

# CITY CROPS AGRO LIMITED

(Previously Known As Bhagya Agro Care Private Limited  
CIN: U51200GJ2013PLC074296

Date: July 04<sup>th</sup>, 2024

To,  
The Corporate Relationship Department  
The Bombay Stock Exchange Limited,  
P. J. Towers, Dalal Street, Fort,  
Mumbai – 400 001  
Scrip Code: 544000

Dear Sir/Madam,

**SUB.: Submission of Annual Report for FY 2023-24**

Pursuant to the Regulation 34 of SEBI (LODR) Regulation, 2015, We M/s. City Crops Agro Limited hereby submitting the Annual Report of the Company for the FY 2023-24.

Kindly take the same on your record.

Thanking you,

**For, City Crops Agro Limited**

.....  
**Kaupilkumar H. Shah**  
Managing Director  
DIN: 08937535

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of the members of M/s. CITY CROPS AGRO LIMITED will be held on Friday 26<sup>th</sup> July, 2024, at 02:00 P.M. IST at the registered office of the company situated at Office A-703, Privilon, B/H Iscon Temple, Ambli-Bopal Road, S.G Highway, Thaltej Road, Ahmedabad, Ahmadabad City, Gujarat, India, 380054 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Mr. Kaupilkumar Hasmukhbhai Shah (DIN: 08937535), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

### **SPECIAL BUSINESS**

#### **3. Issue of Convertible Warrants on a Preferential basis:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (‘the Act’), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘ICDR Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with BSE Limited and, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by Ministry of Corporate Affairs (‘MCA’), the Securities and Exchange Board of India, and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the BSE Limited (‘Stock Exchange’), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include any duly constituted/ to be constituted Board of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches of upto 85,00,000 (Eighty Five Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each (‘Warrants’) at a price of Rs. 28/- each (which includes Rs. 10/- face value and Rs. 18/- premium of each) payable in cash (‘Warrants Issue Price’), aggregating upto 23.80 Crore which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until

expiry of 18 (Eighteen) months, to the allottees mentioned herein mentioned below as a table A (hereinafter referred to as "Proposed Allottee"), by way of preferential issue in accordance with the terms of the Warrants on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine.

**RESOLVED FURTHER THAT** in terms of the provisions of ICDR Regulations, the 'Relevant Date' for the purpose of determination of minimum price for the issue and allotment of Warrants shall be Wednesday, 26th June, 2024, being the date 30 (thirty) days prior to the date of this Annual General Meeting.

**RESOLVED FURTHER THAT** the preferential issue is of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions prescribed under applicable laws:

- a. The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b. Minimum amount of Rs. 7/- (Rupees Seven Only) of each, which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 21/- (Rupees Twenty One Only) of each, which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).
- c. The Warrants shall not carry any voting rights until they are converted into equity shares.
- d. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.
- e. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- f. The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- g. The Warrants allotted in terms of this resolution and the resultant equity shares arising

on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.

- h. The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.
- i. The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Warrants.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants, making applications to the stock exchanges for obtaining in-principle approvals, filing requisite documents with the MCA, Stock Exchanges and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

**TABLE A**

<b>Sr. No.</b>	<b>Name of Proposed Allottee</b>	<b>No. of Convertible Warrants to be allotted</b>	<b>PAN</b>	<b>Category</b>
1	Supremo Fitness Point Private Limited	1200000	AACCK6149F	Non-Promoter
2	TotalQ Industries Private Limited	1200000	AAHCT8624P	Non-Promoter
3	Innotell Infosoft Private Limited	1200000	AAGCI6688F	Non-Promoter
4	Honeywell Traders Sales India Private Limited	1000000	AAHCH1821L	Non-Promoter
5	Rawna Tobacco Private	1000000	AAMCR4960K	Non-Promoter

	Limited			
6	Avyayaprabhu Iron & Steel Private Limited	850000	ABACA2576M	Non-Promoter
7	Miransh Finance Private Limited	850000	AAQCM7172A	Non-Promoter
8	Rajdev Tejas Rajeshbhai	250000	ALEPR7607P	Non-Promoter
9	Seema Tejas Rajdev	250000	AHHPT0103B	Non-Promoter
10	Rushabh Vimalkumar Shah	100000	CMXPS4279L	Non-Promoter
11	Henry Vimalbhai Shah	100000	EBMPS8697L	Non-Promoter
12	Khushali Rushabh Shah	100000	BZQPM0863D	Non-Promoter
13	Vimal Sumatilal Shah	100000	ALXPS7565A	Non-Promoter
14	Shah Henry Vimalkumar HUF	100000	ABHHS3673R	Non-Promoter
15	Minaben Vimalkumar Shah	100000	BJBPS1378A	Non-Promoter
16	Shah Rushabh Vimalkumar HUF	100000	ABGHS7979K	Non-Promoter

**Date: 27/06/2024**  
**Place : Ahmedabad**

**By order of Board of Directors**

**Sd/-**  
**Kaupilkumar H. Shah**  
**Managing Director**  
**DIN : 08937535**

## **NOTES**

1. The relevant Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business set out in item No. 3 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 instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxy holders are requested to bring their copy of Attendance slip sent herewith duly filled-in for attending the Annual General Meeting.
5. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent **M/s. Skyline Financial Services Private Limited**. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
6. The Company has appointed M/s Dharti Patel & Associates, Company Secretary having a Membership No. F12801 and COP No. 19303 as a Scrutinizer for the Conduction the E Voting and Voting through Postal Ballot at the time of EGM to transact the Resolution. The Voting Result will be declared by the Company within 24 hours of Conclusion of EGM
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
8. Members intending to seek explanation /clarification about the Accounts at the Annual General Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
9. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail.

### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

The remote e-voting period begins on Tuesday, 23<sup>rd</sup> July, 2024 at 09:00 A.M. and ends on Thursday, 25<sup>th</sup> July, 2024 at 05:00 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. 19<sup>th</sup> July, 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 19<sup>th</sup> July, 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

**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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for 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 use 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [bhagyaagro123@gmail.com](mailto:bhagyaagro123@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories 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 [bhagyaagro123@gmail.com](mailto:bhagyaagro123@gmail.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 ([bhagyaagro123@gmail.com](mailto:bhagyaagro123@gmail.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.com](mailto:evoting@nsdl.com) 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.

**Date: 27/06/2024**  
**Place : Ahmedabad**

**By order of Board of Directors**

**Sd/-**  
**Kaupilkumar H. Shah**  
**Managing Director**  
**DIN : 08937535**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES  
ACT, 2013 (“the Act”)**

As required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item ;

**ITEM NO. 3**

**Issue of Convertible Warrants on a Preferential basis:**

The Board of Directors of the Company in their meeting held on 27th June, 2024, approved raising of funds aggregating upto Rs. 23.80 crore (Rupees Twenty Three Crore Eighty Lakhs only) by way of issuance of upto 85,00,000 (Eighty Five Lakhs) warrants, each convertible into or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each ('Warrants') at a price of Rs. 28/- each (Includes Rs. 10/- Face Value and Rs. 18/- Premium each) payable in cash ('Warrants Issue Price'), aggregating upto Rs. 23.80 crore (Rupees Twenty Three Crore Eighty Lakhs only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the allottees mentioned in the notice in the form of table A, (referred to as the 'Proposed Allottee'), by way of a preferential issue through private placement offer, that they have agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'ICDR Regulations').

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis issue.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 23.80 crore (Rupees Twenty Three Crore Eighty Lakhs only) by way of issuance of upto 85,00,000 (Eighty Five Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 28/- (Rupees Twenty Eight Only) each payable in cash, on a preferential basis to the Proposed Allottee as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

**1. Objects of the Issue:**

The Object of the Company to raise the fund by way of issue the warrant on the Preferential Basis to expand the Business of the Company and to meet the Long Term and Short term working capitals.

**2. Maximum number of securities to be issued:**

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto Rs. 23.80 crore (Rupees Twenty Three Crore Eighty Lakhs only) by way of issuance of upto 85,00,000 (Eighty Five Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each at a price of Rs. 28/- each payable in cash.

Minimum amount of Rs. 7/- (Rupees Seven Only), which is equivalent to 25% of the

Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant which is aggregation of Rs. 5.95 Crore (Rupees Five Crore Ninety-Five Lakhs Only) for total issue. The warrant holder will be required to make further payments of Rs. 21/- (Rupees Twenty One Only), which is equivalent to 75% of the each Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s) which is aggregating of Rs. 17.85 Crore (Rupees Seventeen Crore Eighty Five Lakhs) for total issue.

**3. The price or price band at which the allotment is proposed:**

The equity shares of the company are listed on BSE limited. The Issue price i.e. Rs. 28/- per warrant, is decided by the Board. The Minimum issue price is Rs. 27.66/- on the basis of Valuation Report of registered valuer, Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office at 306, "Gala Mart" Nr. Sobo Centre, Before Safal Parisar, Above SBI / Union Bank, South Bopal, Ahmedabad - 380058, Gujarat, which is arrived as per SEBI ICDR Regulations, 2018.

**4. Basis on which the price (including the premium, if any) has been arrived at along with report of the registered valuer:**

The Issue Price of the warrant is Rs. 28/- per warrant (Includes Rs. 10/-each face value and Rs. 18/- each premium). In terms of the SEBI ICDR Regulations, the minimum price at which the Warrants can be issued is Rs. 27.66 per Warrant, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issue and is the highest of the following:

- a) 90 Trading Days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 24.94 per equity share; or
- b) 10 Trading Days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 27.66 per equity share; or
- c) the price determined under the valuation report from the independent registered valuer.

In this regard, the Company has obtained a valuation report from registered valuer, Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office at 306, "Gala Mart" Nr. Sobo Centre, Before Safal Parisar, Above SBI / Union Bank, South Bopal, Ahmedabad - 380058, Gujarat, and the minimum price for the preferential issue determined by such independent registered valuer is Rs. 27.66. The same is also available on the website of the company at [www.citycropagro.in](http://www.citycropagro.in)

The Articles of Association of the Company also prescribe for a price for the preferential issue to be determined by a registered valuer or a valuer appointed for such purpose, who shall submit a valuation report in that behalf, subject to such conditions as maybe prescribed.

Further, as the equity shares of the Company have been listed for a period of more than ninety trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) the ICDR Regulations.

**5. Name and Address of the Valuer who performed valuation:**

The Company has received Valuation Report dated 27<sup>th</sup> June, 2024 from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office at 306, "Gala Mart" Nr. Sobo Centre, Before Safal Parisar, Above SBI / Union Bank, South Bopal, Ahmedabad – 380058, Gujarat.

