



Best Agrolife Limited

CIN : L74110DL1992PLC116773

4th September, 2023

To

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001

Scrip Code: 539660
Scrip ID: BESTAGRO

Subject: Notice of the 32nd Annual General Meeting and Annual Report for the Financial Year 2022-23

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed the Notice convening the 32nd AGM scheduled to be held on Wednesday, September 27, 2023 at 12:30 p.m. through Video Conference / Other Audio-Visual Means (OAVM) and the Annual Report for the Financial Year 2022-23, which is being sent through e-mail to all the Members of the Company today, who have registered their e-mail address with the Company/ Depository Participant(s).

The same can also be accessed on the website of the Company at www.bestagrolife.com

You are kindly requested to take the same on record.

For Best Agrolife Limited

Astha Wahli
Auth.
Sign.
Astha Wahli
CS & Compliance Officer





Best Agrolife Limited

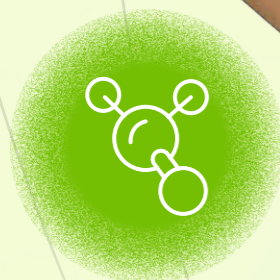
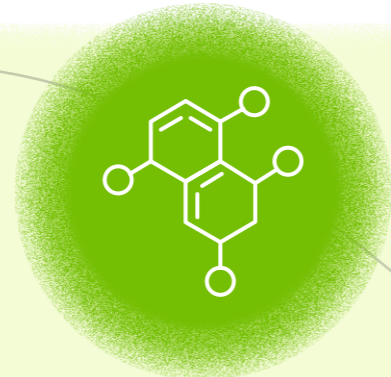
Protection. Productivity. Prosperity.

Annual Report 2022-23



Protection. Productivity. Prosperity.

Since its inception Best Agrolife Limited (BAL) has been a testament to dedication, innovation, and farmer empowerment in the agrochemical sector. Rooted in a profound understanding of the land and its keepers, the Company's journey has consistently echoed the tenets of Protection, Productivity, and Prosperity.



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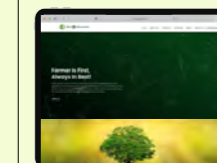
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For more information:
www.bestagrolife.com



Protection

With an unwavering commitment to "Farmer First," BAL is deeply devoted to crafting agro-solutions that not only safeguard crops from external threats but also ensure their resilient growth. This commitment is further mirrored in the Company's steadfast regard for the environment, underscoring its dedication to responsible and sustainable practices.

Productivity

By maintaining a perceptive understanding of farmers' requirements and on-field trends, the Company guarantees unparalleled solutions for crop protection and food safety. Through meticulous research and development efforts and globally benchmarked manufacturing prowess, BAL consistently establishes new benchmarks for agricultural effectiveness.

Prosperity

For us, prosperity transcends mere financial expansion; it embodies the enhancement of communities, the contentment of our employees, and the flourishing of the very farmers we serve. By perpetually expanding our product portfolio and upholding the highest standards of business ethics, BAL ensures enduring prosperity for our partners, stakeholders, and the broader agricultural milieu.

Guided by knowledge, fuelled by innovation, and bound by a commitment to excellence, Best Agrolife Limited remains a stalwart advocate of the principles of Protection, Productivity, and Prosperity. This steadfast dedication continues to shape our journey forward.

Cautionary note

This document presents forward-looking statements concerning anticipated future events, as well as the financial and operating outcomes of Best Agrolife Limited. These statements inherently entail assumptions and are exposed to inherent risks and uncertainties. Notably, there exists a substantial risk that the assumptions, predictions, and other forward-looking statements may prove inaccurate. Consequently, readers are cautioned against undue reliance on such statements, as several factors can significantly deviate assumptions, actual future results, and events from those expressed in the forward-looking statements. Accordingly, this document is subject to a comprehensive disclaimer and qualifies in its entirety by the assumptions, qualifications, and risk factors referenced in Best Agrolife Limited's management's discussion and analysis within the FY23 Annual Report.

ABOUT THE COMPANY

Farmers. First. Foremost.

Incorporated in 1992, Best Agrolife Limited (BAL) has risen to prominence as a significant player in the agrochemical industry. Its focus centers on devising agrochemical solutions catering to both the domestic and international agricultural markets. As a leading participant in India's agrochemical landscape, the Company operates through three key business segments: Technicals, Formulations, and Branded Products.

By attuning itself to the distinct requirements of farmers and clients and meticulously observing on-field patterns, BAL crafts efficient agro-solutions. Its extensive portfolio spans across Technicals, Intermediates, and Innovative Formulations encompassing Insecticides, Herbicides, Fungicides, Plant-Growth Regulators.

Harnessing the power of its research and development initiatives, BAL perpetually pioneers novel ways to provide superior crop protection and ensure food safety. The Company's unwavering commitment to backward integration further amplifies its capacity to enhance manufacturing

efficiencies, thereby upholding cost competitiveness.

With manufacturing capabilities that are globally benchmarked, a resilient distribution network, and a steadfast dedication to customer-centric practices, the Company stands resolute in its mission to empower farmers. Throughout its business endeavors, BAL maintains profound reverence for the environment and the communities it engages with. The Company endeavors to augment crop vitality and optimize agricultural yields while placing paramount importance on ecological sustainability and social accountability.



Our vision

To emerge as an icon for growth, technology and innovation through a research-oriented and farmer-centric approach.

To ensure constant efforts to maintain excellent employee satisfaction and a high level of business ethics in the quality and services delivered to our customers and associates.

To continuously explore and implement appropriate expansion plans to meet the dynamic international standards and global reach.

