , P.O- Podrah, Andul Road, 3rd Floor, R.No.301, Howrah - 711109	30/09/2022	9:30 A.M
2022-2023	Diamond Plaza, 5, Gopi Bose Lane, Kolkata- 700 012	30/09/2023	10:30 A.M

- **POSTAL BALLOT**
 - Date of Postal Ballot : May 10, 2023
 - Resolutions passed through Postal Ballot : **Special Resolution**
 - To Consider and approve the Change in Name of the Company
 - Change in Object Clause of the Company
 - Alteration in the Memorandum of Association of the Company
 - Adoption of amended and restated Articles of Association of the Company
- **EXTRAORDINARY GENERAL MEETING**
 - Date of EGM : June 01, 2023
 - Resolutions passed through Extraordinary General Meeting: **Ordinary Resolution**
 - Appointment of Mr. Lalit Sureka (DIN: 01103875) as a Managing Director cum Chairman of the Company.
 - Appointment of Mr. Sandip Dalmia (DIN: 10159986) as a Whole-Time Director of the Company.
 - Appointment of Mrs. Chetna Gupta (DIN: 02212440) as a Non-Executive Independent Director of the Company.
 - Appointment of Mr. Satish Singh (DIN: 00538323) as a Non-Executive Independent Director of the Company.
 - Appointment of M/s. M K Kothari & Associates, Chartered Accountants, (FRN: 323923E) as a Statutory Auditor of the Company.
 - Special Resolution**
 - Shifting of the Registered Office from "Ananta Bhavan", 94 Vivekanand Nagar, Andul Road, PO : Podrah, Near West Bank Hospital, 3rd Floor, Room No. 301, Howrah – 711 109 to "85 Bentick Street, 5th Floor, "Yashoda Chamber", Room No. 6, Kolkata – 700 001".

CEO & CFO CERTIFICATION



Mr. Lalit Sureka, CEO & Mrs. Neeta Dalmia, CFO have provided Compliance Certificate to the Board in accordance with Regulation 17 (8) read with Part B of Schedule II of SEBI (LODR) Regulations, 2015 for the financial year ended March 31, 2024.

MEANS OF COMMUNICATION

Quarterly, Half-yearly and Annual Results :

Quarterly, Half –yearly and Annual Financial Results as per the statutory requirement under Regulation 33 & 47 of the SEBI (LODR) Regulations, 2015 are published in the newspaper within the stipulated time as per the regulations of the Company. The financial results are also filed electronically with The Bombay Stock Exchange Limited.

The results of the Company are also made available on the Company’s website i.e. “www.julieninfra.com.” and on the official website of The Bombay Stock Exchange Ltd. (www.bseindia.com).

The Shareholding Pattern and Compliance Report on Corporate Governance as per SEBI (LODR) Regulations, 2015 are filed electronically with the BSE Limited and investor complaints are redressed through SEBI Complaints Redress System (SCORES).

Annual Report in respect of each financial year are mailed to all shareholders in August/September of each calendar year. Each Report contains the annual accounts of the Company in respect of the financial year with the Directors’ and Auditors’ Reports. Also included in each Annual Report the Notice convening the Annual General Meeting, the financial year’s Corporate Governance Report and the cash flow statement together with the corresponding reports of the auditors.

REGISTRARS AND SHARE TRANSFER AGENTS :

Shareholders may contact the Company’s Registrar and Share Transfer Agent (for both physical and demat segments) at the following address for any assistance regarding dematerialization of shares, share transfers, transmission, change of address, non-receipt of annual report and any other query relating to the shares of the Company :

C B Management Services Private Limited

P-22 Bondel Road
Kolkata – 700 019

Telephone No: (033) 4011 6700

E- mail : rta@cbmsl.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

- Dematerialization of Shares: The Company’s shares are available for dematerialization with the depository Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL).
- Outstanding GDRs / ADRs / warrants or any convertible instruments, conversion dates and likely impact on equity: Not applicable.

NAME, DESIGNATION AND ADDRESS OF THE PERSON FOR COMPLIANTS REGISTRATION

Mrs. Puja Jain, Company Secretary

85, Bentick Street., 5th Floor, “Yashoda Chamber”, Room No. 6, Lalbazar, Kolkata – 700 001

E-mail :- info@julieninfra.com

Note :

The Company has designated an E-mail ID exclusively for registering complaints by investors and investors can reach the Company at info@julieninfra.com.

GENERAL SHAREHOLDING INFORMATION

Annual General Meeting	30.09.2024
Financial year	31.03.2024
Book Closure Date	23.09.2024 to 30.09.2024
Registered Office	85, Bentick Street., 5th floor, “Yashoda Chamber”, Room No. 6, Lalbazar, Kolkata – 700 001
Equity Shares Listed on BSE	28-08-2013
Equity Shares migrated from BSE SME Platform to Main Board	05.11.2015
Scrip ID/Code OF BSE/CSE	Julien Agro/536073
ISIN Number	INE890N01019
Stock Exchanges where securities are listed.	Bombay Stock Exchange Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

COMPANY’S CORPORATE WEBSITE

The Company’s website is a comprehensive reference on Julien Agro Infratech Limited. Corporate Information, Projects and Financials, Board of Directors, Shareholding Pattern and Corporate Governance. The Section on ‘Investor Information’ serves to inform the shareholders, by giving complete financial details, shareholding patterns. Corporate benefits, information relating to Registrar & Transfer agents and the Compliance Officer etc. The website of the Company is “www.julieninfra.com.”

SPECIAL RESOLUTION



At the forthcoming Annual general Meeting, there is two special resolution proposed to be approved by Shareholders.

GREEN INITIATIVE IN THE CORPORATE GOVERNANCE

As part of the green initiative process, the Company has taken an initiative of sending documents like notice of calling Annual General Meeting, Corporate Governance, Directors Report, Audited Financial Statements, Auditors Report etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the Company. Shareholders are requested to register their email id with Registrar and Share Transfer Agent/concerned depository.

FINANCIAL CALENDAR (TENTATIVE AND SUBJECT TO CHANGE)

The Financial Year of the Company is April to March.