## 6. Certificates and Valuation Report:

The Company has received Valuation Report dated 27th June, 2024 from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer.

The Company has also received a certificate from M/s. Dharti Patel & Associates, practicing Company Secretary (Membership No: F12801), certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018.

Further, the Company has also received the pricing certificate from the M/s. Dharti Patel & Associates, practicing company secretary (Membership No: F12801) as required for obtaining in-principle approval from the stock exchange under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

All these certificates of PCS (Pricing Certificate and Compliance Certificate) and valuation report available on the website of the Company i.e. [www.citycropagro.in](http://www.citycropagro.in) and available for inspection at the registered office of the Company during office hours.

## 7. Relevant Date on the basis on which price has been arrived at:

The 'Relevant Date' as per ICDR Regulations for the determination of the minimum price for Warrants to be issued is fixed as Thursday 26<sup>th</sup> June, 2024 i.e. 30 (thirty) days prior to the date of this Annual General Meeting.

## 8. The class or classes of persons to whom the allotment is proposed to be made:

The warrants are proposed to be issued to the individual, HUF and entities who do not form the part of the promoter group. The entire proposed issue will be allotted to the Non-Promoters of the Company.

## 9. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:

None of the Any Promoters, Directors or Key Management Personnel intends to subscribe to the warrants of the Company in the proposed issue.

## 10. Time frame within which the preferential issue shall be completed:

The allotment of warrants on Preferential basis shall be completed within 15 days from the date of shareholders' approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per ICDR Regulations, the allotment shall be completed within 15 days from the date of such approval.

## 11. Identity of the natural persons who are the ultimate beneficial owners of the warrants proposed to be allotted and / or who ultimately control the Proposed Allottee:

Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Convertible Warrant proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue: (As per shareholding pattern of 26.06.2024).

Sr. No.	Name of the Proposed allottees	Category	Pre-Issue Holding	Post-Issue Holding	Ultimate beneficial owners/Entities who ultimately
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			No. of Shares	%	No. of Shares	%	control proposed allottees of the warrants proposed to be allotted
1	Supremo Fitness Point Private Limited	Non-Promoter	Nil	Nil	1200000	4.84	Aaysha Mohammad Zaid Shaikh
2	TotalQ Industries Private Limited	Non-Promoter	Nil	Nil	1200000	4.84	Shaileshkumar Ramjibhai Patel
3	Innotell Infosoft Private Limited	Non-Promoter	Nil	Nil	1200000	4.84	Mahesh Desai
4	Honeywell Traders Sales India Private Limited	Non-Promoter	Nil	Nil	1000000	4.03	Chirag Soya
5	Rawna Tobacco Private Limited	Non-Promoter	Nil	Nil	1000000	4.03	Sneh Bharatkumar Parekh
6	Avyayaprabhu Iron & Steel Private Limited	Non-Promoter	Nil	Nil	850000	3.43	Dixit Karshanbhai Kajavdara
7	Miransh Finance Private Limited	Non-Promoter	Nil	Nil	850000	3.43	Yash Jaysukhbhai Gohel
8	Rajdev Tejas Rajeshbhai	Non-Promoter	Nil	Nil	250000	1.00	NA
9	Seema Tejas Rajdev	Non-Promoter	Nil	Nil	250000	1.00	NA
10	Rushabh Vimalkumar Shah	Non-Promoter	Nil	Nil	100000	0.40	NA
11	Henry Vimalbhai Shah	Non-Promoter	Nil	Nil	100000	0.40	NA
12	Khushali Rushabh Shah	Non-Promoter	Nil	Nil	100000	0.40	NA
13	Vimal Sumatilal Shah	Non-Promoter	Nil	Nil	100000	0.40	NA
14	Shah Henry Vimalkumar HUF	Non-Promoter	Nil	Nil	100000	0.40	Shah Henry Vimalkumar
15	Minaben Vimalkumar Shah	Non-Promoter	Nil	Nil	100000	0.40	NA
16	Shah Rushabh Vimalkumar HUF	Non-Promoter	Nil	Nil	100000	0.40	Shah Rushabh Vimalkumar

Note: The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

**12. Change in the control or composition of the Board that would occur consequent to preferential issue:**

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

**13. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:**

During the year, no preferential allotment has been made.

**14. Valuation and Justification for the allotment proposed to be made for consideration other than cash:**

The Proposed allotment is made by cash so the same is not applicable.

**15. Lock-in period:**

The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

**16. Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of Shares	% of Capital	No. of Shares	% of Capital
A	Promoter Holding				
1	Indian	0	0	0	0
	Individual	8924480	54.70	8924480	35.96
	Bodies Corporates	0	0	0	0
	<b>Sub-Total</b>	<b>8924480</b>	<b>54.70</b>	<b>8924480</b>	<b>35.96</b>
2	Foreign Promoter	0	0	0	0
	<b>Sub-Total (A)</b>	<b>8924480</b>	<b>54.70</b>	<b>8924480</b>	<b>35.96</b>
B	Non-Promoter Holding				
1	Institutional Investors	0	0	0	0
2	Non-Institutional Investors				
	Body Corporates	1823900	11.17	9123900	36.77
	Directors and Relatives	0	0	0	0
	Indian Public	5466380	33.50	6466380	26.06
	Other:				
	NRI	6000	0.04	6000	0.02
	Firm	6000	0.04	6000	0.02
	HUF	90000	0.55	290000	1.17
	<b>Sub-Total (B)</b>	<b>7392280</b>	<b>45.30</b>	<b>15892280</b>	<b>64.04</b>
	<b>Grand Total</b>	<b>1,63,16,760</b>	<b>100.00</b>	<b>2,48,16,760</b>	<b>100.00</b>

Note:

- 1) The above shareholding pattern has been prepared on the basis of shareholding as on 26/06/2024.
- 2) The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

**17. Undertaking by the Company:**

The Company hereby undertakes that:

- a) The Company undertakes that the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so. Further, the Company also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the warrant shall continue to be locked- in till the time such amount is paid by the allottees.
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the



ICDR Regulations.

**18. Material terms of raising such securities:**

The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

**19. Particulars of the offer, Kinds of Securities Offered, Price of the Securities offered including date of passing of Board resolution:**

Issue of upto 85,00,000 (Eighty Five Lakhs) Convertible Warrants of Face Value of INR 10/- each at an issue price of INR 28/- each (Includes Rs. 10/- Face Value and Rs. 18/- Premium each) on preferential basis for Cash consideration aggregating amount of upto Rs. 23.80 crore (Rupees Twenty Three Crore Eighty Lakhs only).

Date of passing Board Resolution for aforesaid Preferential Issue is 27<sup>th</sup> June, 2024.

**20. Principal terms of assets charged as securities:**

Not applicable

**21. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:**

Sr. No.	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	Supremo Fitness Point Private Limited	Not Applicable	Non-Promoter
2	TotalQ Industries Private Limited	Not Applicable	Non-Promoter
3	Innotell Infosoft Private Limited	Not Applicable	Non-Promoter
4	Honeywell Traders Sales India Private Limited	Not Applicable	Non-Promoter
5	Rawna Tobacco Private Limited	Not Applicable	Non-Promoter
6	Avyayaprabhu Iron & Steel Private Limited	Not Applicable	Non-Promoter
7	Miransh Finance Private Limited	Not Applicable	Non-Promoter
8	Rajdev Tejas Rajeshbhai	Not Applicable	Non-Promoter
9	Seema Tejas Rajdev	Not Applicable	Non-Promoter
10	Rushabh Vimalkumar Shah	Not Applicable	Non-Promoter
11	Henry Vimalbhai Shah	Not Applicable	Non-Promoter
12	Khushali Rushabh Shah	Not Applicable	Non-Promoter
13	Vimal Sumatilal Shah	Not Applicable	Non-Promoter
14	Shah Henry Vimalkumar HUF	Not Applicable	Non-Promoter
15	Minaben Vimalkumar Shah	Not Applicable	Non-Promoter
16	Shah Rushabh Vimalkumar HUF	Not Applicable	Non-Promoter

**22. Other disclosures:**

a) The Company has obtained the report of the registered valuer as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the

proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at [www.citycropagro.in](http://www.citycropagro.in)

b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of warrant under the Preferential Issue is for a cash consideration.

c) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.

d) The Company has not made any preferential allotment of securities during the last financial year.

e) All the warrants held by the Proposed Allottees in the Company are in dematerialized form only

f) None of the proposed allottees to whom warrants are proposed to be allotted by this preferential issue had sold/transferred Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 3 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 3 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

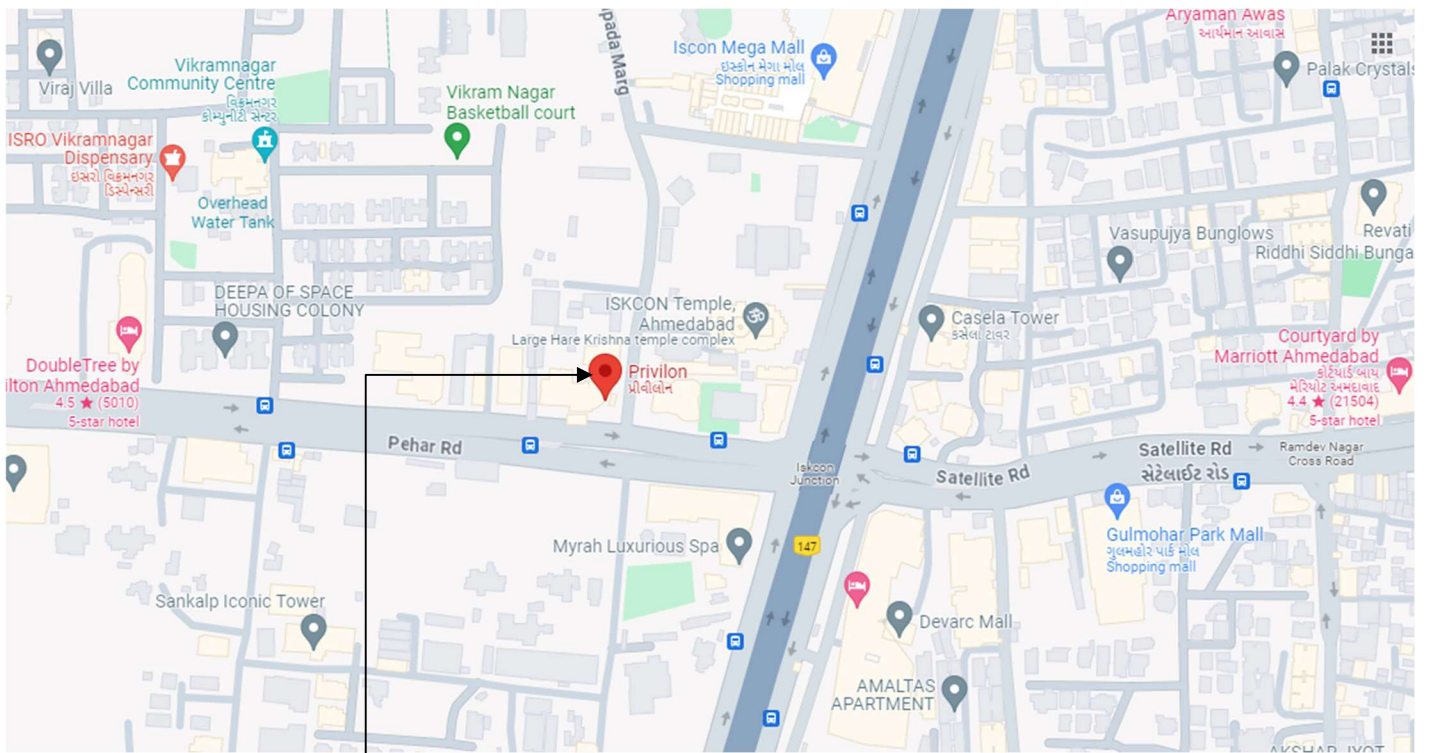
Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