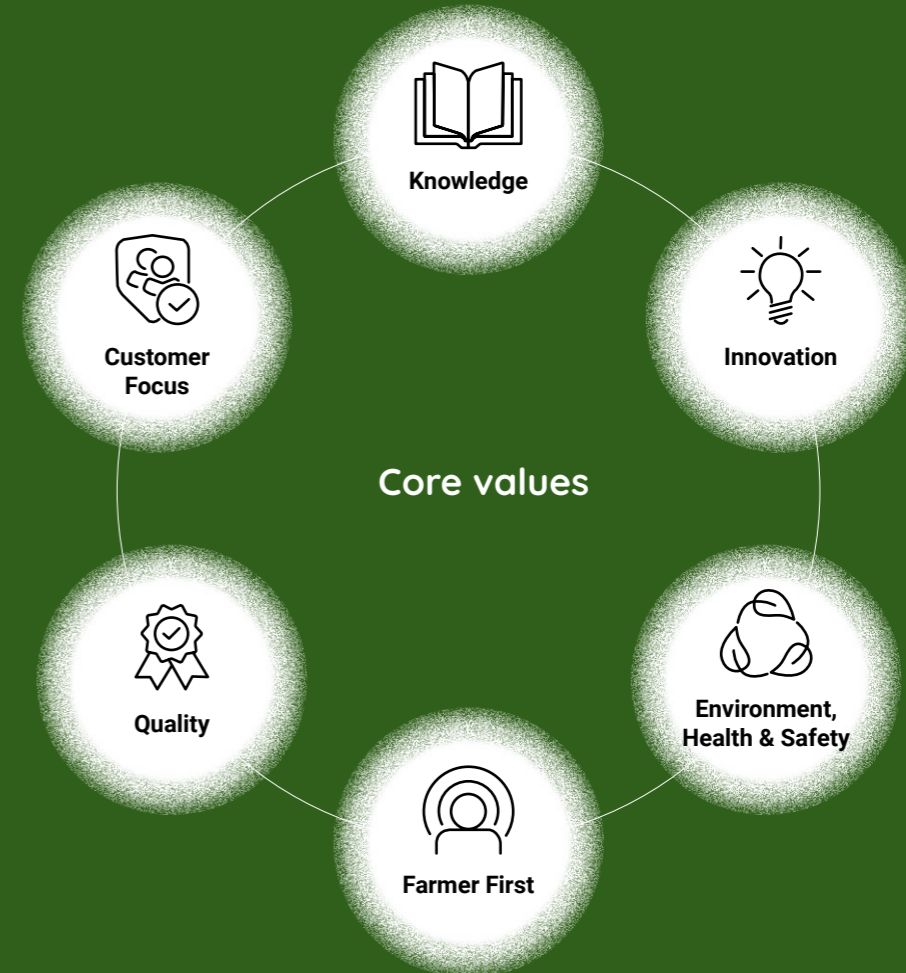


Our mission

To brace agriculture by providing the 'Best' products & 'Best' business practices, to stimulate and execute agriculture solutions.

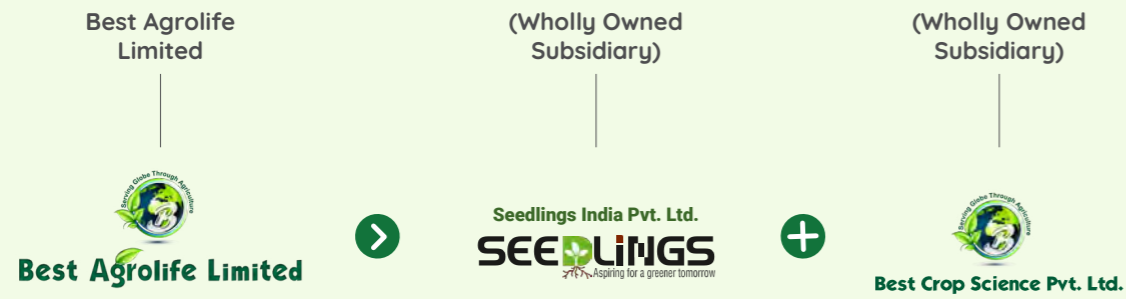
To create farmer delight through regular innovations, optimism and inspiration with our strong commitment to the health & safety of the environment.

To enhance & efficiently employ operational resources to accomplish performance excellence and continuously extend the product portfolio to ensure significant business growth.



ABOUT THE COMPANY

Best Agro Group



Key Strengths



Strong leadership

Best Agrolife is led by a team of highly capable and seasoned promoters, key managerial personnel, and an experienced Board. Their profound insights into the global agrochemical sector ensure proficient leadership and strategic decision-making.



Robust R&D capabilities and chemistry expertise

The Company possesses formidable research and development prowess, coupled with an adept understanding of chemistry. These strengths have facilitated the enhancement of existing products and the exploration of new areas with significant growth potential. Proficiency in advanced process chemistry, manufacturing efficiency, and backward integration strategies has solidified the Company's pioneering position in innovation.



State-of-the-Art Infrastructure

Best Agrolife boasts three ISO-certified cutting-edge manufacturing facilities situated in Gajraula, Greater Noida, and Jammu. Complemented by National Accreditation Board for Testing and Calibration Laboratories (NABL) accredited research and development labs, alongside pilot plants, these facilities empower the Company to create and provide high-caliber, cost-effective solutions for crop care.



Diversified clientele base

The Company's technical acumen, combined with an ever-expanding range of economically viable agro solutions, has fostered enduring partnerships with prominent agrochemical entities such as UPL, Adama, Syngenta, and Gharda Chemicals, among others. This diverse array of collaborations underscores the Company's adeptness in catering to a wide spectrum of clients while nurturing robust and enduring partnerships.

Best Agrolife in numbers

3

Manufacturing facilities

700+

Employees

5,200+

Distributors

7,000 MTPA

Technicals manufacturing capacity

30,000 MTPA

Formulations manufacturing capacity

10,00,000+

Trusted by more than a million farmers

Among the top

15

Agrochemical Companies in India

MANUFACTURING INFRASTRUCTURE

Efficient. Engineering. Excellence.

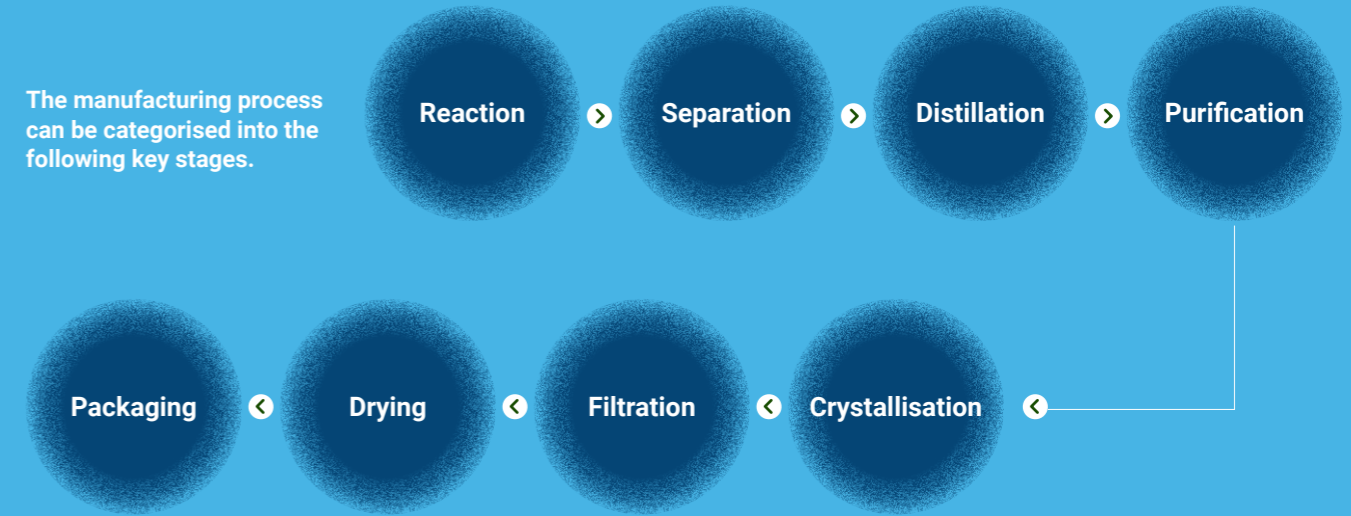
The Company has three manufacturing facilities, strategically located and equipped with state-of-the-art technology for the production of Technicals and Formulations. In alignment with global standards, these units benefit from the support of dedicated research and development facilities. Demonstrating its commitment to operational excellence, the Company further prioritises EHS practices and maintains a zero waste discharge policy.