Particulars	Tentative Period 1st April, 2023 to 31st March , 2024
Financial reporting for the quarter ending June 30, 2023	Within 45 days of the end of Quarter.
Financial reporting for the quarter ending September 30, 2023	
Financial reporting for the quarter ending December 31, 2023	
Financial reporting for the quarter ending March 31, 2024	Within 60 days of end of Quarter
Annual General Meeting for the year ending 31st March, 2024	Last week of September 2024

MARKET PRICE DATA

MONTH	STOCK PRICE AT BSE	
	HIGH (Rs.)	LOW (Rs.)
August, 2023	16.86	12.00
September, 2023	26.13	17.70
October, 2023	26.65	22.00
November, 2023	27.09	23.24
December, 2023	26.22	23.51
January, 2024	27.79	23.78
February, 2024	32.00	25.00
March, 2024	34.00	26.01

DISTRIBUTION OF SHAREHOLDINGS AS ON MARCH 31, 2023



Number Of Equity Shareholdings	No. of Share Holders	Percentage of Shareholders (%)	Number of Shares	Percentage of Shares (%)
1-501	1219	0.4497	88999	83.8377
501 to 1000	74	0.3114	61630	5.0894
1001 to 2000	52	0.4128	81690	3.5763
2001 to 3000	17	0.2256	44649	1.1692
3001 to 4000	9	0.1633	32317	0.169
4001 to 5000	10	0.2515	49802	0.687
5001 to 10000	43	1.7118	338757	2.9573
10001 to 50000	15	1.5715	310978	1.0316
50001 to 100000	1	0.4945	97850	0.0688
And above	14	94.4076	18682328	0.9629
Total	261	100.00	19789000	100.00

DEMATERILISATION OF SHARES AS ON MARCH 31, 2024

Number of Shares in :

Physical Form : 1

Electronic Form in NSDL : 14051229

Electronic Form in CDSL : 5737770

RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Securities Depository Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is placed before the Board of Directors of the Company. The audit, inter-alia, confirms that the total issued and paid up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL & CDSL and total number of shares in physical form.

SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES) :

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The Company is in compliance with the SCORES a redressed the shareholders complaints well within the stipulated time.

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

The quarterly compliance report on Corporate Governance is submitted to the Stock Exchange within 21 days from the close of each quarter as per the format specified in SEBI (LODR) Regulations, 2015.

INVESTORS' CORRESPONDENCE

The Shareholders can contact the Company for Secretarial matters 85, Bentick Street., 5th Floor, "Yashoda Chamber", Room No. 6, Lalbazar, Kolkata – 700 001.

CORPORATE IDENTITY NUMBER (CIN) :

CIN of the Company as allotted by the Ministry of Corporate Affairs, Government of India is L28219WB1997PLC083457.

AUDITORS CERTIFICATION ON CORPORATE GOVERNANCE

The Company has obtained a Certificate from the Auditors of the Company regarding compliance with the provisions relating to Corporate Governance prescribed by Listing Regulations, which is attached herewith.

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

As on March 31, 2024 there are no shares lying in the demat suspense account or unclaimed suspense account.

INFORMATION FLOW TO THE BOARD MEMBERS

Information is provided to the Board Members on a continuous basis for their information, review, inputs and approval from time to time. The quarterly Financial Statements are first presented to the Audit Committee and Risk Management Committee for its review approval and subsequent recommendation to the Board of Directors for their approval. All the relevant information to Directors is submitted along with the agenda papers well in advance of the Board and Committee Meetings.

ADOPTION, COMPLIANCE AND NON-ADOPTION OF NON-MANDATORY REQUIREMENTS

• The Board :

The Company does not maintain a separate office for non-executive chairman.

The independent directors are having request qualification and experience to act as a director on the Board.

• Shareholder Rights :

The Company's quarterly and half yearly results are published in the newspaper and also uploaded on its website "www.julieninfra.com." However, the Company furnishes the quarterly and half-yearly results on receipt of a request from the Shareholders.

• Audit Qualifications :



There are no qualifications in the Independent Auditor's Report on the financial statements for the financial year 2023-24.

- Reporting of Internal Auditors :

The Internal Auditors report directly to the Audit Committee and Risk Management Committee.

- Separate post of Chairman and Chief Executive Officer : Yes
- The Company has no separate post of Chairman and Managing Director.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a code of conduct for its employees including the Managing Director, Whole-time/ Executive Directors, Non-Executive Directors and Independent Directors. The code is available on the Company's Website.

I confirm that the company has in respect of the year ended March 31, 2024, received from the Senior Management Team of the Company and the Members of the Board a declaration of Compliance with the code of conduct as applicable to them.

For the purpose of this declaration , Senior Management Teams means the Chief Executive Officer (sales & marketing), Chief Financial Officer, unit heads, Departmental Heads and the Company Secretary.

**By Order of the Board
For Julien Agro Infratech Limited**

Place : Kolkata

Date : September 04, 2024

Lalit Sureka
(Managing Director)
Din : 01103875

Sandip Dalmia
(Whole Time Director)
Din : 10159986

CHIEF EXECUTIVE OFFICER & CHIEF FINANCIAL OFFICER CERTIFICATION
(Pursuant to Regulation 17(8) read with Schedule II of the Listing Regulations)

To,
The Members of
M/s. Julien Agro Infratech Limited
(Formerly: Silverpoint Infratech Limited)
CIN : L28219WB1997PLC083457
85 Bentick Street, 5th Floor,
Yashoda Chamber, Room No. 6
Kolkata- 700 001

Pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, We Mr. Lalit Sureka being a Chief Executive Officer and Mrs. Neeta Dalmia being a Chief Financial Officer of the Company together certify to the Board that :

- a) We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2024 and based on our knowledge and belief, I state that :
- i) These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations;
- b) We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2024 are fraudulent, illegal or violate the Company's code of conduct;
- c) We accept responsibility for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated wherever applicable, to the Auditors and the Audit Committee, that :
- i) there have been no significant changes in internal control over financial reporting system during the year under reference.
 - ii) there have been no significant changes in accounting policies during the year except for the changes disclosed in the notes to the financial statements; if any: and
 - iii) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For Julien Agro Infratech Limited

Place : Kolkata
Date : September 04, 2024

Neeta Dalmia
(Chief Financial Officer)
PAN: AJNPD2115P

Lalit Sureka
(Chief Executive Officer)
PAN: ALKPS0695L



POOJA BANSAL
Practicing Company Secretary
Membership No. 50458
COP No. 18524

Flat No. F1, 5th floor, Respect Home,
Andul Road, Halderpara, Podrah,
Howrah - 711109
Email Id- puiab35@gmail.com
Contact No. 9038589527

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
M/s. Julien Agro Infratech Limited
(Formerly: Silverpoint Infratech Limited)
CIN : L28219WB1997PLC083457
85 Bentick Street, 5th Floor,
Yashoda Chamber, Room No. 6
Kolkata- 700 001

We have examined the compliance of conditions of Corporate Governance by M/s. Julien Agro Infratech Limited ("the Company") for the year ended on March 31, 2024 as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, pursuant to the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination Was limited to a review of procedures and implementations thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the Efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Pooja Bansal
Practicing Company Secretary

Pooja Bansal
C.P No. 18524
Membership No. 50458
UDIN :

Place : Kolkata
Date : September 04, 2024



To The Members of M/s JULIEN AGRO INFRATECH Limited

Report on the audit of financial statements

Opinion

We have audited the accompanying financial statements of M/s **JULIEN AGRO INFRATECH LIMITED** which comprises the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Cash Flows for the year ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and **Profit**, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexure 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 report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statement 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.