**Date: 27/06/2024**  
**Place : Ahmedabad**

**By order of Board of Directors**

**Sd/-**  
**Kaupilkumar H. Shah**  
**Managing Director**  
**DIN : 08937535**

## ROUTE MAP TO EGM-



### Address :-

**City Crops Agro Limited**  
**A-703, Privilon, B/H Iscon Temple,**  
**Ambli-Bopal Road, S.G Highway,**  
**Thaltej Road, Ahmedabad, Gujarat, India, 380054**

## DIRECTOR'S REPORT TO THE MEMBERS

Dear Shareholders,

Your directors have pleasure in presenting the 11<sup>th</sup> Annual Report of **City Crops agro Limited** ('the Company') along with the audited financial statements for the financial year ended **31st March 2024**.

### 1. FINANCIAL SUMMARY

The Company's financial performances for the year under review along with previous year's figures are given hereunder:

PARTICULARS	INR in Lacs	
	2023-24	2022-23
Revenue from Operations	4520.04	2461.10
Other Income	0.00	1.40
Total Income	4520.04	2462.50
Profit before depreciation, finance costs and tax expense	259.03	136.11
Less: Depreciation/ Amortization	0.57	0.57
Profit before Finance Costs and Tax Expense	258.46	135.54
Less: Finance Costs	0.19	0.01
Profit before Tax	258.27	135.53
Less: Tax Expense (Current & Deferred)	30.20	22.43
Profit for the year after Tax	228.07	113.1

### 2. Performance Overview

The Company is primarily engaged in the business of manufacturing and trading activities. During the year 2023-24, the profit of the Company unfortunately increases to Rs. 228.07/- Lakhs from Rs. 113.10/- Compare to Last Financial Year. The Directors and the management of the Company continuously working on the process to increase the profit of the Company. The various teams and management are working on the growth and development of the Company. There has been no change in the nature of business of the Company during the financial year ended 31st March 2024.

### 3. DIVIDEND

The company has not declared any dividend to boost its resources.

#### **4. PUBLIC DEPOSITS**

During the year under review, the Company has neither accepted nor renewed any deposits from public falling under the ambit of Section 73 of the Companies Act, 2013 ("Act") read with the Companies (Acceptance of Deposits) Rules, 2014.

#### **5. INTERNAL FINANCIAL CONTROL**

The Company has in place adequate internal financial controls with respect to financial statements. The policies and procedures adopted by the Company ensure prevention and detection of frauds and errors, accuracy and completeness of the records and timely preparation of reliable financial statements. No Reportable material weakness in the design or operation was observed during the year.

#### **6. CAPITAL EXPENDITURE**

Capital expenditure of 0.57 Lacs was incurred during the year 2023-24.

#### **7. LISTING**

The company applied for the listing with the total issue size for of 1,63,16,760 Equity Shares of face value of Rs. 10 Each ("Equity Shares") the lead manager to the issue was Turnaround Corporate Advisors Private Limited and Registrar to The Issue was Skyline Financial Services Private Limited, issue opens on: September 26, 2023 issue closes on: September 29, 2023.

In the process of listing of company in BSE the company have reconstituted/ re- designated the board of directors committee; fresh audit committee/ nomination & remuneration committee/ stakeholder relationship committee were established. Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors. The Adequate notices are 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. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes. 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.

As per Reg. 15 of SEBI (LODR) Reg, 2015, the company is listed in SME platform. Hence the provision of under Reg 27 of SEBI (LODR) Reg, 2015 with respect to corporate governance is not applicable to the company. Pursuant BSE Circular No. LIST/COMP/01/2019-20 dated 2nd April 2019 and as per the terms of the Company's Code of Conduct for Prohibition of Insider Trading in securities, framed pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Company has Listed its 1,63,16,760 Equity Shares on BSE SME Platform vide BSE Notice No. 20231009-25 dated 09<sup>th</sup> October, 2023

## **8. DIRECTOR**

Mr. Kaupilkumar Hasmukhbhai Shah (DIN: 08937535) retires by rotation at the ensuing AGM, and being eligible, offers himself for re-appointment.

Profiles of Directors to be appointed/re-appointed at the ensuing AGM, as required by Regulation 36 (3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings, are given in the notice of the ensuing AGM.

## **DECLARATION BY INDEPENDENT DIRECTORS**

The Company's Independent Directors have submitted requisite declarations confirming that they continue to meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

Further, in terms of Section 150 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, the Independent Directors hold highest standard of integrity and possess the requisite qualifications, experience, expertise and proficiency.

## **9. AUDITORS**

The members of the Company at the 09th Annual General Meeting held on September 30, 2022 had appointed M/s VSSB & Associates, Chartered Accountant (Firm Registration No. 121356W) as the Statutory Auditors of the Company to hold office for a term of 5 consecutive years i.e. from the conclusion of the 09th Annual General Meeting till the conclusion of the 14th Annual General Meeting to be held in the year 2027.

M/s VSSB & Associates, Chartered Accountant, have consented their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with section 139 read with section 141 of the Companies Act, 2013.

M/s VSSB & Associates, Chartered Accountant, have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

There are no qualifications, reservations or adverse remarks or disclaimers made by the Auditors in their report on the financial statements of the Company for the year ended March 31, 2024.

#### **10. SECRETARIAL AUDITOR**

M/s. Dharti Patel & Associates, Practicing Company Secretaries have carried out Secretarial Audit under the provisions of Section 204 of the Act, for the financial year 2023-24 and submitted their report, which is annexed to this report. The report does not contain any qualification, reservation or adverse remark or disclaimer. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March 2024 is annexed and forms part of the Report.

#### **11. COST AUDITOR**

As specified by the Central Government under Section 148(1) of the Companies Act, 2013, the cost records are required to be maintained by the Company and accordingly such accounts and records are being maintained. However, the provisions of appointing Cost Auditor is Not Applicable for the financial year ending 31<sup>st</sup> March 2024.

#### **12. KEY MANAGERIAL PERSONNEL**

In terms of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Key Managerial Personnel of the Company for the FY 2023-24 are:

Mr. Kaupilkumar Hasmukhbhai Shah - Managing Director & Chief Financial Officer

Mrs. Zalakben Chintan Gajjar - Company Secretary

#### **13. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED UNDER SECTION 186 OF COMPANIES ACT, 2013**

Particulars of loans and advances given are provided under note to the

financial statement. Particulars of investment made are provided under to the financial statement provided in this Annual Report. The Company has not given any guarantee or security in connection with a loan to any other body corporate or person.

#### **14. WHOLLY OWNED SUBSIDIARY**

The Company City Crops Agro Limited does not have any subsidiary.

#### **15. ANNUAL EVALUATION OF THE BOARD'S PERFORMANCE**

The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and Directors, including the Chairman of the Board as per the requirements as specified in the guidance note issued by the Securities Exchange Board of India (SEBI) and the provisions of the Companies Act, 2013. The performance evaluation exercise was carried out through a structured evaluation process (by circulation of detailed evaluation matrix to all the Directors and was reviewed & confirmed by each Director) covering various aspects of the functioning of the Board and Committees such as their composition, experience & competencies, performance of specific duties & obligations, governance issues etc. NRC reviewed the performance of individual Directors on the basis of criteria as specified in the Guidance note and in a separate meeting of independent directors, performance of Non-Independent Directors and the Board as a whole was evaluated. The above evaluations were then discussed in the Board meeting and performance evaluation of Independent directors was done by the entire Board, excluding the Independent Director being evaluated and the Board was satisfied with their performances, which reflected the overall engagement of the Board, Committees and the directors with the Company.

#### **16. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. In line with the City Crops Agro Limited Code of Conduct ('CoC'), any actual or potential violation, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the CoC cannot be undermined. Hence, the Company has established a vigil mechanism through "City Crops Agro Limited Whistle Blower Policy" to enable employees, trainees, directors and Vendors of the Company, to report genuine concerns, unethical behavior, actual or suspected fraud, violation of Company's Insider Trading Code, any unlawful act or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of the whistle blower and also provides for direct access to the Chairman of the audit committee. There were



no whistle blower complaints received by the Company during the year.

### **17. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING**

SEBI has mandated that the Business Responsibility and Sustainability Reporting (BRSR) shall be applicable to the top 1,000 listed entities (by market cap) for reporting on a mandatory basis from FY 2023-24. The Company does not fall under the list of top 1,000 listed entities, so BRSR is not applicable to the Company.

### **18. BUSINESS RISK MANAGEMENT:**

The Company's management systems, organizational structures, processes, codes of conduct together form the basis of risk management system that governs and manages associated risks. The Board does not foresee any risk which may threaten the existence of the Company.