CAPEX

In line with the Company's growth plans, BAL has allocated ₹200 Crores for capacity enhancement and backward integration, targeted for completion in FY24 and FY25.

This CAPEX investment emphasises the Company's commitment to expanding its capabilities and ensuring future success. Active evaluations are underway for both equity raises and term loans to fund the planned CAPEX, with appropriate financial arrangements being established to support these growth initiatives.

The manufacturing process can be categorised into the following key stages.



The Company manufactures a wide range of products which follow their own distinct manufacturing process. However, the Company specialises in processes that mainly include the following reactions



50,000
sq. m.

Total area in use

25,000
sq. m.

Additional available area for future expansion

37,000
sq. m.

Aggregate annual capacity

80+

Big size reactors

3

Manufacturing facilities

(Gajraula, Greater Noida, and Jammu)

MANUFACTURING INFRASTRUCTURE

Gajraula unit

Located in Gajraula, Uttar Pradesh, the Company's establishment is dedicated to the manufacturing of Technicals. Spread across 14 acres, the facility is strategically designed to accommodate future growth whilst adhering to stringent quality protocols. Integral to this operation is the in-house R&D Centre, which has been duly accredited by NABL.

7000+ MT per annum
Plant capacity

25,000 sq. ft.
Warehouse

100,000 sq. ft. land
Scope for future expansion

As per ISO 9001:2015
Quality compliance

29
Active ingredients
Number of products



6
Intermediates



Jammu unit

The Company's plant in Jammu, spans 81,600 sq. ft., with provision for future expansion. Outfitted with the latest technology, it is dedicated to producing superior formulations. Specialising in proprietary blends, the unit boasts a state-of-the-art Formulation and R&D facility with a focus on select herbicides. Importantly, the facility retains NABL accreditation and rigorously upholds quality standards.

15,440 MT per annum
Plant capacity

11,850 sq. ft.
Warehouse

ISO 9001:2015
Quality compliance

300
Product formulations
Number of products



Greater Noida unit

Located in Greater Noida, the Company's unit is equipped with fully-automated Formulation plants, accommodating a diverse range of formulations. This facility also incorporates an integrated vertical devoted to novel developments, underlining the Company's dedication to innovation. Notably, due to steadfast R&D endeavours, the unit was awarded a patent for RONFEN, an innovative insecticidal 3-way combination.

14,200 sq. m.
Area in use

5,000 sq. m.
Additional available area

9,060 sq. ft.
Advanced Formulation R&D facility



RESEARCH AND DEVELOPMENT

Infrastructure. Innovation. Improvement.

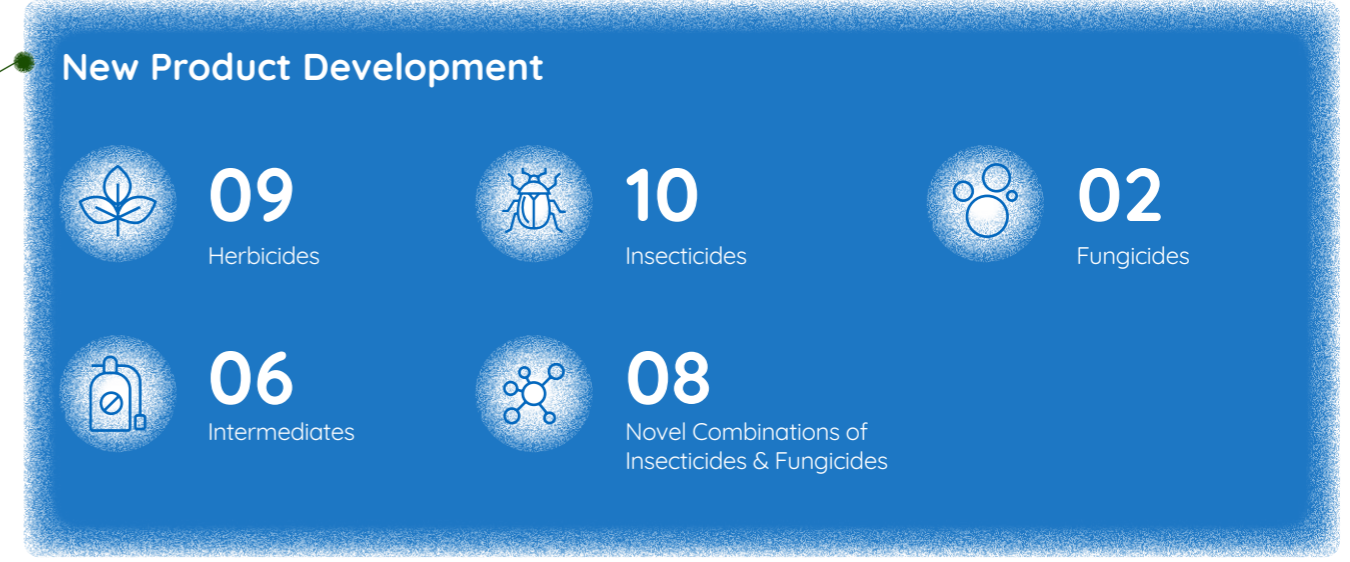
Innovation is the driving force behind the Company's commitment to excellence. The Company's dedicated R&D facilities and team play a pivotal role in its success, supporting the manufacturing facilities and driving continuous improvement in products and processes.

Each of the Company's facilities is complemented by a dedicated R&D unit, equipped with state-of-the-art infrastructure for synthesising new products and developing innovative processes. The Company constantly strives to maximise capacity, upgrade skills, and introduce new technologies to achieve excellence in both product quality and process efficiency.

Fuelled by innovation, the Company's cutting-edge R&D stands as the cornerstone of unparalleled product quality and transformative industry processes.

The Company's R&D team comprises experienced and qualified professionals who leverage essential analytical and experimental tools to ensure seamless management of the Company's research operations.

The team works diligently to understand the specific requirements of clients and offers tailor-made solutions that meet their unique needs. The team conducts field-level research studies across various agro-climatic zones, evaluating the application of new products and driving process development.