Those Board of Directors are also 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.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- B. 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.
- C. 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, The order is applicable to the company for the year under audit as given in the "Annexure- A", a statement on the matters specified in paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, 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 and cash flow statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 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"
 - g. 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:
 - h. 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative 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, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures 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), as provided under (a) and (b) above, contain any material misstatement.
- v. The company has not declared or paid any dividend during the year. As such, provisions of section 123 of the Companies Act, 2013 are not applicable.
- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility but the same was not enabled during the year under audit. However, we have been informed by the management that they are considering enabling the audit trail facility in the next financial year to enhance internal controls and improve the transparency of financial reporting.

For M K KOTHARI & ASSOCIATES
Chartered Accountants
Firm Registration No. 323929E

Place: Kolkata
Date: 30th May 2024

UDIN: 24059513BKCZNG2181

(CA Manish Kumar Kothari)
Partner
Membership No.059513

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 of even date to the Members of M/s JULIEN AGRO INFRA TECH Limited on financial statements for the year ended 31 March, 2024)

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

B) According to the information and explanation given to us, the Company does not have any Intangible Assets. As such, the provisions of this clause are not applicable.

b. According to the information and explanation given to us, the Property, Plant and equipment's have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such physical verification.

c. According to the information and explanations given to us, the company does not hold any immoveable property. As such, the provisions of this clause are not applicable.

d. 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 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 and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
2. a. According to the information and explanations given to us, the Company does not have any Inventory. As such, the provisions of this clause are 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 been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.
3. According to the information and explanations given to us, and on the basis of our examination of the records of the company, the company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The company has granted loans during the year, details of the loan is stated in sub-clause (a) below:
 - a. According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the loans given are, prima facie, not pre-judicial to the interest of the company.
 - b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, there is no stipulation of repayment of principal and payment of interest as the loans are repayable on demand. So, we are unable to comment on the regularity of repayment.

- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.
- d. 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 granted any loans and advances in the nature of loans that are repayable on demand:

	All Parties	Promoters (including Directors)	Related Parties
Aggregate amount of loan/advance in the nature of loans – payable on demand (A)	5,33,066	-	-
Percentage of Loan/ Advances in nature of loans to the total Loans	100%	-	-

4. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not made any investments, provided any guarantee or security as specified under Section 186 of the Companies Act, 2013.
5. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made there under, to the extent applicable. Accordingly, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
6. As informed to us, to maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of section 148 of the Act, in respect of the activities carried on by company. Accordingly, clause 3(vi) of the Order is not applicable.
7. a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities. There are no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes.
- As per the information and explanations given to us, the dues outstanding of Income Tax on account of any dispute is as follows:

Nature of Statute	Nature of Dues	Disputed Amt (INR)	Amount paid under protest (INR)	Financial Year to which it relates	Forum where the dispute is pending
Income Tax	Income Tax on Assessment	12,32,000	-	2009-10	CIT Appeal
Income Tax	Income Tax on Assessment	66,37,510	-	2010-11	CIT Appeal
Income Tax	Income Tax on Assessment	3,52,20,340	-	2011-12	CIT Appeal
Income Tax	Income Tax on Assessment	97,14,988	-	2012-13	CIT Appeal
Income Tax	Income Tax on Assessment	4,52,22,233	-	2013-14	CIT Appeal
Income Tax	Income Tax on Assessment	1,21,66,210	-	2014-15	CIT Appeal
Income Tax	Income Tax on Assessment	13,99,627	-	2016-17	CIT Appeal

8. There are no such transactions which are not recorded in the books of account which have been surrendered or disclosed in income during the year in the tax assessment under the Income Tax Act, 1961.
9. 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 does not have any loans or borrowings from government, financial institutions or banks. Accordingly, clause 3(ix)(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 been declared a willful defaulter by any bank or financial institution or government or government authority.
- c. According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- d. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.
- e. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on

the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

10. a. According to the information and explanations given to us and procedures performed by us, the Company has not raised any moneys 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 any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
11. a. Based on the examination of the books and records of the company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards of Auditing, we report that no fraud by the company or on the Company has been noticed or reported during the course of the audit.
b. According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the auditors in form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with Central Government.
c. According to the information and explanations given to us, no whistleblower complaints were received during the year. Accordingly, clause 3(xi)(c) is not applicable.
12. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
13. In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013, where applicable, and the details have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
14. a. According to the information given to us, the company has an internal audit system that commensurate with the size and nature of the organization.
b. The reports of the internal auditors for the period under audit have been considered by us.
15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. a. The Company is not a NBFC and hence registration under section 45-IA of the Reserve Bank of India Act, 1934 is not required. Hence, reporting under paragraph 3(xvi) of the Order is not applicable.
17. According to the information and explanations provided to us, the Company has not incurred cash losses in the current year and in the immediately preceding financial

year. Accordingly, the requirement to report on clause 3 (xvii) of the Order is not applicable.

18. There has been no resignation of the statutory auditors during the year and therefore, the requirement to report on clause 3 (xviii) of the Order is not applicable.
19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. According to the information and explanations given to us, the company is not required to undertake any corporate social responsibility activities as per section 135 of the Companies Act, 2013. Accordingly, clause 3(xx) of the order is not applicable.
21. The reporting under clause 3(xxi) of the order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in the report.

For M K KOTHARI & ASSOCIATES
Chartered Accountants
Firm Registration No. 323929E

Place: Kolkata
Date: 30th May 2024

(CA Manish Kumar Kothari)
Partner
Membership No.059513

UDIN: 24059513BKCZNG2181

“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of M/s Julien Agro Infratech Limited.

Report on the Internal Financial Controls 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 M/s Julien Agro Infratech Limited (“the Company”) as of March 31, 2024 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 Company’s management 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 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.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting 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”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 and evaluating 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 Company’s internal financial controls system over financial reporting.