### **19. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGOING**

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

#### **CONSERVATION OF ENERGY:**

- The steps taken or impact on conservation of energy:

The Company has used various energy conservation measures that impact conservation of the environment. The company is preventing wastage, using the latest energy efficient technology like inverter-based air conditioners, replacing old conventional light fittings with latest generation CFL and LED light fittings to reduce the overall power consumption. The Company is promoting maximum usage of natural light in the day time by placing side glass windows.

- The steps taken by the company for utilizing alternate sources of energy:

The Company is exploring ways and ideas through which it can utilize alternate sources of energy in energy intensive production line in place of conventional sources of energy, its viability, and cost effectiveness. No capital investment was made by the Company in energy conservation equipment.

- The capital investment on energy conservation equipment's;

No capital investment was made by the Company in energy conservation equipment.

#### **TECHNOLOGY ABSORPTION:**

The Company has not incurred any major expenditure which can be

appropriated to Research and Development work.

## **FOREIGN EXCHANGE EARNINGS AND OUTGO : NIL**

### **20. STATUTORY STATEMENTS**

#### **20.1 Corporate Social Responsibility**

As required under Section 134(3)(o) of the Act, the provisions of the Corporate Social Responsibility is Not Applicable on the Company.

#### **20.2 Directors' Responsibility Statement**

Pursuant to Section 134(3)(c) of the Act, it is hereby confirmed that;

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.
- b. 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 as at 31st March 2024 and of the profit of the Company for the year ended on that date;
- c. That directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The directors had prepared the annual accounts on a going concern basis;
- e. The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **21. DISCLOSURES UNDER COMPANIES ACT, 2013**

#### **21.1 Extract of the Annual Return:**

In accordance with the Companies Act, 2013, the annual return in the prescribed format is available at [www.citycropagro.in](http://www.citycropagro.in) within 60days of Completion of Annual General Meeting.

#### **21.2 Number of Board Meetings:**

The Board of Directors met 8 (Eight) times during the year 2023-24. The details of the Board meetings and the attendance of the Directors provided in the Annual Return of the Company available on the website of the Company within 60 days of Annual General Meeting.

#### **21.3 Committees of Board of Directors:**

Details of memberships and attendance of various committee meetings are given in Annual Return and The Meetings were held on regular interval. The Board has accepted / considered all recommendations made by the Committees to the Board during the financial year.

#### **21.4 Related Party Transactions:**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no related party transactions made by the company with promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. A detailed report on contracts & arrangements made with related parties during the financial year 2023-24 being arm's length transaction have been reported and annexed as note no. 31 to the financial statements.

#### **22. POLICIES**

The following policies approved by the Board of Directors of the Company were uploaded and are available in the Company's website at the web link [www.citycropagro.in](http://www.citycropagro.in)

22.1.1 Policy For Preservation Of Documents And Archival Of Documents

22.1.2 Policy on Vigil Mechanism

22.1.3 Nomination and Remuneration Policy

22.1.4 Policy on Board Diversity

22.1.5 Code of Fair Disclosure n Price Sensitive information

22.1.6 Policy for Determining Materiality for Disclosures

22.1.7 Policy on Related Party Transactions

22.1.8 Risk Management Policy

22.1.9 Performance Evaluation Mechanism

22.1.10 Material subsidiary policy

#### **23. PARTICULARS OF DISCLOSURES AS REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013**

The ratio of the remuneration of each director to the median remuneration of the employees for the financial year and such other details as required are as given below:

The remuneration of Directors and employees are as per the remuneration policy of the Company. The statement of particulars of employees as per Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, for the year ended 31st March 2024, is given and forms part of this Report.

#### **24. AUDIT COMMITTEE**

The Composition of Committees of The Board of Directors are as follows:

<b>Name of the Director</b>	<b>Category</b>	<b>Designation of Committee</b>
Shivangi Bipinchandra Gajjar	Non-Executive Independent	Chairman
Bhavna Shah	Non-Executive Independent	Member
Kaupilkumar Hasmukhbhai Shah	Managing Director	Member

#### **25. NOMINATION AND REMUNARATION COMMITTEE**

The Composition of Committees of The Board of Directors are as follows:

<b>Name of the Director</b>	<b>Category</b>	<b>Designation</b>
Shivangi Bipinchandra Gajjar	Non-Executive Independent	Chairman
Priyanka Gola	Non-Executive Independent	Member
Kaupilkumar Hasmukhbhai Shah	Managing Director	Member

#### **26. STAKEHOLDER RELATIONSHIP COMMITTEE**

The Composition of Committees of The Board of Directors are as follows:

<b>Name of the Director</b>	<b>Category</b>	<b>Designation</b>
Shivangi Bipinchandra Gajjar	Non-Executive Independent	Chairman
Priyanka K. Gola	Non-Executive Independent	Member
Bhavna Shah	Non-Executive Independent	Member

#### **27. CORPORATE GOVERNANCE**

The Company is Listed of BSE SME Platform and As per the SEBI (LODR)

Regulation, 2015, the Company having Listed on SME Platform is Not Required to Corporate Governance. So Corporate Governance is Not Applicable to the Company.

## **28. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Company has a structured familiarization program for independent Directors of the Company which also extends to other Non-Executive Directors to ensure that Directors are familiarized with their function, role, rights, responsibilities and the nature of the company Business. The Board of Directors has complete access to the information within the Company. Presentations are made to the Board of Directors at all the Meetings and all Committees of the Board on various matters, where Directors get an opportunity to interact with Senior Management. Presentations, inter alia, cover the Company's strategy, business model, operations, markets, organization structure, product offerings, finance, risk management framework, quarterly and annual results, human resources, technology, quality and such other areas as may arise from time to time. The Company also issues appointment letters to the Independent Directors which also incorporates their role, duties and responsibilities. Further, regulatory updates on regulatory changes are also periodically placed before the Board.

## **29. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013-**

The Company has adopted the Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. In compliance with the provisions under Section 4 of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, Internal Complaints Committee (ICC) of the Company has been constituted to redress complaints regarding sexual harassment. No complaint was received during the year 2023-24.

## **30. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS**

During the year under review, no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

## **31. Acknowledgement**

The directors thank the distributors, vendors and bankers for their continued support and assistance. The directors gratefully acknowledge the support

rendered by them. The directors wish to place on record their appreciation of the excellent work done by employees of the Company at all levels during the year. The directors specially thank the shareholders for the confidence reposed by them in the Company.

**For and on Behalf of the Board**

**Date : 27.06.2024**

**Place: Ahmedabad**

**Sd/-**

**Kaupilkumar H. Shah**

**Managing Director**

**DIN: 08937535**

**Sd/-**

**Shitalben K. Shah**

**Director**

**DIN: 08935979**

**Form No. MR – 3**  
**Secretarial Audit Report**  
**For the Financial year ended on 31st March 2024**  
**[Pursuant to section 204(1) of the Companies Act 2013 and Rule No. 9 of the**  
**Companies (Appointment and Remuneration of Managerial Personnel) Rules**  
**2014]**

To  
The Members of  
City Crops Agro Limited  
A-703, Privilon, B/H Iscon Temple,  
Ambli-Bopal Road, S.G Highway, Thaltej Road,  
Ahmedabad, Gujarat, India, 380054

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by City Crops Agro Limited (hereinafter called the Company) (CIN: U51200GJ2013PLC074296) having its registered office at A-703, Privilon, B/H Iscon Temple, Ambli-Bopal Road, S.G Highway, Thaltej Road, Ahmedabad, Gujarat, India, 380054. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of City Crops Agro Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by City Crops Agro Limited (CIN: U51200GJ2013PLC074296) having its Registered Office at A-703, Privilon, B/H Iscon Temple, Ambli-Bopal Road, S.G Highway, Thaltej Road, Ahmedabad, Gujarat, India, 380054 for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. (Not Applicable during the period under review.)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during Audit Period.)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable to the Company during Audit Period.)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2019; (Not Applicable to the Company during Audit Period)



- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) We have relied on the representation made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations to the Company:
- (vii) As declared by the Management, at present there is no law which is specifically applicable to the Company;

We have also examined compliance with following applicable clauses:

- i) Secretarial Standards issued by Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We 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.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were usually sent 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.

There were no dissenting views on any matter by the members.

We 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.

We further report that during the audit period the Company has no specific events

/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

*Note: 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.*

**For, Dharti Patel & Associates  
Company Secretaries**

**Place: Ahmedabad**

**Date: 27.06.2024**

**Sd/-**

.....

**Dharti Patel**

**Proprietor**

**M.No. F12801**

**C.P. No. 19303**

**UDIN: F012801F000450194**

## **Annexure A to Secretarial Audit Report**

To  
The Members of  
City Crops Agro Limited  
A-703, Privilon, B/H Iscon Temple,  
Ambli-Bopal Road, S.G Highway, Thaltej Road,  
Ahmedabad, Gujarat, India, 380054.

Our Report 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. Our responsibility is to express an opinion on Secretarial Records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we 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 the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For, Dharti Patel & Associates  
Company Secretaries**

**Place: Ahmedabad**

**Date: 27.06.2024**

**Sd/-**

.....

**Dharti Patel**

**Proprietor**

**M.No. F12801**

**C.P. No. 19303**

**UDIN: F012801F000450194**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT** **INDUSTRY STRUCTURE AND DEVELOPMENTS:**

The Company is engaged in the Commercial Agriculture to deal in trading, export, import such agricultural products. India is known as “Land of Villages”. Near about 67% of India’s population live in villages. The occupation of villagers is agriculture. Agriculture is the dominant sector of our economy & contributes in various ways.

### **OPPORTUNITIES AND THREATS:**

The improvement in the global economic situation coupled with protection given by Indian Government provides opportunity for growth and it is set to grow in Expected line Outlook. The company expects the pressure on Quality Customer to continue due to competition.

### **SEGMENT WISE PERFORMANCE:**

The Company operates in single segment.

### **RISKS AND CONCERNS:**

Your Company had put a risk management framework in place post a comprehensive review of its risk management process. Your Company has taken a fresh look at the risk management framework. The review involved understanding the existing risk management initiatives, zero-based identification and assessment of risks in the various businesses as also the relative control measures and arriving at the desired counter measures keeping in mind the risk appetite of the organization. The Risk Committee has periodically reviewed the risks in the various businesses and recommended appropriate risk mitigating actions. Macro-economic factors including economic and political developments, natural calamities which affect the industrial sector generally would also affect the businesses of your Company. Legislative changes resulting in a change in the taxes, duties and levies, whether local or central, also impact business performance and relative competitiveness of the businesses.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company maintains adequate internal control systems, which provide among other things reasonable assurance of recording the transactions of its operations in all material respects and of providing protection against significant misuse or loss of Company’s assets. The Internal Auditors have introduced several objective tools to assess strengths of our internal controls as also, identify areas where it needs to be further strengthened. The scope and authority of the Internal Audit are well defined in the internal audit charter, approved by the Audit Committee. Internal audit plays a key role in providing an assurance to the Board of Directors of adequate internal control system. The audit committee at its meetings reviewed the reports of the

internal auditors as well as the Risk Management process of the Company.

**FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

The financial performance of the Company for the year 2023-24 is described in the Directors' Report under the head 'Financial Performance of the Company'.

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONT:**

Your Company has undertaken certain employees' development initiatives which have very positive impact on the morale and team spirit of the employees. The Company has continued to give special attention to Human Resources/Industrial Relations development. Industrial relations remained cordial throughout the year and there was no incidence of strike, lock-out etc. Functional training and employee engagement was given adequate weight age during the year to enhance employee productivity and morale. Re-training on occupational, health, safety and environment were carried out in both the manufacturing facilities to improve awareness.

**CAUTIONARY STATEMENT:**

Statement in this Management Discussion and Analysis Report, describing the Company's objectives, estimates and expectations may constitute 'Forward Looking Statements within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

**For and on Behalf of the Board**

**Date : 27.06.2024**

**Place: Ahmedabad**

**Sd/-  
Kaupilkumar H. Shah  
Managing Director  
DIN: 08937535**

**Sd/-  
Shitalben K. Shah  
Director  
DIN: 08935979**

## **INDEPENDENT AUDITOR’S REPORT**

To,

The Members of,

### **CITY CROPS AGRO LIMITED**

(Formerly Known as Bhagya Agro Care Private Limited)

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying Standalone financial statements of **City Crops Agro Limited** (“the Company”), which comprise the balance sheet as at 31st March 2024, and the statement of profit and loss and statement of cash flows and notes to the financial statement, for the year ended 31<sup>st</sup> March 2024, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements gives the information required by the Companies Act, 2013 (“the ACT”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2024, and its **Profit**, its cash flows for the year ended on that date.

#### **Basis for Opinion**

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

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have nothing to report as key audit matters.

## **Information other than the financial statements and Auditor's Report Thereon**

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the 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 Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, cash flows 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 standalone 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 Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone 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 Standalone Financial statements.

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

- Identify and assess the risks of material misstatement of the Standalone 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 Standalone Financial statement 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 Standalone 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 Standalone Financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced.

We consider quantitative materiality and qualitative factors (i) in planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

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

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

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

### **Emphasis Of Matter:**

Refer to Notes forming part of statement which includes the balance of Trade Receivables, Trade Payables, Loans including deposits and advances are subject to confirmation from and reconciliation with the relevant parties as on the date of balance sheet date.

Our opinion is not modified with respect to above mentioned matters.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet and the Statement of Profit and Loss, the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone 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 with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to the Standalone Financial Statement.
  - (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - a. The Company does not have any pending litigations which would impact its financial position
    - b. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - d. (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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;

(ii) The management has represented, that, to the best of it’s knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, 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; and

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contain any material misstatement.

e. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

f. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

g. Based on our examination which included test checks, we concluded that company has used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility but the same has not been operated throughout the year for all relevant transactions recorded in the respective softwares:

i. In respect of the Company, the feature of recording audit trail (edit log) facility was not enabled at the database layer to log any direct data changes for all the accounting softwares used for maintaining the books of account.

ii. In respect of the Company, in the absence of coverage of audit trail (edit log) with respect to database level in the independent auditor’s report in relation to controls at the service organisation for accounting software used for preparation of financial statements, which is operated by third- party software service provider, we are unable to comment whether the audit trail feature of the database level of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software. Further, where audit trail (edit log) facility was enabled and operated, we did not come across any instance of the audit trail feature being tampered with.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Date : 30/05/2024

Place : Ahmedabad

**For, V S B & Associates**

Chartered Accountants

Firm No. 0121356W

(Vishves A. Shah)

Partner

M. No. 109944

UDIN: 24109944BKACRI9979

## **“Annexure A” to Independent Audit Report**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

### **Report on the Internal Financial Controls with reference to Standalone Financial Statement under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the Internal Financial Controls with reference to Standalone Financial Statements of **City Crops Agro Limited** (Formerly Known as Bhagya Agro Care Private Limited) (“the Company”) as of 31st March, 2024 in conjunction with our audit of the Standalone 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 with reference to Standalone Financial Statements 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 Act.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Standalone Financial Statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under -section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Standalone Financial Statements. 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 with reference to Standalone Financial Statements 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 with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial

Statements, 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 judgement, 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 with reference to Standalone Financial Statements.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control with reference to Standalone Financial Statement 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 unauthorised 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 with reference to Standalone Financial Statements, 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 with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone

Financial Statements were operating effectively as at 31<sup>st</sup> March, 2024, based on the criteria for internal financial control with reference to Standalone Financial Statements 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.

Date : 30/05/2024

Place : Ahmedabad

**For, V S B & Associates**

Chartered Accountants

Firm No. 0121356W

(Vishves A. Shah)

**Partner**

M. No. 109944

UDIN: 24109944BKACRI9979

## **“ANNEXURE B” to the Independent Audit Report**

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i.) (a) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
  - (ii) The Company has no intangible assets during the financial year. Hence this clause is not applicable.
- (b) As explained to us, the Property, plant, and equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us, we report that, Company has no immovable properties on its name, hence this clause is not applicable.
- (d) According to the information and explanation given to us and the records produced to us for our verification, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, clause 3(i)(d) of the Order is not applicable.
- (e) In our opinion and according to the information and explanation given to us, the company does not have any proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year at reasonable intervals. In our opinion the coverage and procedure of such verification by the management is appropriate. The discrepancies of 10% or more in the aggregate for each class of inventory were not noticed.
  - (b) The company has not been sanctioned a working capital limit from banks or financial institutions on the basis of security of current assets at any point during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable.



(iii) During the year, the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Therefore, the provisions of clause 3(iii) of the said Order are not applicable to the company.

(iv) The Company has not made any loans, investments, guarantees and security on which provisions of Sections 185 and 186 of the Companies Act, 2013 are applicable. Therefore, the provisions of clause 3(iv) of the said Order are not applicable to the company.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act. Therefore, the provisions of paragraph 3(v) of the Order are not applicable.

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

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has been regular in depositing undisputed statutory dues, including Goods and Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service Tax, Cess and other material statutory dues in arrears as at 31st March, 2024 for a period of more than six months from the date they became payable.

(b) Details of dues of Income Tax which have not been deposited as on 31st March, 2024 on account of disputes are given below:

<b>Name of the Statute</b>	<b>Nature of the dues</b>	<b>Amount Rs.</b>	<b>Forum where dispute is pending</b>	<b>Remarks</b>
Income tax	Income Tax Payable u/s 143(1)	20,57,810	CPC	Company has not paid Self-assessment tax for FY 2022-23

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no unutilized term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company does not have any subsidiaries, joint ventures or associate companies. Therefore, the question of raising loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies does not arise.

(x) (a) In our Opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of initial public offer for the purpose for which they are raised.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi) (a) Based upon the audit procedures performed and the information and explanations given by the management, the company has neither committed any fraud nor has any fraud on the Company by its officers or employees has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section 12 of section 143 of the Companies Act has been filed in Form ADT 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) As represented to us by the Management there were no whistle-blower complaints received by the Company during the year and up to the date of this report.

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

(xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Companies Act where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements etc. as required by the applicable accounting standards.

(xiv) (a) In our opinion, the Company is required to have an adequate internal audit system u/s 138 of the Companies Act, However, it does not have the same established for the year.

(b) The Company did not have an internal audit system for the period under audit so we are unable to obtain internal audit report. Hence, we haven't considered internal audit report.

- (xv) In our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with it directors and, hence, provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi) (a) of the Order is not applicable to the Company.
- b) According to the information and explanations given to us and based on our examination of the records of the Company the company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, clause 3 (xvi) (b) of the Order is not applicable to the Company
- c) In our opinion and according to the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3 (xvi) (c) of the Order is not applicable to the Company.
- d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3 (xvi) (d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) Based on the audit procedures performed and the information and explanations given by the management, there has been no resignation of the statutory auditors during the year. Hence, reporting under Paragraph 3 (xviii) of the Order is not applicable to the Company.
- (xix) 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 and 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 indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) There is no liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) of paragraph 3 of the order are not applicable to the Company.

(xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, Therefore, the provisions of Clause (xxi) of paragraph 3 of the order are not applicable to the Company.

Date 30/05/2024

Place Ahmedabad

**For, V S S B & Associates**

Chartered Accountants

Firm No.121356W

(Vishves A. Shah)

**Partner**

M. No. 138132

UDIN: 24109944BKACRI9979

**CITY CROPS AGRO LIMITED**  
(Formerly Known as Bhagya Agro Care Private Limited)  
CIN: U51200GJ2013PLC074296  
**Balance Sheet as at March 31, 2024**

(Amount in Thousands, unless mentioned otherwise)

	Particulars	Note No.	As at March 31, 2024		As at March 31, 2023	
<b>I Equity &amp; Liabilities</b>						
<b>1. Shareholders' funds</b>						
	(a) Share Capital	2	163167.60		103167.60	
	(b) Reserves and Surplus	3	129055.37		16257.40	
	(c) Money received against share warrants		0.00		0.00	
			<b>292222.97</b>			<b>119425.00</b>
<b>2. Share application money pending allotment</b>						
			<b>0.00</b>			<b>0.00</b>
<b>3. Non - Current Liabilities</b>						
	(a) Long -Term Borrowings	4	201.00		201.00	
	(b) Deferred Tax Liabilities (Net)		0.00		3.68	
	(c) Other Long - Term Liabilities		0.00		0.00	
	(d) Long - Term Provisions		0.00		0.00	
			<b>201.00</b>			<b>204.68</b>
<b>4. Current Liabilities</b>						
	(a) Short - Term Borrowings		0.00		0.00	
	(b) Trade Payables	5				
	Micro and Small Enterprises		0.00		0.00	
	Other than Micro and Small Enterprises		25035.45		17849.02	
	(c) Other Current Liabilities	6	2468.42		551.32	
	(d) Short - Term Provisions	7	3542.77		2240.83	
			<b>31046.65</b>			<b>20641.17</b>
	<b>TOTAL</b>		<b>323470.62</b>			<b>140270.85</b>
<b>II Assets</b>						
<b>1. Non - Current Assets</b>						
	(a) Property, Plant & Equipment & Intangible Assets					
	(i) Property, Plant & Equipumnt	8	21.95		78.95	
	(ii) Intangible Assets		0.00		0.00	
	(iii) Capital Work-in-Progress		0.00		0.00	
	(iv) Intangible Assets under Development		0.00		0.00	
	(b) Deferred Tax Assets (Net)		4.97		0.00	
	(c) Non - Current Investments	9	30000.00		0.00	
	(d) Long - Term Loans and Advances	10	35025.00		40116.95	
	(e) Other Non - Current Assets		0.00		0.00	
			<b>65051.91</b>			<b>40195.90</b>
<b>2. Current Assets</b>						
	(a) Inventories		97422.12		10881.86	
	(b) Trade Receivables	11	158185.72		88798.20	
	(c) Cash and Cash equivalents	12	818.80		275.81	
	(d) Short - Term Loans and Advances	13	0.00		0.00	
	(e) Other Current Assets	14	1992.06		119.08	
			<b>258418.71</b>			<b>100074.94</b>
	<b>TOTAL</b>		<b>323470.62</b>			<b>140270.85</b>
<b>Significant Accounting Policies</b>						
		1				