Key areas of research

- Process enhancement
- New application for existing products
- Product development
- Process development for new products

Strengths

- The Company develops products ranging from gram to MT levels, meeting the diverse needs of its stakeholders.
- The Company ensures the development of niche and high-quality products with world-class machinery, contemporary R&D facilities, and adherence to global standards in all processes.
- The Company prioritises the development of innovative products that are not only effective but also safer in their formulations, embracing an environmentally friendly approach.
- Driven by the real-time crop protection needs of farmers, the Company places their requirements at the core of its endeavours.
- The Company brings implementable solutions from laboratory to plant scale through its highly qualified, experienced, and dedicated team.

Quality assurance

Best Agrolife maintains an unwavering commitment to upholding the highest echelons of quality control and assurance across its operations. Our cutting-edge laboratory, equipped with state-of-the-art tools and technology, ensures meticulous quality checks are seamlessly integrated at every phase of production.

Stringent quality testing encompasses every facet of material receipt and the manufacturing journey. This stringent diligence serves to ensure that our products align with the most exacting standards, offering unwavering dependability and effectiveness to our valued customers.

Our dedication to quality protocols resonates with the esteemed ISO 9001:2015 and ISO 14001:2015 standards. Moreover, our laboratories boast accreditation from the National Accreditation Board for Testing and Calibration Laboratories (NABL), underlining the robustness of our quality control procedures.



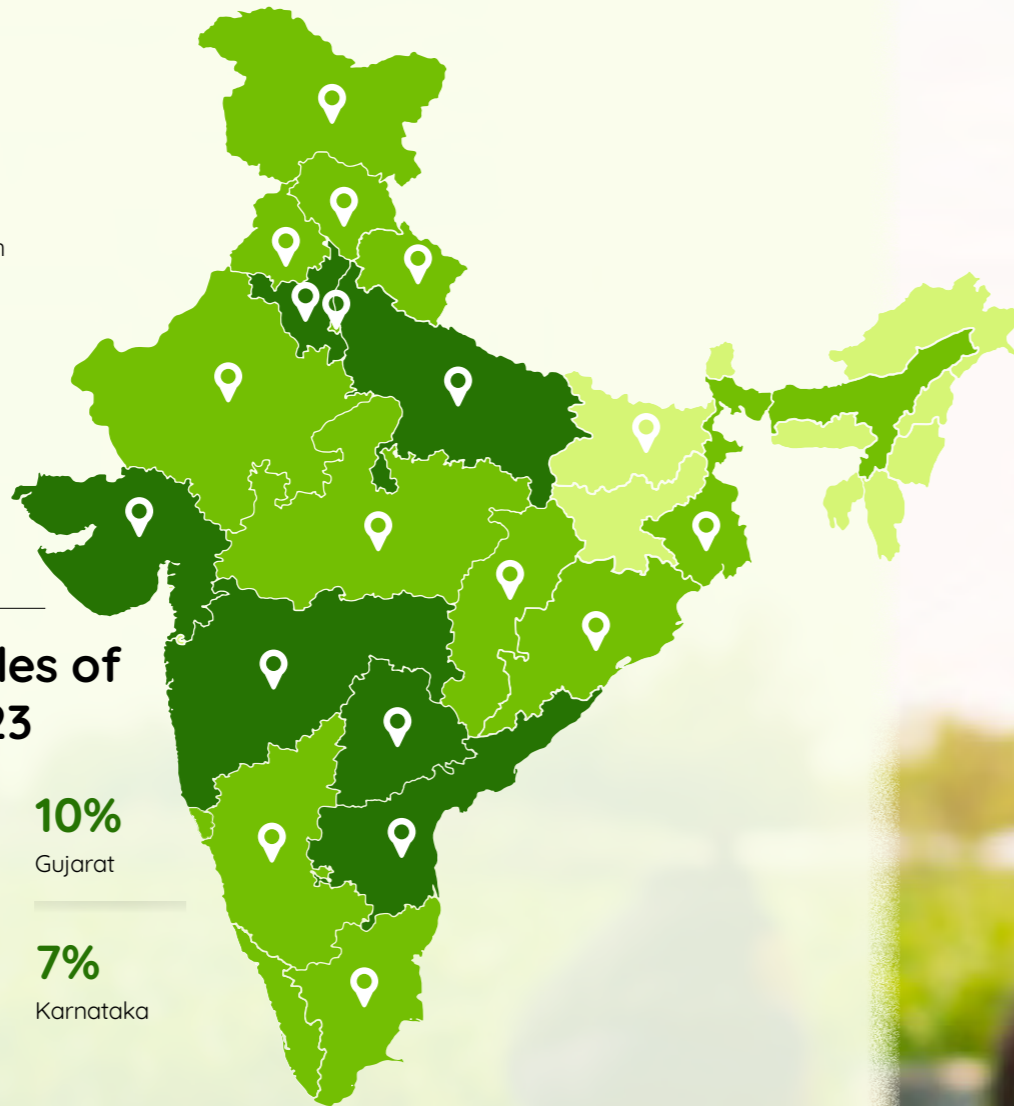
GROWING PRESENCE

Expertise. Expansion. Export.

Best Agrolife has crystallised its expertise in Indian market in developing and marketing specialty products for expanding into international markets. The Company has been working on surveying global markets for countries and crops where it's products can make a difference to farmers. The Company understands the need for specialised products for regional acceptance. Best Agrolife plans to expand its global footprint with a basket of necessary registrations and patents. The Company is investing in R&D, specialised product development, global registrations and IP protection.

Presence in India

- | | |
|------------------|----------------|
| Jammu & Kashmir | Maharashtra |
| Himachal Pradesh | Karnataka |
| Punjab | Tamil Nadu |
| Haryana | Andhra Pradesh |
| Delhi | Telangana |
| Rajasthan | Odisha |
| Gujarat | Uttarakhand |
| Uttar Pradesh | Kerala |
| Madhya Pradesh | Assam |
| Chhattisgarh | Bihar |
| West Bengal | |

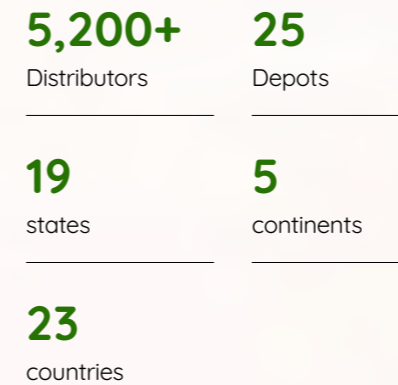


Top 6 states by sales of Formulation in FY23



Export to countries

The Company is in process of getting product registrations in overseas market.



| | | |
|------------|--------------|----------|
| Bangladesh | Qatar | Vietnam |
| Indonesia | Turkey | |
| Jordan | U.A.E. | |
| Egypt | Mozambique | Zambia |
| Ethiopia | Nigeria | Zimbabwe |
| Ghana | South Africa | |
| Madagascar | Tanzania | |
| Malawi | Tunisia | |
| Argentina | Brazil | |
| Hungary | | |
| Thailand | | |



PRODUCT PORTFOLIO

Solution. Service. Satisfaction.