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.

Inherent 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, 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, 2024, 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"

For M K KOTHARI & ASSOCIATES
Chartered Accountants
Firm Registration No. 323929F

Place: Kolkata
Date: 30th May 2024

(CA Manish Kumar Kothari)
Partner
Membership No.059513

UDIN: 24059513BKCZNG2181

FINANCIAL STATEMENT



Julien Agro Infratech Limited
85 Berrick Street 5th Floor, Yashoda Chamber, Room No. 6 Kolkata - 700001
CIN - L28219WB1997PLC083457

Balance Sheet as at 31st March, 2024

(₹ in lacs)

Particulars	Sl. No.	As at 31st March 2024	As at 31st March 2023
Assets			
Non Current Assets			
Property Plant & Equipment	3	22.01	22.21
Financial Assets			
- Investments	4	3,000	-
Deferred Tax Assets	5	0.06	0.04
Other Assets	6	210.74	51.16
Total Non Current Assets		3,232.81	73.41
Current Assets			
Financial Assets			
- Investments	4	750	3,000
- Trade Receivables	7	74.64	59.57
- Cash & Cash Equivalents	8	74.64	30.56
- Loans	9	5.33	-
Other Assets	6	112.82	1,000
Total Current Assets		1,017.43	4,090.13
Total Assets		4,250.24	4,163.54
Equity & Liabilities			
Shareholder's Fund			
Equity Share Capital	10	1,978.90	1,978.90
Other Equity	11	2,183.81	2,178.95
Total Shareholder's Fund		4,162.71	4,157.85
Current Liabilities			
Financial Liabilities			
- Trade Payables	12	-	-
a. Total outstanding dues of micro and small enterprises		-	-
b. Total outstanding dues of creditors other than micro and small enterprises		3.73	4.35
- Other Financial Liabilities	13	10.61	0.12
Other Liabilities	14	71.46	-
Short Term Provisions	15	1.73	1.22
Total Current Liabilities		87.53	5.69
Total Equity & Liabilities		4,250.24	4,163.54

Notes forming part of the financial statements 3-20 For and on behalf of the Board of Directors

In terms of our report attached

For M K Kothari & Associates
Chartered Accountants
FRN : 0323929E

Lalit Sureka
Managing Director
DIN - 01103875

Sandip Dalmia
Director
DIN - 06875010

Manish Kumar Kothari
Partner
Membership No. - 059513

Puja Jain
Secretary
Membership No. - 38570

Neeta Dalmia
(Chief Financial Officer)
PAN: AJNPD2115P

Kolkata, May 30, 2024

Statement of Profit and Loss for the year ended March 31, 2024

(₹ in lacs)

Particulars	Note No.	As at 31st March 2024	As at 31st March 2023
Revenue from Operations	16	2,134.70	199.83
Other income	17	0.37	-
Total Income		2,135.07	199.83
Expenses:			
Purchase of Stock-in-Trade		2,085.04	174.90
Employee Benefit Expenses		18.12	8.78
Finance Costs	18	1.22	-
Depreciation & Amortization Expenses	19	0.20	0.19
Other Expenses	3	23.92	11.35
	20		
Total Expenses		2,128.51	195.22
Profit / (loss) before exceptional items and tax		6.57	4.61
Exceptional items:			
Profit / (loss) before tax		6.57	4.61
Tax Expense:			
	5		
Current Tax		1.73	1.22
Deferred Tax		-0.02	-0.02
Income related to earlier years		-	4,239.38
Profit / (loss) after tax		4.86	4,242.79
Other Comprehensive Income / (Loss)			
A. (i) Items that will not be reclassified subsequently to profit and loss:			
(ii) Income tax on items that will not be reclassified subsequently to profit and loss		-	-
B. (i) Items that will be reclassified subsequently to profit and loss:			
(ii) Income tax on items that will be reclassified subsequently to profit and loss		-	-
Total other comprehensive income / (loss) for the year		-	-
Total comprehensive income / (loss) for the year		4.86	3.41
Earnings per share			
-Basic		0.25	21.44
-Diluted		0.25	21.44

Notes forming part of the financial statements

In terms of our report attached

For M K Kothari & Associates
Chartered Accountants
FRN : 0323929E

LaHit Sureka
Managing Director
DIN - 01103875

Sandip Dalmia
Director
DIN - 06875010

Manish Kumar Kothari
Partner
Membership No. - 059513

Puja Jain
Secretary
Membership No. - 38570

Neeta Dalmia
(Chief Financial Officer)
PAN: AJNPD2115P

Kolkata, May 30, 2024



Cash Flow Statement for the year ended 31st March 2024

Particulars	As as 31st March 2024	As as 31st March 2023
Cash Flow from Operating Activities		
Net Profit Before Tax as per Statement of Profit & Loss	6.57	4.61
Adjustments:		
Add : Depreciation expenses	0.20	0.19
Add: Income related to earlier year	-	4,239.38
Operating Profit before Working Capital changes	6.77	4,244.18
Changes in Working Capital		
Decrease / (Increase) in Trade Receivables	-	-51.32
Increase / (Decrease) in Trade Payables	10.65	-55.83
Increase / (Decrease) in Short Term Provisions	0.51	1.22
Decrease / (Increase) in Current Assets	718.41	-1,000.00
Decrease / (Increase) in Other Financial Assets	-5.33	-
Decrease / (Increase) in Other Assets	-5.09	-
Increase / (Decrease) in Current Liabilities	71.00	-2.11
Increase / (Decrease) in Other Liabilities	-1.10	-
Cash Generated From Operations	795.81	3,136.14
Less: Tax paid	-1.73	-1.22
Net Cash used in Operating Activities	794.08	3,134.92
Cash Flow from Investing Activities		
Proceeds from sale / (purchase) of investments	-750.00	-3,000.00
Decrease / (Increase) in Short term Loans & Advances	-	22.77
Net Increase / Decrease from Investing Activities	-750.00	-2,977.23
Cash Flow from Financing Activities		
Increase / (Decrease) in Long Term Borrowings	-	-128.07
Net Increase / Decrease from Financing Activities	-	-128.07
Net Increase in Cash and Cash Equivalents (A + B + C)	44.08	29.62
Cash and Cash Equivalents at the Beginning of the year	30.56	0.94
Cash and Cash Equivalents at the End of the year	74.63	30.56
Components of Cash & Cash Equivalents:		
Cash - in - Hand	2.11	2.47
Bank Balance with Current Account	72.52	28.09
	74.63	30.56

Notes forming part of the financial statements

In terms of our report attached

For M K Kothari & Associates
Chartered Accountants
FRN : 0323929E

Lalit Sureka
Managing Director
DIN - 01103875

Sandip Dalmia
Director
DIN - 06875010

Manish Kumar Kothari
Partner
Membership No. - 059513

Puja Jain
Secretary
Membership No. - 38570

Neeta Dalmia
(Chief Financial Officer)
PAN: AJNPD2115P

Kolkata, May 30, 2024
Place: Kolkata

Notes: Forming Part of the Financial Statement**Corporate Information**

Julien Agro Infratech Limited (formerly Silverpoint Infratech Limited) (the Company) is a Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956.