As per our separate report of even date

**See accompanying notes to the financial statements**

**For, V S S B & Associates**

Chartered Accountants

Firm No:-121356W

**For & on behalf of the Board,  
CITY CROPS AGRO LIMITED**

(Vishves A. Shah)

**Partner**

M. No. 109944

UDIN: 24109944BKACRI9979

Kaupil H Shah  
**Managing Director/CFO**  
(DIN:08937535)

Shitalben K Shah

**Director**

(DIN:08935979)

Place : Ahmedabad

Date : 30/05/2024

Zalakben C Gajjar  
**Company Secretary**

Place : Ahmedabad

Date : 30/05/2024

**CITY CROPS AGRO LIMITED**  
(Formerly Known as Bhagya Agro Care Private Limited)  
CIN: U51200GJ2013PLC074296  
**Statement of Profit and Loss for the year ended March 31, 2024**

(Amount in Thousands, unless mentioned otherwise)

	Particulars	Note No.	For the year ended March 31, 2024		For the year ended March 31, 2023	
I	Revenue from Operations	15	452003.88		246109.64	
II	Other Income	16	0.00		140.15	
III	<b>Total Income (I + II)</b>			<b>452003.88</b>		<b>246249.80</b>
IV	<b>Expenses</b>					
	Purchases	17	503824.48		237348.06	
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	18	(86540.27)		(10881.86)	
	Employee Benefits Expenses	19	999.50		876.00	
	Finance Costs	20	19.06		0.76	
	Depreciation and Amortization Expense	21	57.01		57.01	
	Other Expenses	22	7817.64		5694.06	
	<b>Total Expense</b>			<b>426177.43</b>		<b>233094.03</b>
V	<b>Profit before Exceptional and Extraordinary Items and Tax (III-IV)</b>			<b>25826.45</b>		<b>13155.77</b>
VI	Exceptional Items			<b>0.00</b>		<b>0.00</b>
VII	<b>Profit before Extraordinary Items and Tax (V-VI)</b>			<b>25826.45</b>		<b>13155.77</b>
VIII	Extraordinary Items			<b>0.00</b>		<b>0.00</b>
IX	<b>Profit Before Tax (VII-VIII)</b>			<b>25826.45</b>		<b>13155.77</b>
X	<b>Tax Expense:</b>					
	(a) Current Tax		3037.12		1849.18	
	(b) Deferred Tax		(8.65)		(3.59)	
	(c) MAT Credit Entitlement		0.00		0.00	
				<b>3028.48</b>		<b>1845.59</b>
XI	<b>Profit for the Period from Continuing Operations (IX - X)</b>			<b>22797.98</b>		<b>11310.18</b>
XII	Profit/(Loss) for the Period from Discontinuing Operations			<b>0.00</b>		<b>0.00</b>
XIII	Tax Expense of Discontinuing Operations			<b>0.00</b>		<b>0.00</b>
XIV	<b>Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)</b>			<b>0.00</b>		<b>0.00</b>
XV	<b>Profit for the Period (XI + XIV)</b>			<b>22797.98</b>		<b>11310.18</b>
XVI	<b>Earnings Per Equity Share</b> (Face Value Rs. 10/- Per Share): Basic (Rs.)	22		1.73		1.10
	<b>Significant Accounting Policies</b>	1				

As per our separate report of even date

See accompanying notes to the financial statements

For, V S S B & Associates

Chartered Accountants

Firm No:-121356W

For & on behalf of the Board,  
CITY CROPS AGRO LIMITED

(Vishves A. Shah)

**Partner**

M. No. 109944

UDIN: 24109944BKACRI9979

Kaupil H Shah  
**Managing Director/CFO**  
(DIN:08937535)

Shitalben K Shah

**Director**

(DIN:08935979)

Place : Ahmedabad

Date : 30/05/2024

Zalakben C Gajjar

**Company Secretary**

Place : Ahmedabad

Date : 30/05/2024

**CITY CROPS AGRO LIMITED**  
(Formerly Known as Bhagya Agro Care Private Limited)  
**Notes to financial statements for the year ended March 31, 2024**

**Note 2 - Share Capital**

(Amount in Thousands, unless mentioned otherwise)

(a)	Particulars	As at March 31, 2024	As at March 31, 2023
	<b>Authorised :</b>		
	2,50,00,000 Equity Shares of Rs. 10/- each (Previous year 1,20,00,000 Equity shares of Rs.10 /- each)	250000.00	120000.00
	<b>TOTAL</b>	<u><u>250000.00</u></u>	<u><u>120000.00</u></u>
	<b>Issued, Subscribed and Paid-up :</b>		
	16316760 Equity Shares of Rs. 10/- each (Previously 10316760 shares of Rs. 10/- each)	163167.60	103167.60
	<b>TOTAL</b>	<u><u>163167.60</u></u>	<u><u>103167.60</u></u>

**(b) Detailed note on the terms of the rights, preferences and restrictions relating to each class of shares including restrictions on the distribution of dividends and repayment of capital.**

- i) Company has issued 60,00,000 Equity shares through IPO during the year which is Pari-Passu to Existing Class of Equity Shares. Hence, The Company has only one class of Equity Shares having face value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. During the year ended on 31st March, 2024 the Company has not declared any dividend.
- ii) In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

**(c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>No. of shares at the beginning of the year</b>	10316.76	10316.38
<b>Add: Issue of Shares during the year</b>		
Shares issued through IPO during the year	6000.00	0.00
Right Shares issued during the year	0.00	0.38
Bonus Shares issued during the year	0.00	0.00
Preferential Equity Issued during the year	<u>0.00</u>	<u>0.00</u>
	6000.00	0.38
<b>No. of shares at the end of the year</b>	<u><u>16316.76</u></u>	<u><u>10316.76</u></u>

**(d) Aggregate details for five immediately previous reporting periods for each class of shares**

Particulars	As at March 31, 2024	As at March 31, 2023
- No. of shares allotted as fully paid up pursuant to contracts without payment being received in cash	-	-
- No. of shares allotted as fully paid by way of Bonus Shares	-	-
- No. of shares bought back	-	-

**CITY CROPS AGRO LIMITED**  
(Formerly Known as Bhagya Agro Care Private Limited)  
**Notes to financial statements for the year ended March 31, 2024**

**(e) Details of shareholders holding more than 5% shares in the company**

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	Nos.	%	Nos.	%
Kaupilkumar Hasmukhbhai Shah	5,167,300	31.67%	5,167,300	50.09%
Shitalben Kaupilkumar Shah	3,757,180	23.03%	3,757,180	36.42%
Chandrima Mercantiles Limited	1,391,900	8.53%	1,391,900	13.49%

Shares held by Promoters at the end of the year			% Change during the year	
Name of Promoter	Number of Shares	%		
Kaupilkumar Hasmukhbhai Shah	5,167,300	31.67%	18.42%	
Shitalben Kaupilkumar Shah	3,757,180	23.03%	13.39%	

**(f) Detailed note on shares reserved to be issued under options and contracts / commitment for the sale of shares / divestments including the terms and conditions.**

The company does not have any such contract / commitment as on reporting date.

**(g) Detailed terms of any securities convertible into shares, e.g. in the case of convertible warrants, debentures,**

The company does not have any securities convertible into shares as on reporting date.

**Note 3 - Reserves & Surplus** (Amount in Thousands, unless mentioned otherwise)

Particulars	As at March 31, 2024		As at March 31, 2023	
<b>(i) Capital Reserve</b>				
As per last Balance Sheet	-		-	
Add: Additions during the year	-		-	
Less: Utilised / transferred during the year	-		-	
		-		-
<b>(ii) General Reserve</b>				
As per last Balance Sheet	-		-	
Add: Transferred from Profit and Loss Account	-		-	
Less: Transferred to Profit and Loss Account	-		-	
		-		-
<b>(iii) Securities Premium</b>				
As per last Balance Sheet	-		-	
Add: Additions during the year	90000.00		-	
Less: Utilised / transferred during the year	-	90000.00	-	0.00
<b>(iv) Surplus in the Profit &amp; Loss Account</b>				
As per last Balance Sheet	16257.40		4947.22	
Add: Profit / (Loss) for the year	22797.98		11310.18	
Amount available for appropriations	39055.37		16257.40	
		39055.37		16257.40
<b>TOTAL</b>		<b>129055.37</b>		<b>16257.40</b>



**CITY CROPS AGRO LIMITED**  
(Formerly Known as Bhagya Agro Care Private Limited)  
**Notes to financial statements for the year ended March 31, 2024**

**Note 4 - Long Term Borrowings** (Amount in Thousands, unless mentioned otherwise)

Particulars	As at March 31, 2024	As at March 31, 2023
(a) From Banks		
Secured	-	-
Unsecured	-	-
	-	-
(b) Loans and advances from Related Parties		
Secured	-	-
Unsecured	201.00	201.00
	201.00	201.00
(c) Loans and advances from others		
Secured	-	-
Unsecured	-	-
	-	-
<b>TOTAL</b>	<b>201.00</b>	<b>201.00</b>