Best Agrolife Limited places a paramount emphasis on providing effective agricultural solutions that are finely tuned to address the diverse requirements of our esteemed farmers and clients. Our strategy is rooted in thorough market analysis, astute observations of on-field patterns, and deep comprehension of essential needs. This steadfast dedication guarantees the introduction of inventive offerings, marked by competitive pricing, and an expanding footprint in both domestic and international markets.

Product range

The Company's portfolio boasts a diverse range of products, encompassing Technicals, Formulations, and Intermediates. Intermediates produced are predominantly for captive consumption, aiding in the creation of various agrochemical items. The Company offers a wide spectrum of solutions within these categories, including Insecticides, Herbicides, Fungicides and Plant-Growth Regulators. This extensive product selection addresses diverse agricultural demands, ensuring crop protection, endorsing robust growth, and supporting public health initiatives.

Product launched during FY23

The Company's new product offerings deliver numerous advantages to its valued customers. These include cost-effectiveness, a reduced number of spray rounds required per crop cycle, eco-friendly attributes, and one-shot solutions for pest complexes, providing effective pest control with convenience and simplicity.

Patented products



TOMBO

- A new generation corn herbicide, Tembotrione, demonstrates swift efficacy in weed control for the Company.
- This offering is a post-emergence herbicide that dissipates rapidly in the environment, preventing any crop phytotoxicity.
- With its low application rate per hectare, the product poses almost no environmental risk.



RONFEN

- This is a single shot solution that controls all sucking pests in various crops, including cotton, chilly, vegetables, and many other segments.
- This product encompasses the composition of Pyriproxyfen 8%, Diafenthiuron 18%, and Dinotefuran 5% in a unique suspension concentrate formulation.
- The domestic market size stands at around ₹8,000 Crores for the Company's offerings.



AXEMAN

- AxeMan (Dinotefuran 15% + Pymetrozine 45 % WG) possesses a dual mode of action, safeguarding the rice crop from the devastating pest BPH, known for its high resistance against all agrochemicals.
- The product ensures healthy and vibrant tillers at the reproductive stage.
- It assists in the long-duration control and resistance management of BPH in paddy for the Company's offerings.



WARDEN

- This product features a ternary combination of two fungicides and one insecticide (Azoxytobin 45% + Thiophanate Methyl 11.25% + Thiamethoxam 25% FS).
- It acts as a systemic fungicide and insecticide, offering effective seed treatment.
- This combination aims to prevent pest and disease infestation for the Company's customers.



REVEAL

- The Company offers a new generation systemic insecticide with dual action as both an insecticide and acaricide.
- It's used as a foliar spray for the control of red spider mite in Brinjal and Tea.
- Additionally, it addresses yellow mite in Chilli, European red mite and red spider mite in Apple.
- It's also effective against white fly and mite in Tomato and Cotton for the Company's clientele

Product performance

- Ronfen and CTPR stand as the Company's flagship products, propelling sales, with Ronfen registering a remarkable ₹220 Crores from Q2 to Q4 of FY23.
- The growth in Q1FY23 and Q2FY23 was anchored by branded offerings as opposed to generic molecules, reinforcing both growth and margin stability.
- The Company anticipates a combination of volume and pricing dynamics to contribute to the projected 30% revenue growth outlook.

New products

- Tricolor, the newly launched innovative fungicide holds promise for a significant contribution to sales.
- The Company utilised its proprietary technology in the development of Pyroxasulfone, a product with an estimated market size of ₹450 Crores. It's projected to seize a market share of approximately ₹150 Crores in the upcoming year.
- The Company's strategic focus encompasses achieving commendable figures for both Vistara and Citigen in FY24, with aspirations to debut a patented molecule in the same segment subsequently.
- Expansion plans are in motion for the Company to broaden its presence in select international markets, complemented by the introduction of patented molecules and products.
- Steering towards a clear direction, the Company's overarching aim is to evolve into a specialty molecule entity, exclusively centred around patented molecules by FY25.

First to launch in India after innovator

CITIGEN (CTPR) and VISTARA (CTPR)

- The insecticide, offered by the Company, is plant systemic and belongs to the anthranilic diamide group, with a unique mode of action termed Ryanodine Receptor Activators, disrupting pest muscle functions.
- Activation results in the unregulated release of Ca²⁺ (Calcium) from sarcoplasmic reticulum muscle cells, leading to muscle paralysis, feeding cessation, lethargy, and eventually insect death.
- Best Agrolife is recognised as the first generic Company to introduce the product in India after its off-patent phase.
- As of 2023, the product boasts a market size of approximately ₹2,800 Crores.

PRODUCT PORTFOLIO

Product launches planned for FY24

Best Agrolife is poised for an invigorating year ahead, with an array of new product introductions slated for FY24. The Company's devoted R&D teams have been rigorously crafting innovative solutions that cater to the dynamic requirements of farmers and the agrochemical sector.

Product Patent Received Herbicide - to be launched in FY24

HALOXYFOP + IMAZETHAPYR + CHLORIMURON

- Patent for herbicidal composition of Haloxyfop + Imazethapyr + Chlorimuron.
- A prominent one-shot solution for critical crops like soyabean, it holds significant importance not only in India but also in other soyabean-producing nations.
- The Company plans to launch it pan-India under the brand name 'Shot Down'.

AMETRYN

- A new selective early post-emergence herbicide with broad-spectrum activity on grasses and broad-leaved weeds.
- It provides a longer duration of weed control and shields sugarcane.

HALOSULFURON METHYL

- The Company offers a selective, systemic post-emergence herbicide with WDG Formulation and residual soil activity.
- It rapidly inhibits the growth of susceptible weeds in low doses.

PROPAQUIZAFOP + OXYFLUORFEN

- A contact and broad spectrum, post-emergence herbicide.
- It provides long-duration weed control with foliar and residual activity against grasses and broad-leaved weeds in the onion crop.

Product launches planned for FY24

Fungicide - to be launched in FY24

CYAZOFAMID + DIMETHOMORPH + DIFENOCONAZOLE

- This composition includes Cyazofamid, Dimethomorph, and Difenoconazole.
- It is highly effective against Late Blight and Downy Mildew in tomatoes and grapes' crops.
- The approximate market size of this fungicidal composition stands at ₹350 Crores.

DIFENOCONAZOLE + TRIFLOXYSTROBIN + SULPHUR

- This is a broad spectrum fungicide with a 3X formulae, where sulphur acts as a catalyst.
- The composition includes Difenoconazole, Trifloxystrobin, and Sulphur.
- The Company plans to launch this combination pan-India under the brand name 'Tricolor'.