The Company is in the business of providing land development, construction services and other related services for civil & structural construction and infrastructure sector projects.

1. Significant Accounting Policies & Notes:**1.1 Statement of Compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as applicable. Up to the year ended March 31, 2017, the Company prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the company's first Ind AS financial statements. The date of transition to Ind AS is April 1st, 2016. Refer Note 27 for the details of first-time adoption exemptions availed by the Company. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented a reconciliation under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP" or "Indian GAAP") to Ind AS.

1.2. Basis of Preparation of Financial Statements

These financial statements are prepared on historical cost basis, except for certain financial instruments which are measured at fair values as explained in the accounting policies below.

1.3. Presentation and disclosure of Financial Statements

During the year ended 31st March 2011, Revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year. The revised schedule VI allows line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the financial statements when such presentation is relevant to an understanding of the Company's financial position or performance or to cater to industry/sector-specific disclosure requirements. As per Companies Act 2013 Schedule VI name has been replaced by Schedule III.

1.4. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

1.5. Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

1.6. Provision For Current & Deferred Tax

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions

where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

1.7. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long-Term Investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Both current investments and long-term investments are carried in the financial statements at cost. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

1.8. Current Assets & Loans

In the opinion of the Board and to the best of its knowledge and belief the value on realization of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and repayable on demand.

1.9. Property, Plant & Equipment

Tangible Assets:

Tangible assets are stated at their cost of acquisition net of receivable CENVAT and VAT Credits. All costs, direct or indirect, relating to the acquisition and installation of fixed assets and bringing it to its working condition for its intended use are capitalized and include borrowing costs and adjustments arising from foreign exchange rate variations directly attributable to construction or acquisition of fixed assets. Depreciation on fixed assets is provided on straight line method (SLM) on a pro-rata basis at the rates and in the manner specified in part C of Schedule II to the Companies Act, 2013. In respect of assets acquired/sold during the period, depreciation has been provided on pro-rata basis with reference to the days of addition/put to use or disposal.

Impairment of tangible and intangible Assets:

Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use i.e. the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognized.

1.10. Recognition of Income & Expenditure

Income and expenditure are recognized and accounted for on accrual basis. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods is recognized on transfer of significant risks and rewards of ownership to the customer and when no significant uncertainty exists regarding realization of the consideration. Sales are recorded net of sales returns, sales tax/VAT, cash and trade discounts.

1.11. Earning Per Shares

The Company reports Basic and Diluted earnings per equity share in accordance with the Accounting Standard - 20 on Earning Per Share. In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any

extraordinary/exceptional items. The number of shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the period. The numbers of shares used in computing diluted earnings per share comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

1.12. Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

The Company are not recognized any Contingent Liabilities and Contingent Assets in the financial statements.

1.13. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals or accruals of past & future operating cash receipts or payments and item of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

1.14. Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

1.15. Foreign Currency Transactions

Earnings in Foreign Currency - Nil (Previous year: Nil)

Expenditure in Foreign Currency - Nil (Previous Year: NIL)

1.16. Contingent Liabilities not provided for

The company does not have any Contingent liability that need to disclosed in the notes on accounts.

1.17. MSMED Act, 2006

The Government of India has promulgated an Act namely The Micro, Small and Medium Enterprises Development Act, 2006 which comes into force with effect from October 2, 2006. As per the Act, the company is required to identify the Micro, Small & Medium suppliers and pay them interest on over dues beyond the specified period irrespective of the terms agreed with the suppliers. The Company does not have any dues to any entity covered under The Micro, Small and Medium Enterprises Development Act, 2006.

1.18. COVID -19

The outbreak of Coronavirus (COVID-19) pandemic globally and in India has caused significant disturbance and slowdown of economic activity. During the year ended March 31, 2024, there is no significant impact on the operations of the Company. The Company has taken into account the possible impact of COVID-19 in preparation of financial statements, including its assessment of recoverable value of its assets based on internal and external information up to the date of approval of these financial statements and current indicators of future economic conditions.

1.19. Contingent Liabilities & Pending Litigations

The company does not have any Contingent Liabilities & pending litigations as on the Balance Sheet date and hence no provision is required under any law or accounting standard, for material foreseeable losses if any on long term contracts including derivative contracts.

1.20. Related Party Disclosures

In accordance with the provisions of AS 18 "Related Party Disclosures" and the Companies Act, 2013, Subsidiary company and Company's Directors, are considered as Key Management Personnel.

(a) Holding Companies

I. NIL

(b) Associate Companies

I. NIL

(c) Subsidiary Companies

I. NIL

1.21. Transactions with related parties

There were no related party transactions during the year.

1.22. Other Regulatory 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 does not have any transactions or relationships with any companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.
- III. The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- IV. The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year ended March 31, 2023.
- V. The Company have not advanced or given loan or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- VI. The Company have not received any fund from any person(s) or entity(s), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of

the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

VII. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

VIII. The Company has not been declared as willful defaulter by any Banks, Financial institution or other lenders.

1.23 Dividend

The company has not declared or paid any dividend during the year and has not proposed final dividend for the year

1.24 Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price and value in use, which is determined by the present value of the estimated future cash flows

1.25 Medium Enterprises Development Act, 2006 and hence disclosures have been made only for the parties from whom the declaration has been received. In respect of other vendors from whom declaration has not been received disclosure has not been made for those which have not been received disclosure has not been made.

1.26 Party's Balance with respect to the Trade Receivables, Trade & Other Payables, Loans & advances are subject to confirmation/reconciliation. In the opinion of management, the same are receivable/ payable as stated in the books of accounts. Hence, no effect on the profitability due to the same for the year under review.

1.27 Previous year's figure has been regrouped/rearranged whenever necessary to conform to the current year's presentation.