**Note 5 - Trade Payables** (Amount in Thousands, unless mentioned otherwise)

Particulars	As at March 31, 2024	As at March 31, 2023
Current payables (including acceptances) outstanding for less than 12 months	25035.45	17849.02
<b>TOTAL</b>	<b>25035.45</b>	<b>17849.02</b>

**Note 6 - Other Current Liabilities** (Amount in Thousands, unless mentioned otherwise)

Particulars	As at March 31, 2024	As at March 31, 2023
Unpaid Expenses	284.04	290.04
Statutory Dues	2184.38	261.28
<b>TOTAL</b>	<b>2468.42</b>	<b>551.32</b>

**Note 7 - Short-Term Provisions** (Amount in Thousands, unless mentioned otherwise)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision For Audit Fees	50.00	36.00
Provision For Taxation	3037.12	1849.18
Provision For Consultancy	100.00	0.00
Other Provision	355.65	355.65
<b>TOTAL</b>	<b>3542.77</b>	<b>2240.83</b>

**Note 9 - Investment** (Amount in Thousands, unless mentioned otherwise)

Particulars	As at March 31, 2024	As at March 31, 2023
Investment	30000.00	-
<b>TOTAL</b>	<b>30000.00</b>	<b>-</b>

**CITY CROPS AGRO LIMITED**  
(Formerly Known as Bhagya Agro Care Private Limited)  
**Notes to financial statements for the year ended March 31, 2024**

**Note 10 - Long Term Loan And Advances**

(Amount in Thousands, unless mentioned otherwise)		
Particulars	As at March 31, 2024	As at March 31, 2023
<b>(i) Others</b>		
Secured, considered good	-	-
Unsecured, considered good (Deposit)	0.00	-
Unsecured, considered good (Others)	35025.00	40116.95
Doubtful	-	-
	35025.00	40116.95
<b>TOTAL</b>	<b>35025.00</b>	<b>40116.95</b>

**Note 11 - Trade Receivables**

(Amount in Thousands, unless mentioned otherwise)		
(a) Particulars	As at March 31, 2024	As at March 31, 2023
<b>(i) Due for a period exceeding six months</b>		
- Unsecured, considered good	93187.85	36406.87
- Doubtful	0.00	-
Less: Provision for Doubtful Debts	93187.85	36406.87
<b>(ii) Others</b>		
- Unsecured, considered good	64997.87	52391.33
- Doubtful	-	-
Less: Provision for Doubtful Debts	64997.87	52391.33
<b>TOTAL</b>	<b>158185.72</b>	<b>88798.20</b>

**Note 12 - Cash & Cash equivalents**

(Amount in Thousands, unless mentioned otherwise)		
Particulars	As at March 31, 2024	As at March 31, 2023
<b>Cash &amp; Cash Equivalents</b>		
<b>(i) Balances with Banks :</b>		
- Current Accounts		
AU Small Finance Bank	0.00	0.00
IDBI Bank	154.50	51.28
- IDBI Public Issue Account	484.18	0.00
<b>(ii) Cash-in-hand</b>	180.12	224.53
<b>(iii) Cheques &amp; Drafts in-hand</b>	<b>818.80</b>	<b>275.81</b>
<b>TOTAL</b>	<b>818.80</b>	<b>275.81</b>

**Note 13 - Short Term Loans & Advances**

(Amount in Thousands, unless mentioned otherwise)		
(a) Particulars	As at March 31, 2024	As at March 31, 2023
<b>(i) Inter-corporate deposits</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
<b>(ii) Share Application Money Given</b>		
	-	-
<b>(iii) Advance income tax and TDS -</b>		
<b>Unsecured, considered good ( TDS )</b>	-	-

**CITY CROPS AGRO LIMITED**  
(Formerly Known as Bhagya Agro Care Private Limited)  
**Notes to financial statements for the year ended March 31, 2024**

<b>(iv) Others</b>	-	-	
Secured, considered good		-	-
Unsecured, considered good (Deposit)	0.00		
Unsecured, considered good (Others)	-	-	
Doubtful			
		0.00	
<b>TOTAL</b>		-	-

**Note - 14 Other current Assets** **(Amount in Thousands, unless mentioned otherwise)**

Particulars	As at March 31, 2024	As at March 31, 2023
TDS & TCS Receivable	356.56	86.58
Security Deposits	1635.50	32.50
<b>TOTAL</b>	<b>1992.06</b>	<b>119.08</b>

**CITY CROPS AGRO LIMITED**  
(Formerly Known as Bhagya Agro Care Private Limited)  
**Notes to financial statements for the year ended March 31, 2024**

**Note 15 - Revenue from Operations**

(Amount in Thousands, unless mentioned otherwise)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of Goods	452003.88	246109.64
<b>TOTAL</b>	<b>452003.88</b>	<b>246109.64</b>

**Note 16- Other Income**

(Amount in Thousands, unless mentioned otherwise)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Income	0.00	140.15
<b>TOTAL</b>	<b>0.00</b>	<b>140.15</b>

**Note 17- Purchases**

(Amount in Thousands, unless mentioned otherwise)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Purchase of Goods	503824.48	237348.06
<b>TOTAL</b>	<b>503824.48</b>	<b>237348.06</b>

**Note 18 - Changes in inventories of finished goods, work in progress and stock in trade**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b><u>Inventories at the end of the year:</u></b>		
Finished goods	97422.12	10881.86
Work-in-progress	0.00	0.00
Stock-in-trade	0.00	0.00
	97422.12	10881.86
<b><u>Inventories at the beginning of the year:</u></b>		
Finished goods	10881.86	0.00
Work-in-progress	0.00	0.00
Stock-in-trade	0.00	0.00
	10881.86	0.00
<b>TOTAL</b>	<b>(86540.27)</b>	<b>(10881.86)</b>

**Note 19- Employment Benefit Expenses**

(Amount in Thousands, unless mentioned otherwise)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salary	999.50	876.00
<b>TOTAL</b>	<b>999.50</b>	<b>876.00</b>

**Note 20- Financial Costs**

(Amount in Thousands, unless mentioned otherwise)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Bank charges	19.06	0.76
<b>TOTAL</b>	<b>19.06</b>	<b>0.76</b>

**CITY CROPS AGRO LIMITED**  
(Formerly Known as Bhagya Agro Care Private Limited)  
**Notes to financial statements for the year ended March 31, 2024**

**Note 21- Depreciation & Amortised Cost**

(Amount in Thousands, unless mentioned otherwise)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation	57.01	57.01
<b>TOTAL</b>	<b><u>57.01</u></b>	<b><u>57.01</u></b>

**Note 22- Other Expenses**

(Amount in Thousands, unless mentioned otherwise)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Direct Expenses</b>		
Agriculture Seeds Expenses	3664.99	1312.00
Diesel Expenses	199.30	100.79
Labour Expenses	810.30	512.15
	<u>4674.60</u>	<u>1924.94</u>
<b>Indirect Expenses</b>		
Audit Fees	64.00	41.50
Advertisement Expense	349.16	0.00
Share Issue Expenditure	422.70	1380.00
Legal and Professional Fees	964.18	209.60
CIBIL Charges	1.53	0.00
Commission Expenses	6.28	0.00
Conveyance Expenses	0.00	87.00
Office Expenses	0.00	8.50
Rent Expenses	413.84	172.50
ROC Fees	25.21	999.80
BSE Fees	298.54	59.00
Income Expenses	0.00	397.41
Interest on Income Tax	0.00	57.38
NSDL / CDSL Charges	347.61	308.33
Gst Late Filing Fees	0.00	16.50
TDS Interest and Late Filing Fees	0.00	8.50
Sitting Fees	75.00	22.50
Written off	169.53	0.46
Website Expense	4.20	0.00
Other Miscellaneous Expenses	1.26	0.14
	<u>3143.05</u>	<u>3769.12</u>
<b>TOTAL</b>	<b><u>7817.64</u></b>	<b><u>5694.06</u></b>

**Note 23- Earnings Per Equity Share**

(Amount in Thousands, unless mentioned otherwise)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) Net profit after tax attributable to equity shareholders for Basic EPS	22797.98	11310.18
Add/Less: Adjustment relating to potential equity shares		
Net profit after tax attributable to equity shareholders for Diluted EPS	22797.98	11310.18
(b) Weighted average no. of equity shares outstanding during the year		
For Basic EPS	13177.03	10316.38
(c) Face Value per Equity Share (Rs.)	1.73	1.10
Basic EPS		

**CITY CROPS AGRO LIMITED**  
(Formerly Known as Bhagya Agro Care Private Limited)

Note : 8

Schedule of Property, Plant and Equipment as per the Companies Act for the year ended March 31, 2024

(Amount in Thousands, unless mentioned otherwise)

Block of Asset	<u>Gross Block</u>				<u>Accumulated Depreciation</u>				<u>Net Block</u>	
	As at 1st April, 2023	Addition/ Adjustments	Deduction/ Adjustments	As at 31st March, 2024	As at 1st April, 2023	Charge for the year	Deduction/ Adjustments	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2024
Computer	180.00	0.00	0.00	180.00	101.05	57.01	0.00	158.06	78.95	21.95
<b>Total :</b>	<b>180.00</b>	<b>0.00</b>	<b>0.00</b>	<b>180.00</b>	<b>101.05</b>	<b>57.01</b>	<b>0.00</b>	<b>158.06</b>	<b>78.95</b>	<b>21.95</b>
<b>Total : PY</b>	<b>180.00</b>	<b>0.00</b>	<b>0.00</b>	<b>180.00</b>	<b>44.04</b>	<b>57.01</b>	<b>0.00</b>	<b>101.05</b>	<b>135.96</b>	<b>78.95</b>



**CITY CROPS AGRO LIMITED**  
(Formerly Known as Bhagya Agro Care Private Limited)  
CIN: U51200GJ2013PLC074296  
**AUDITED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024**

(Amount in Thousands, unless mentioned otherwise)