METIRAM + PYRACLOSTROBIN

- A novel combination of Metiram and Pyraclostrobin, which is effective against a broad spectrum of diseases.
- This is a premium broad-spectrum dual AI fungicide, providing extended disease protection and additional health benefits.

To be launched in FY24

PYROXASULFONE

- A novel pre-emergence herbicide for wheat, corn, and soyabean.
- Until recently, India had been dependent on other countries for Pyroxasulfone.
- The market size of Pyroxasulfone stands at approximately ₹450 Crores as of 2023.

PROPIQUAZAFOP

- A herbicide for post-emergence control of a broad spectrum of annual and perennial grasses in diverse broad leaf crops including soyabean, cotton, pulses, sunflower, other field crops, vegetables, fruit trees, vineyards, sugarbeet, oilseed rape, and forestry.
- The market size of this herbicide stands at ₹350 Crores in India.

Product launches planned for FY24...

CYHALOFOP-BUTYL

- A post-emergency herbicide, Cyhalofop-butyl, is utilised for controlling weeds in rice plantations.
- This herbicides halts weed growth instantly, thereby minimising crop losses and ensuring high production.

Licenses granted for indigenous manufacturing in FY23

- Pyroxasulfone Technical has been approved by the Central Insecticides Board & Registration Committee.
- Propaquizafop Technical & Cyhalofop Butyl Technical u/s 9(3) received recognition by the Central Insecticides Board & Registration Committee, making Best Crop Science Pvt. Ltd. the first Company in India to manufacture both Propaquizafop Technical & Cyhalofop Butyl Technical.
- The Company launched Trifloxystrobin 10% + Difenoconazole 12.5% + Sulphur 3% in India under the brand name Tricolor.

Patents granted in FY23

For an invention entitled synergistic herbicidal composition of Triazine and Sulfonylurea Herbicides with Phenoxyacetic Herbicide. The new patent is a combination of Ametryn+2 and 4D+Halosulfuron Methyl, used for the control of weeds in sugarcane as pre, early post, and post-emergent herbicide.

For 'a synergistic fungicidal composition comprising of Cyazofamid, Dimethomorph, and Difenoconazole'. The said patent aims to cover the Fungicidal Composition of Cyazofamid, Dimethomorph, and Difenoconazole which will emerge as a highly effective crop solution against Late Blight and Downy Mildew in tomato and grapes crops respectively.



PRODUCT PORTFOLIO

Product capabilities

Technicals

Insecticides

| | |
|--------------|---------------|
| Thiamethoxam | Dinotefuran |
| Emamectin | Diafenthiuron |
| Lambda | Pymetrozine |
| Bifenthrin | Spiromesifen |

Herbicides

| | |
|--------------|-------------|
| Metribuzin | Clodinafop |
| Penoxsulam | Quizalofop |
| Imazethapyr | Tembotrione |
| Pretilachlor | |

Fungicides

| | |
|----------------|-----------------|
| Difenoconazole | Pyraclostrobin |
| Thiophanate | Trifloxystrobin |
| Azoxystrobin | |

Plant Growth Regulators

Paclobutrazol

Formulations

| | |
|---|-----------------|
| Dinotefuran 20% SG | |
| Imidacloprid 70% WG | Pymetrozine 50% |
| Thiamethoxam 12.6% + Lambda 9.5% ZC | |
| Pyriproxyfen 8% + Dinotefuran 5% + Diafenthiuron 18% SC | |
| Dinotefuran 15% + Pymetrozine 45% WG | |
| Azoxystrobin 2.5% + Thiophanate Methyl 11.25% + Thiamethoxam 25% FS | |
| Fipronil 7% + Hexythiazox 2% SC | |
| Thiamethoxam 0.9% + Fipronil 0.2% GR | |

Herbicides

| | |
|---------------------------------------|---------------------|
| Glufosinate Ammonium 13.5% SL | |
| Tembotrione 34.4% SC | Penoxsulam 2.67% OD |
| Penoxsulam 0.97% + Butachlor 38.8% SE | |

Fungicides

| | |
|--|-------------------|
| Pyraclostrobin | Thiafluzamide 24% |
| Azoxystrobin 11% + Tebuconazole 18.3% SC | |

Plant Growth Regulators

| | |
|----------|---------------|
| Ethephon | Paclobutrazol |
|----------|---------------|

Intermediates*

| | |
|---------|------------------|
| 4,6 DCP | 3C Aldehyde |
| Oxirane | 1,2,4 Triazinone |



Number of product registrations held by Best Agrolife

465+

Formulations registered for manufacture and sale in India

87+

Formulations registered for manufacture and sale in the export markets

116+

Technicals registered in India

131+

Technicals registered for manufacture and sale in the export markets

Number of product registrations through international distribution partners for exports

14

Formulations registered in countries across the world

41

Formulations filed and pending approval in countries across the world

Customers we serve



FROM THE DESK OF THE CHAIRMAN

Strong. Stable. Sustainable.



We have a strategic CAPEX plan to expand our technical capabilities and enhance backward integration. This reduces our reliance on external sources, leading to a more sustainable cost structure.

30%

Targeted growth rate in the coming years

44%

Y-o-Y Growth in revenue from operations in FY23

Dear Stakeholders,

I extend my heartfelt gratitude to all of you, especially the farmers, for their unwavering support and trust in Best Agrolife. Your contribution to our success is invaluable, and we remain committed to serving you with our best efforts.

The global economy has been navigating through turbulent times, marked by financial sector turmoil, high inflation, and the repercussions of Russia's invasion of Ukraine. In the face of these challenges, we have remained resilient and focussed on achieving our objectives.

I am pleased to share that despite the prevailing headwinds, Best Agrolife has achieved a remarkable milestone in revenue growth. Our turnover for FY23 stands at ₹1,746 Crores, representing a robust growth of 44% compared to the previous fiscal year. This growth is a testament to our unique value proposition and cost-effective solutions that address the specific needs of farmers, contributing to our sustained success year after year.

Our dedication to innovation and execution has resulted in significant achievements. We have made strides in patenting our products, ensuring they not only meet market demand but also provide substantial top-line growth. The strategic shift from generic to specialised offerings has been instrumental in strengthening our market position and driving growth.

Our most valued asset, our talented workforce, continues to be the driving force behind our accomplishments. We firmly believe in investing in their development and empowering them to excel in their roles. Through continuous learning and training initiatives, we equip our employees with the necessary expertise to thrive in a dynamic industry.

As a responsible corporate citizen, we remain committed to our Environmental, Social, and Governance (ESG) responsibilities. In line with this commitment, we have undertaken various Corporate Social Responsibility (CSR) initiatives. These include supporting healthcare and education programmes for children of leprosy patients, creating infrastructure to promote animal care, restoring biodiversity through planting initiatives, and providing healthcare support through necessary equipments. These initiatives reflect our dedication to making a positive impact on society.