Key Ratios:

Note No. - 2

Particulars	As at 31st March 2024	As at 31st March 2023	Percentage Change
Current Assets	1,017.43	3,090.13	
Current Liabilities	87.53	4.47	
Current Ratio	11.62	691.30	-98.32%
Debt	-	-	
Equity	4,162.71	4,157.85	
Debt Equity Ratio	-	-	0.00%
Net Profit	4.86	4,242.79	
Average Equity Share Capital	4,160.28	2,036.48	
Return on Equity Ratio	0.00	2.08	-99.94%
Cost of Goods Sold	2,085.04	174.90	
Average Inventory	-	-	
Inventory Turnover Ratio	-	-	0.00%
Net Credit Sales	2,134.70	199.83	
Average Trade Receivables	67.11	33.91	
Trade Receivables Turnover Ratio	31.81	5.89	439.78%
Net Credit Purchases	2,085.04	174.90	
Average Trade Payables	4.04	32.04	
Trade Payables Turnover Ratio	516.10	5.46	9354.44%
Net Sales	2,134.70	199.83	
Current Assets	1,017.43	3,090.13	
Current Liabilities	87.53	4.47	
Average Working Capital	1,952.24	1,553.19	
Working Capital Turnover Ratio	2.10	0.06	3144.51%
Net Profit	6.57	4.61	
Net Sales	2,134.70	199.83	
Net Profit Ratio	0.00	0.02	-86.66%
Earnings Before Interest & Tax	7.79	4.61	
Capital Employed	4,162.71	4,157.85	
Return on Capital Employed	0.00	0.00	68.70%
Total Return on Investment	-	-	
Total Investments	750.00	3,000.00	
Return on Investments	-	-	0.00%

Julien Agro Infratech Limited
85 Bentick Street 5th Floor, Yashoda Chamber, Room No. 6 Kolkata - 700001
CIN - L28219WB1997PLC083457

(₹ in lacs)

3. Property, Plant and Equipment

Particulars	Land	Furniture, Fixtures and Office Equipments	Total
Cost / Deemed Cost as at April 1, 2023	21.50	2.24	23.74
Additions	-	-	-
Disposals	-	-	-
Classified as held for sale	-	-	-
Other re-classifications	-	-	-
Cost / Deemed Cost as at March 31, 2024	21.50	2.24	23.74
Accumulated Impairment as at April 1, 2023	-	-	-
Charge for the year	-	-	-
Disposals	-	-	-
Classified as held for sale	-	-	-
Other re-classifications	-	-	-
Accumulated Impairment as at March 31, 2024	-	-	-
Accumulated depreciation as at April 1, 2023	-	1.53	1.53
Charge for the year	-	0.20	0.20
Disposals	-	-	-
Classified as held for sale	-	-	-
Other re-classifications	-	-	-
Accumulated depreciation as at March 31, 2024	-	1.73	1.73
Total accumulated depreciation and impairment as at March 31, 2022	-	1.73	1.73
Net carrying value as at April 1, 2023	21.50	0.71	22.21
Net carrying value as at March 31, 2024	21.50	0.51	22.01

Carrying value of furniture, fixtures and office equipment comprises of:

	As at 31st March 2024	As at 31st March 2023
Furniture and Fixtures		
Cost / Deemed cost	1.55	1.55
Accumulated Depreciation and Impairment	1.33	1.18
	0.22	0.37
Office Equipments		
Cost / Deemed cost	0.69	0.69
Accumulated Depreciation and Impairment	0.40	0.35
	0.29	0.34

4. Investments

A. Non-current

	As at 31st March 2024	As at 31st March 2023
(a) Investments carried at fair value through other comprehensive income:		
Investment in equity shares *	3,000	-
	3,000	-

B. Current

	As at 31st March 2024	As at 31st March 2023
(i) Carrying value of unquoted investments is as below:		
(a) Investments in unquoted instruments:		
Aggregate carrying value	750	3,000
	750	3,000

*Unquoted equity instruments for which cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

5. Deferred Tax Assets

	As at 31st March 2024	As at 31st March 2023
Deferred Tax Asset / (Liability)	0.06	0.04
	0.06	0.04

6. Other Assets

A. Non-current

	As at 31st March 2024	As at 31st March 2023
Advance with public bodies		
Considered good - Unsecured	-	-
Considered doubtful - Unsecured	51.16	51.16
	51.16	51.16
Others		
Considered good - Unsecured	159.57	-
Considered doubtful - Unsecured	-	-
	159.57	-
	210.74	51.16

	As at 31st March 2024	As at 31st March 2023
8. Current		
Advance with public bodies		
Considered good - Unsecured	2.55	-
Considered doubtful - Unsecured	-	-
Others	2.55	-
Considered good - Unsecured	110.27	1,000.00
Considered doubtful - Unsecured	110.27	1,000.00
	112.82	1,000.00

(i) Advances with public bodies primarily relate to input credit entitlements and TDS amounts paid under protest in respect of demands and claims from regulatory authorities.

(ii) Others include advances against supply of goods and services (prepaid rent).

	As at 31st March 2024	As at 31st March 2023
7. Trade Receivables		
Considered good - Unsecured	74.64	59.57
	74.64	59.57

(i) Ageing of trade receivables and credit risk arising therefrom is as below:

As at March 31, 2024

Not Due	Outstanding for period exceeding 6 Months - 1 Year	Total
-	44.00	74.64
-	44.00	74.64

As at March 31, 2023

Not Due	Outstanding for period exceeding 6 Months - 1 Year	Total
-	59.57	59.57
-	59.57	59.57

The Company's exposure to customers is diversified and there is no concentration of credit risk with respect to any particular customer.