Particulars	Year ended 31st March, 2024 Rs.		Year ended 31st March, 2023 Rs.	
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before Tax for the year		25826.45		13155.77
<b>Adjustments for :</b>				
Depreciation	57.01		57.01	
		57.01		57.01
<b>Operating Profit before Working Capital change</b>		25883.46		13212.77
<b>Adjustments for :</b>				
Decrease/(Increase) in Inventories	(86540.27)		(10881.86)	
Decrease/(Increase) in Receivables	(69387.52)		(5936.77)	
Decrease/(Increase) in Short Term Loans & Advances	0.00		0.00	
Decrease/(Increase) in Other Current Assets	(1872.98)		2.11	
Increase/(Decrease) in Other Current liabilities	1917.10		818.68	
Increase/(Decrease) in Payables	7186.43		(3133.97)	
Increase/(Decrease) in Provisions	1301.94	(147395.30)	1680.17	(17451.63)
<b>Cash Generated From Operations</b>		(121511.84)		(4238.86)
Income Tax Paid		3037.12		1849.18
<b>NET CASH FROM OPERATING ACTIVITIES Total (A)</b>		(124548.96)		(6088.04)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Fixed Asset Purchase/sale	0.00		0.00	
Investment	(30000.00)		0.00	
<b>NET CASH USED IN INVESTING ACTIVITIES Total (B)</b>		(30000.00)		0.00
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Long Term Borrowing	0.00		(300.00)	
Proceeds from Issue of Share Capital	150000.00		3.80	
Long Term Loans & Advances	5091.95		2418.48	
<b>NET CASH FROM FINANCING ACTIVITIES Total (C)</b>		155091.95		2122.28
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)		542.99		(3965.76)
Cash and Cash Equivalents -- Opening Balance		275.81		4241.57
Cash and Cash Equivalents -- Closing Balance		818.80		275.81
		(0.00)		0.00
<b>Note: Previous year's figures have been regrouped/rearranged wherever considered necessary.</b>				

As per our separate report of even date

**See accompanying notes to the financial statements**

**For, V S B & Associates**

Chartered Accountants

Firm No:-121356W

**For & on behalf of the Board,  
CITY CROPS AGRO LIMITED**

(Vishves A. Shah)

**Partner**

M. No. 109944

UDIN: 24109944BKACRI9979

Kaupil H Shah

**Managing Director/CFO**

(DIN:08937535)

Shitalben K Shah

**Director**

(DIN:08935979)

Place : Ahmedabad

Date : 30/05/2024

Zalakben C Gajjar

**Company Secretary**

Place : Ahmedabad

Date : 30/05/2024



## **CITY CROPS AGRO LIMITED**

(Formerly Known as Bhagya Agro Care Private Limited)

(CIN: U51200GJ2013PLC074296)

### **NOTE:**

(forming part of standalone financial statements for the year ended March 31, 2024)

#### **1. GENERAL INFORMATION:**

City Crops Agro Limited having CIN: U51200GJ2013PLC074296, a Public Limited listed on the BSE SME (Bombay Stock Exchange – Small & Medium Enterprise) platform. The company is incorporated as on 02/04/2013 and listed on BSE SME platform as on 10/10/2023. The Registered office of the Company is situated at A-703, Privilon, B/H Iscon Temple, Ambli-Bopal Road, S.G Highway, Thaltej Road, Ahmedabad, Ahmadabad City, Gujarat, India, 380054.

#### **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

##### **i. Basis of preparation of Financial statements:**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles (Indian GAAP), including Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies not specifically referred, are consistently applied from the past accounting periods.

##### **ii. Use of estimates:**

The preparation of financial statements in conformity with the Generally Accepted Accounting Policies requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosures of contingent assets and liabilities. The estimates and assumptions used in the accompanying financial statements are based upon managements' evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any differences of actual results to such estimates are recognized in the period in which the results are known/ materialized.

##### **iii. Revenue recognition**

Having regard to size, nature and complexity of business and practices followed by others in the same line and level of business, the management is of opinion that Company is applying accrual basis of accounting for recognition of income and expenditure earned or incurred respectively, in the normal course of business.

##### **iv. Inventories**

Inventories are stated at the lower of cost or net realisation value.

**v. Employee benefits**

Short term benefits such as salary, bonus, ex-gratia and other benefits as may be applicable on the Company are accounted for on accrual basis. The Company at present does not have any Defined Contribution Plan or Defined Benefit Plan as contemplated under AS- 15 on 'Employee Benefits'

**vi. Taxes on income**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred tax is provided on timing differences between taxable income and accounting income subject to consideration of prudence. Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the balance sheet date.

**vii. Provisions**

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resource embodying economic benefits will be require to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at the end of each reporting date and adjusted to reflect the current best estimates.

**viii. Depreciation and Amortisation**

Depreciation is provided on 'Written Down Value Method' in accordance with the rates and other conditions laid down in Schedule- II of the Companies Act, 2013. The calculation of depreciation is made on annual basis including in case of additions or sale of property, plant & equipment during the year.

**ix. Property, Plant and Equipment:**

Property, plant and equipment are carried at the cost of acquisition or construction less accumulated depreciation. The cost of property, plant and equipment includes non-refundable taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets

**x. Cash and cash equivalents:** Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition) and highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand, book overdraft and are considered part of the Company's cash management system.

**xi. Auditor's Remuneration: (Rs. In Lacs)**

Particulars	2023-24	2022-23
Audit Fees	0.65	0.40

**xii.** In the opinion of the board of Directors, Current Assets, Loans and Advances a value of realization equivalent to the amount at which they are stated in the Balance Sheet. Adequate provisions have been made in the accounts for all the known liabilities

**xiii.** As certified by the company that it was received written representation from all the directors, that companies in which they are directors had not defaulted in terms of section 164(2) of the companies Act, 2013, and the representation from directors taken in Board that Director is disqualified from being appointed as Director of the company.

**xiv. Earnings per share (EPS):**

Basic Earnings per Share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the year. Diluted Earnings per Share is computed by dividing net profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

**Contributed Equity**

Equity shares are classified as equity.

**(a) Earnings per Share**

Basic earnings per share is calculated by dividing:

-the profit attributable to the owners group

-by the weighted average number of equities shares outstanding during the year.

**(b) Rounding off amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs as per the requirement of Schedule III, unless otherwise stated.

**xv. Related Party Disclosure:**

List of related parties where control exists and also related parties with whom transactions have taken place and relationships, has been disclosed in **Annexure – 1** to the Notes to Accounts.

**xvi. Other Note:**

As per the Ministry of Corporate Affairs (MCA) notification, proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, for the financial year commencing April 1, 2023, every company which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled. The interpretation and

guidance on what level edit log and audit trail needs to be maintained evolved during the year and continues to evolve.

In the company, the accounting software has a feature of audit trail, but it was disable at an application level for maintenance of books of accounts and relevant transactions. However, the global standard ERP used by the Company has not been enabled with the feature of audit trail log at the database layer to log direct transactional changes, due to present design of ERP. This is being taken up with the vendor. In the meanwhile, the Company continues to ensure that direct write access to the database is granted only via an approved change management process.

For and on behalf of the board of directors

**For, CITY CROPS AGRO LIMITED**

As per our attached report of even date

**For, V S S B & Associates**

Chartered Accountants

Firm No. 121356W

Kaupil H Shah

**Managing Director/CFO**

(DIN: 08937535)

Shitalben K Shah

**Director**

(DIN: 08935979)

(Vishves A. Shah)

**(Partner)**

M No:-109944

UDIN: 24109944BKACRI9979

Zalakben C Gajjar

**Company Secretary**

Place : Ahmedabad

Date: 30<sup>th</sup> May, 2024

Place : Ahmedabad

Date: 30<sup>th</sup> May, 2024

*Annexure 1*

**Related Party Disclosure:**

- Directors & Key Managerial Personnel:-

<b>No.</b>	<b>Name of Key Managerial Personnel</b>	<b>Designation / Relationship</b>
1.	Kaupilkumar H Shah	Director & CFO
2.	Shitalben K Shah	Director
3.	Nilam V Makwana	Director
4.	Priyanka K Gola	Director
5.	Bhavna Shah	Director
6.	Shivangi Bipinchandra Gajjar	Director
7.	Zalakben C Gajjar	Company Secretary

- **Related Parties Transactions:-**

<b>No.</b>	<b>Name of Personnel</b>	<b>Relationship</b>	<b>Nature of Transaction</b>	<b>Amount of Transaction</b>
1.	Zalakben Gajjar	Company Secretary	Remuneration	99.00
2.	Kaupilkumar Shah	Director and CFO	Remuneration	100.00
3.	Shitalben K Shah	Director	Remuneration	100.00

**FORM MGT-11  
PROXY FORM**

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

<b>Name of Member(s)</b>	
<b>Registered Address</b>	
<b>E-mail id</b>	
<b>Folio No.</b>	
<b>DP Id</b>	
<b>Client Id</b>	

I / We, being the Member(s) holding \_\_\_\_\_ shares of City Crops Agro Limited, hereby appoint:

1. Name \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_

Email Id \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him / her,

2. Name \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_

Email 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 ANNUAL GENERAL MEETING of the Company to be held on 26<sup>th</sup> July, 2024 at **02.00 P.M** (IST) at the Registered Office: Office A-703, Privilon, B/H Iscon Temple, Ambli-Bopal Road, S.G Highway, Thaltej Road, Ahmedabad, Ahmadabad City, Gujarat, India, 380054 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

1. Approve the Audited Financials for FY 2023-24 and Directors Report thereon.
2. To Appoint/Reappoint the Director Mr. Kaupilkumar Shah who is Retired By Rotation

**Special business:**

3. Issue of Convertible Warrants on a Preferential basis.

Affix Re. 1 Revenue Stamp
---------------------------------

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024 Signature of  
Shareholder: \_\_\_\_\_  
Signature of Proxy holder(s): \_\_\_\_\_

**Note: 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.**

**MGT-12**  
**ATTENDANCE FORM/ BALLOT FORM**  
**(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING AND HAVE NOT OPTED FOR E-VOTING)**

Name & Registered Address :  
of the Sole / First Named :  
Member :  
Name of the joint holders :  
Registered Folio No / :  
DP ID No. / Client ID No :  
Number of Shares held :

I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting of City Crops Agro Limited on 26<sup>th</sup> July, 2024 at **02.00 P.M** (IST), by conveying my / our assent or dissent to the resolutions by placing tick ( √ ) mark in the appropriate box below:

Sr. No.	Resolutions	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
<b>Ordinary Business</b>				
1.	Approve the Audited Financials for FY 2023-24 and Directors Report thereon.			
2.	To Appoint/Reappoint the Director Mr. Kaupilkumar Shah who is Retired By Rotation			
<b>Special Business</b>				
3.	Issue of Convertible Warrants on a Preferential basis.			

Place :

Date :

..... (Signature of the Shareholder/Proxy)

**Note:**

**This Form is to be used for exercising attendance/ voting at the time of Annual General Meeting of City Crops Agro Limited to be held on 26<sup>th</sup> July, 2024 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of EGM.**