Embracing sustainable practices, we have taken a significant step towards clean energy by securing a Power Purchase Agreement (PPA) and Solar Hedge Agreement (SHA) for the supply of 3 MW solar energy. This renewable energy will power our manufacturing unit in Gajraula, Uttar Pradesh.

Embracing sustainable practices, we have taken a significant step towards clean energy by securing a Power Purchase Agreement (PPA) and Solar Hedge Agreement (SHA) for the supply of 3 MW solar energy.

Looking ahead, we have a strategic CAPEX plan to expand our technical capabilities and enhance backward integration. This reduces our reliance on external sources, leading to a more sustainable cost structure. We are actively exploring opportunities to expand our market footprint, both domestically and in select overseas markets, aiming to drive a 30% year-on-year growth.

I express my heartfelt appreciation to all stakeholders and every member of the Best Agrolife family for their unwavering dedication and commitment. Together, we will continue to make a positive impact on the agriculture industry, empowering farmers and driving sustainable growth. Thank you once again for your ongoing support.

Warm regards,

Braj Kishore Prasad
Chairman

LETTER FROM THE MANAGING DIRECTOR

Best. Bourgeoning. Branding.



Our outlook for FY24 remains ambitious. We project robust revenue growth of 30%. Moreover, aligned with our strategic initiatives and operational efficiencies, we anticipate sustaining an EBITDA margin of 20%.



Dear Shareholders,

I am pleased to present to you the annual review of Best Agrolife for the fiscal year 2023. This year has been characterized by introspection, resilience, and impressive growth, a testament to our unwavering dedication to creating value in a dynamic environment.

The commencement of FY23 was met with great anticipation. As industry indicators hinted at a promising monsoon, we proactively bolstered our inventories in preparation for the kharif season. This strategic foresight allowed us to harness growth opportunities early on. The initial quarters showcased our exceptional performance, underscoring our position as an industry leader.

Nevertheless, the agricultural sector's inherent connection to nature brought its share of unpredictability. We experienced this firsthand as the season progressed. The latter part of the monsoon season presented challenges, characterized by excessive rainfall and decreased insect infections, resulting in an accumulation of channel

inventory. These dynamics, though demanding, are inherent to our industry, and our ability to navigate them with agility and adaptability distinguishes us.

Our adaptability was once again tested as external industry factors gained prominence. The relaxation of China's zero COVID policy led to an oversupply of agrochemicals in the market. This presented not only competitive challenges but also downward pressure on prices, particularly in the fourth quarter. Despite these obstacles, our specialized agrochemical offerings demonstrated resilience, granting us a competitive advantage in a saturated market.

I take immense pride in presenting our performance metrics for this year. Our turnover surged by 44%, reaching ₹1,746 Crores. This accomplishment surpassed even our internal projections, which had envisioned a year-on-year growth of 30%. Similarly, our EBITDA experienced a remarkable upswing of 89% over the

Our teams are diligently pioneering ternary combinations. We believe these innovative solutions will not only cater to domestic requirements but also find relevance in international markets.

previous financial year, while our PAT soared by 83% to ₹192 Crores. These figures epitomize the relentless commitment of our teams, the efficacy of our strategies, and most importantly, the trust that you, our esteemed shareholders, have placed in us.

Our dedication to aligning our offerings more closely with the needs of the agricultural community prompted our transition from generic to branded solutions. This strategic shift enables us to introduce innovative, high-margin products to the market. Noteworthy among these is our proprietary fungicide, Tricolor, was launched in August 2023. Additionally, the development of Pyroxasulfone, achieved through pioneering technology, is poised to capture a market share of ₹150 Crores this year, within an overall market size of approximately ₹450 Crores. Furthermore, our strategies encompass a comprehensive integration of Vistara and Citigen products. By FY25, our aspiration is resolute: to be acknowledged as a specialty molecule Company boasting an array of exclusive patented molecules. Our unwavering focus on backward integration, patented molecules, and the introduction of innovative formulations and combinations positions us as a beacon of effective, sustainable, and environmentally conscious solutions within the agricultural sector.

We recognize that true industry leadership requires visionary thinking. To this end, our commitment to research and development remains steadfast. Our teams are diligently pioneering ternary combinations. We believe these innovative solutions will not only cater to domestic requirements but also find relevance in international markets, particularly in the Far East.

Speaking of global aspirations, we are in the early phases of expanding our global presence. This initiative is not solely about accessing new revenue streams; it embodies our mission to bring our innovations, born from a profound understanding of the Indian agricultural landscape, to farmers across the globe.

Our outlook for FY24 remains ambitious. We project robust revenue growth of 30%. Moreover, aligned with our strategic initiatives and operational efficiencies, we anticipate sustaining an EBITDA margin of 20%.

In closing, our vision is crystal clear. We are committed to fortifying our leadership in the domestic market, perpetually innovating, and extending our impact on a global scale. Our objectives for FY24 are firmly established, and with your continued support, we advance with unwavering confidence.

Your belief in our mission has been the cornerstone of our achievements. It is this collective drive and shared vision that will propel us into the future. Here's to the path ahead, to triumphing over challenges, seizing opportunities, and attaining significant milestones.

We extend our heartfelt gratitude for your integral role in our journey.

Best regards,

Vimal Kumar
Managing Director

BUSINESS MODEL

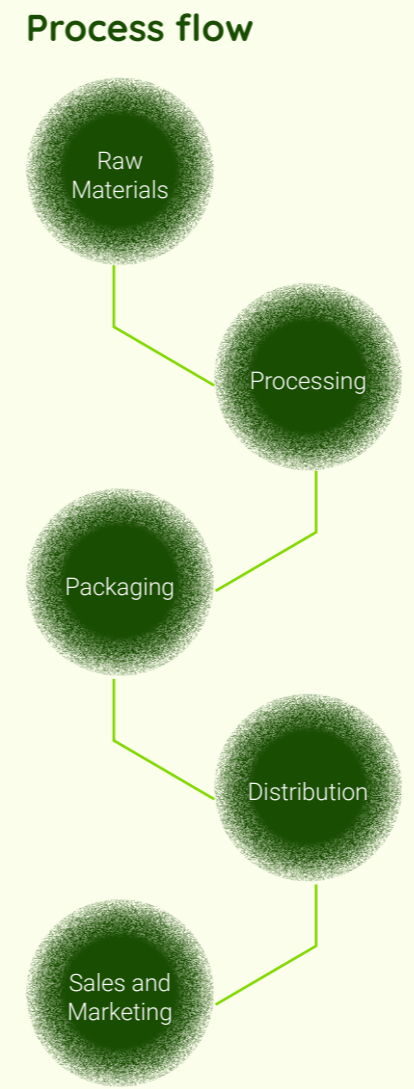
Scale. Synergy. Strategy.