8. Cash and Cash Equivalents

	As at 31st March 2024	As at 31st March 2023
Cash on hand	2.11	2.47
Unrestricted balances with banks	72.52	28.09
	74.63	30.56

(i) Currency profile of cash and cash equivalents is as below:

	As at 31st March 2024	As at 31st March 2023
INR	74.63	30.56
	74.63	30.56

9. Loans

A. Current

	As at 31st March 2024	As at 31st March 2023
Other Loans	5.33	-
	5.33	-

10. Equity Share Capital

	As at 31st March 2024	As at 31st March 2023
Authorised:		
2,10,00,000 Equity Shares of Rs. 10 each	2,100	2,100
Issued, Subscribed & Paid-up		
1,97,89,000 Equity Shares of Rs. 10 each	1,978.90	1,978.90
	1,978.90	1,978.90

(i) Details of movement in subscribed and paid-up share capital is as below:

	Year ended 31st March 2024		Year ended 31st March 2023	
	No. of Shares	₹ lacs	No. of Shares	₹ lacs
Ordinary Shares of ₹ 10 each				
Balance at the beginning of the year	197,89,000	1,978.90	197,89,000	1,978.90
Fully paid shares allotted during the year	-	-	-	-
Partly paid shares allotted during the year	-	-	-	-
Partly paid shares converted to fully paid-up shares during the year	-	-	-	-
Balance at the end of the year	197,89,000	1,978.90	197,89,000	1,978.90

(ii) Details of shareholding of Promoters in the Company is as below:

Name of the Promoters	Year ended 31st March 2024		Year ended 31st March 2023	
	No. of shares	% Holding	No. of shares	% Holding
Anita Sureka	5,000	0.03	5,000	0.03
Lalit Sureka	5,000	0.03	5,000	0.03
Mohan Lal Sureka	21,250	0.11	21,250	0.11
Saffron Vinimay Private Limited	58,71,350	29.67	58,71,350	29.67
Sangita Sureka	5,000	0.03	5,000	0.03
Sanjay Kumar Drolia	10,000	0.05	10,000	0.05
Shivmangal Commercial Private Limited	58,71,400	29.67	58,71,400	29.67

(iii) Details of shareholders holding more than 5% shares in the Company is as below:

Name of the Shareholders	Year ended 31st March 2024		Year ended 31st March 2023	
	No. of shares	% Holding	No. of shares	% Holding
Ananda Bose	13,06,287	6.60	14,32,000	7.24
Burs Financial Advisory Services Pvt Ltd	-	-	16,88,000	8.53
Niladri Chandra	-	-	15,36,000	7.76
Parmeshwar Barter Private Limited	14,92,114	7.54	18,32,000	9.26
Parmeshwar Mercantile Private Limited	58,71,350	29.67	58,71,350	29.67
Saffron Vinimay Private Limited	58,71,400	29.67	58,71,400	29.67
Shivmangal Commercial Private Limited	-	-	-	-

(iv) The rights, powers and preferences relating to each class of share capital and the qualifications, limitations and restrictions thereof are contained in the Memorandum and Articles of Association of the Company.

11. Other Equity

A. Retained Earnings

	As at 31st March 2024	As at 31st March 2023
Balance at the beginning of the year	219.05	-4,023.74
Profit for the year	4.86	4,242.79
Dividend	-	-
Transfers within equity	-	-
Balance at the end of the year	223.91	219.05

B. Other reserves

(a) Securities Premium

Securities premium is used to record premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

The details of movement in securities premium is as below:

	As at 31st March 2024	As at 31st March 2023
Balance at the beginning of the year	1,959.90	1,959.90
Received/transfer on issue of Ordinary Shares during the year	-	-
Equity Issue expenses written (off)/back during the year	-	-
Balance at the end of the year	1,959.90	1,959.90
12. Trade Payables	2,183.81	2,178.95

A. Total outstanding dues of micro and small enterprises

	As at 31st March 2024	As at 31st March 2023
Dues of micro and small enterprises	-	-

B. Total outstanding dues of creditors other than micro and small enterprises

	As at 31st March 2024	As at 31st March 2023
Creditors for supplies and services	3.73	4.35
	3.73	4.35

(f) Ageing schedule of trade payable is as below:

As at March 31, 2024

	Outstanding for following periods from due date of payment				Total
	Not Due	less than 1 year	1 - 3 Year	> 3 Years	
Undisputed – MSME	-	-	-	-	-
Undisputed – Others	-	-	-	3.73	3.73
	-	-	-	3.73	3.73

As at March 31, 2023

	Outstanding for following periods from date of payment			Total
	Not Due	less than 1 year	> 1 Year	
Undisputed – MSME	-	0.17	-	0.17
Undisputed – Others	-	-	3.73	3.73
	-	0.17	3.73	3.90

	As at 31st March 2024	As at 31st March 2023
13. Other Financial Liabilities		
A. Current		
Creditors for Other Liabilities	10.61	0.12
	10.61	0.12

	As at 31st March 2024	As at 31st March 2023
14. Other Liabilities		
A. Current		
Advances received from Customers	71	-
Statutory Dues	0.46	-
	71.46	-

(i) Statutory dues primarily relate to payables in respect of tax deducted at source.

	As at 31st March 2024	As at 31st March 2023
15. Provisions		
A. Current		
Others	1.73	1.22
	1.73	1.22

Current other provisions primarily include:

(i) Provision for tax for the current financial year (2023-24) Rs. 1.73 (lakhs)

(₹ in lacs)

16. Revenue From Operations

	As at 31st March 2024	As at 31st March 2023
Sale of products	1,599.20	199.83
Other operating revenues *	535.50	
	2,134.70	199.83

* Other operating revenues include sale of unquoted shares

17. Other Income

	As at 31st March 2024	As at 31st March 2023
Interest income	0.37	-
	0.37	-

18. Employee Benefit Expenses

	As at 31st March 2024	As at 31st March 2023
Salaries & wages	18.01	8.59
Staff welfare expenses	0.11	0.19
	18.12	8.78

19. Finance Cost

	As at 31st March 2024	As at 31st March 2023
Interest expense on:		
(a) Bank Borrowings	-	-
(b) Others	1.22	-
	1.22	-

20. Other Expenses

	As at 31st March 2024	As at 31st March 2023
Advertisement Expenses	0.93	0.39
Audit Fee:		
- Statutory Audit	0.50	0.45
- Internal Audit	2.50	-
Bank Charges	0.16	0.13
Board Meeting Fee	0.42	0.24
Brokerage	0.10	-
Business Promotion	0.34	0.45
Certification Charges	0.30	-
Conveyance Charges	0.41	0.79
Electricity Expenses	-	0.18
Filing Fee	0.32	0.08
General Expenses	0.06	0.06
Interest Paid	-	2.47
Professional Fee	9.24	5.31
Listing Fee	5.07	0.38
Printing & Stationary	0.44	0.27

Rent Rates & Taxes	0.91	-
Software & Licensing	0.37	0.05
Telephone Expenses	0.09	0.10
Travelling Expenses	1.76	-
	23.92	11.35

Notes forming part of the financial statements**In terms of our report attached**

For M K Kothari & Associates
Chartered Accountants
FRN : 0323929E

Lalit Sureka
Managing Director
DIN - 01103875

Sandip Dalmia
Director
DIN - 06875010

Manish Kumar Kothari
Partner
Membership No. - 059513

Puja Jain
Secretary
Membership No. - 38570

Neeta Dalmia
(Chief Financial Officer)
PAN: AJNPD2115P

Kolkata, May 30, 2024
Place: Kolkata

JULIEN AGRO INFRA TECH LIMITED
(Formerly known as Silverpoint Infratech Limited)

REGISTERED ADDRESS: "85, Bentick Street, 5th Floor, Yashoda Chamber,
Room No. 6, Lalbazar Kolkata- 700 001"

CIN No.: L28219WB1997PLC083457, **Contact No. :** 82320 62881

EMAIL ID: info@julieninfra.com

WEBSITE: www.julieninfra.com

ATTENDANCE SLIP

Twenty - Seventh Annual General Meeting – September 30, 2024 at "Diamond Plaza", 5, Gopi Bose Lane,
Kolkata- 700 012

Name and Registered Address of the attending Member : _____

Name and Registered Address of the attending Proxy : _____

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

Number of Shares held: _____

I hereby record my presence at the Twenty - Seventh Annual General Meeting of the Company held on Monday, the September 30, 2024 at 9:30 A.M at "Diamond Plaza", 5, Gopi Bose Lane, Kolkata- 700 012.

Member's Signature

Proxy's Signature

Note:

- Shareholders / Proxy holder wishing to attend the meeting should bring the Attendance Slip at the meeting and hand over at the entrance duly signed.
- Shareholders / Proxy holder wishing to attend the meeting should bring his / her copy of the Notice for reference at the meeting.

ELECTRONIC VOTING PARTICULARS

EVEN (Remote E-voting Event Number)	User Id	Password / PIN

Note: Please read the notes / instructions printed on the Notice carefully before exercising your vote.



PROXY FORM
Form No. MGT-11

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

CIN: L28219WB1997PLC083457

Name of the Company: Julien Agro Infratech Limited (Formerly: Silverpoint Infratech Limited)

Registered Office: 85, Bentick Street, 5th Floor, Yashoda Chamber, Room No. 6, Lalbazar Kolkata- 700 001.

Name of the Member(s) :	
Registered Address:	
E-mail Id:	
Folio No. / Client Id :	
DP ID:	

I/We, being the member(s) of shares of the above named Company, hereby appoint

1. Name: _____
Address: _____

E-mail Id: _____
Signature: _____ or failing him/her

2. Name: _____
Address: _____

E-mail Id: _____
Signature: _____ or failing him/her

3. Name: _____
Address: _____

E-mail Id: _____
Signature: _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on September 30, 2024 at 09:30 A.M at "Diamond Plaza", 5, Gopi Bose Lane,

Kolkata- 700 012, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business :	
1.	Adoption of Audited Balance sheet for March 31, 2024
2.	Appointment of Director in place of Mr. Sandip Dalmia, (DIN : 10159986) who retires by rotation, and, being eligible, offers himself for re-appointment.
Special Business :	
3.	Appointment of Mr. Peeyush Sethia (Din: 09850692) as a Non-Executive Independent Director
4.	Appointment of Mrs. Namrata Sharma (Din: 10204473) as a Non-Executive Independent Director

Signed this day of 2024

Affix Revenue Stamp

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

FORM NO. MGT – 12

POLLING PAPER

[Pursuant to Section 109 (5) of the Companies Act, 2013 and rule 21(1) (9) (c) of the Companies (Management Administration) Rules, 2014]

NAME OF THE COMPANY: M/s. Julien Agro Infratech Limited (Formerly: Silverpoint Infratech Limited)

REGISTERED OFFICE: 85, Bentick Street, 5th Floor, Yashoda Chamber, Room No. 6, Lalbazar, Kolkata- 700 001

BALLOT PAPER

<u>Sl.No.</u>	<u>Particulars</u>	<u>Details</u>
1.	Name of the first named Shareholders (In block Letters)	
2.	Postal address	
3.	Registered folio No. / Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Shares	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

<u>No.</u>	<u>Item No.</u>	<u>No. of shares held by me</u>	<u>I assent to the resolution</u>	<u>I dissent from the resolution</u>
1.	Ordinary Resolution : Adoption of Audited Balance Sheet for March 31, 2024.			
2.	Ordinary Resolution: Appointment of Director in place of Mr. Sandip Dalmia, who retires by rotation, and, being eligible, offers himself for re-appointment.			
3.	Ordinary Resolution : Appointment of Mr. Peeyush Sethia (Din: 09850692) as a Non-Executive Independent Director			
4.	Ordinary Resolution : Appointment of Mrs. Namrata Sharma (Din: 10204473) as a Non-Executive Independent Director			

PLACE :

DATE :

(Signature of the Shareholder)



Julien Agro
Infratech Limited

Notes :

1. Please read the instructions overleaf before exercising your vote through Ballot Form.
2. If you opt to cast vote by e-voting, there is no need to fill up and sign this Ballot Form.
3. Last date for the receipt of Ballot Form by Scrutinizer is Monday, September 30, 2024 (5.00 p.m IST)

INSTRUCTIONS

I. General Instructions :

1. A Member can opt for only one mode of voting i.e, either through e-voting or by Ballot Form. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot Form shall be treated as invalid.
2. Instructions for voting electronically through e-voting process has been mentioned in detail in the Notice of the 27th Annual General Meeting of the Company and instruction for voting through Ballot Form is mentioned as hereunder.
3. M/s. Pooja Bansal (Practicing No. 18524), Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the E-voting process (remote e-voting) in a fair and transparent manner.

II. Instruction for voting physically on Ballot Form

1. A Member desiring to exercise vote by Ballot should complete this Ballot Form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Ballot Forms, if deposited in person or sent at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. Assent/Dissent to the proposed resolutions may be recorded by placing a tick (v) in appropriate column. The assent/dissent in any other format shall be considered invalid.
4. This Form should be completed and signed by the Member(s) as per specimen signature(s) registered with the Company or with the Depository Participant as the case may be. In case of joint shareholding, this Form should be completed and signed by the first named Member and in his absence, the next named Member.
5. Please note that Ballot Form shall not be signed by proxy.
6. Incomplete, unsigned, improperly and incorrectly tick marked Ballot Forms will be rejected. Members are requested to fill in the Ballot Form in indelible ink and not in any erasable writing mode. The Scrutinizer's decision on the validity of the Ballot Form shall be final.
7. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours on Monday, September 30, 2024 (5.00 p.m. IST). All Ballot Forms received after this date will be strictly treated as if reply from such Member (s) has not been received.