At Best Agrolife, the Company's business model is centred on delivering innovative agricultural solutions that empower farmers and contribute to the growth of the agrochemical industry. The model is anchored in long-term sustainable value creation.

Through this robust business model, the Company aims to create value for all stakeholders, including farmers, customers, employees, and society at large. Best Agrolife is committed to fostering a sustainable and prosperous agricultural ecosystem, contributing to food security, and supporting the growth and well-being of farming communities.

Inputs Our activities Value we create Outcomes

- Financial prudence**
 Funding obtained from providers of capital, when deployed in the Company's business operations, enables the Company to expand its product portfolio, technical capabilities, manufacturing capacities, and geographic reach.
- Wide reach**
 The Company has an extensive footprint across most states in the country and enjoys long-standing relationships with distributors.
- Skilled workforce**
 The Company boasts a highly-skilled, diverse, and effective workforce that drives the overall organisational goals and provides a competitive edge.
- Manufacturing excellence**
 The Company's state-of-the-art integrated manufacturing facilities, focused on excellence and efficiency, ensure high-quality products.
- Intellectual strengths**
 One of the Company's competitive advantages is the science and technology behind its products and manufacturing processes. The Company uses these industry-leading capabilities to deliver sustainable solutions to its clients.



- Value for shareholders**
 Delivering sustainable and profitable growth for the investors with unwavering focus on operational excellence and cost discipline
- Value for customers**
 Offering customers a wide spectrum of quality and cost-effective solutions across various segments
- Value for employees**
 Offering a safe and conducive work environment for people to grow and pursue their ambitions
- Value for environment and communities**
 Proactive approach to minimise the environmental footprint with the commitment of growing together with the communities and playing a larger role for the society

- Shareholders**
 - 44%** Growth in revenue from operations
 - 89%** Growth in EBITDA
 - 83%** Growth in PAT
- Customers**
 - 35** New products under pipeline
 - Process optimisation
- Employees**
 - Highly trained and motivated workforce
 - Well defined career progression path
- Environment and communities**
 - Positively impacted lives of communities around us
 - Reduced carbon footprint
 - Social license to operate

KEY PERFORMANCE INDICATORS

Revenue. Ratios. Returns.

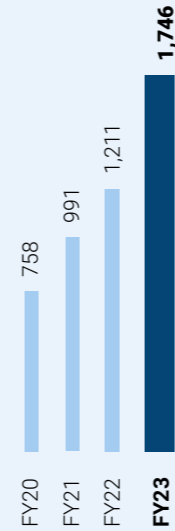
Despite facing macro-economic challenges, the Company showcased robust revenue growth in FY23, complemented by enhanced margins. This led to an improvement in return ratios and the maintenance of a stable balance sheet. Actively shifting from generic products to specialised ones, the Company aims to complete this transition by FY25, with considerable advancement anticipated in FY24.

Our values create value

At Best Agrolife, it is firmly believed that the Company's core values are not merely guiding principles, but also instrumental in driving value creation. These values mould the Company's organisational culture, dictate its actions, and play a pivotal role in its overarching success.

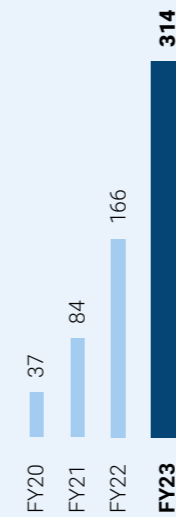
Revenue
₹ in Crores

1,746



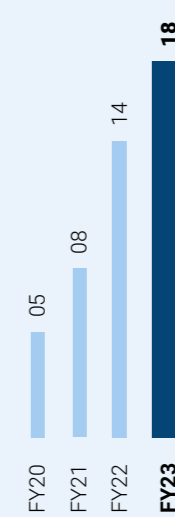
EBITDA
₹ in Crores

314



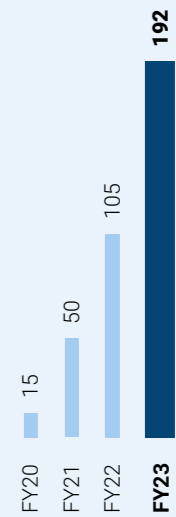
EBITDA Margin
In %

18



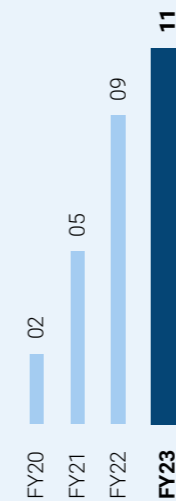
PAT
₹ in Crores

192



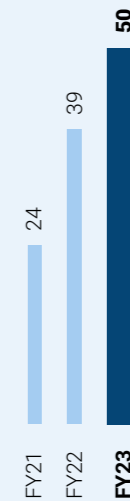
PAT Margin
In %

11



ROCE
In %

50



ROE
In %

36



BOARD OF DIRECTORS

Direction. Deliberation. Decision.



Mr. Braj Kishore Prasad
Chairman and Independent Director

C R A N S

Mr. Prasad, a retired IAS officer, possesses a Double Masters' degree in Botany and Administrative Science & Development Problems from the esteemed University of York, United Kingdom. With an extensive 38-year career, he held prominent positions including Collector of Salem, Director of Industries, and Special/Secretary of Home & Prohibition Excise Department in Tamil Nadu. In his role as the overseer of disaster management in the Ministry of Home Affairs, Mr. Prasad exhibited effective leadership in coordinating national-level disaster management and relief operations. Collaborating closely with NDRF, Defence, and Navy, he played a crucial role in devising and executing vital strategies to combat natural disasters within the country. Respected for his unwavering moral character, Mr. Prasad is recognised as a bold and upright officer. His exceptional critical thinking and problem-solving abilities contributed to his exceptional performance in each administrative assignment. He also undertook significant and sensitive responsibilities within the Government of India, including being a member of a committee appointed by the Supreme Court to investigate matters related to the ISRO-espionage case.



Mr. Vimal Kumar
Managing Director

A true visionary and a passionate entrepreneur, Mr Vimal Kumar is an eminent personality with vast and rich experience in the Agrochemicals Industry. He oversees strategy, management, development, and integration of the Company policies. With Best Agrolife he is pioneering endeavors to provide farmers with safe agrochemical products at economical prices. He has been Interviewed by international magazines from "African Farming and Food Processing" to the publication Agro Pages, where he spoke on the "Taking Indian Brands and Leaders. Strides towards Make in India". In the 2018 edition of India Suppliers Guide, Mr. Vimal's views were published as "An Agrochemical Perspective from India". In 2019, he was featured in the Forbes India magazine's & in 2022 featured in Fortune India magazine.



Mr. S. B. V. Rama Prasad
Whole-Time Director

A business leader with an excellent track record across leading companies Mr Bala has been associated at the apex level with several reputed organizations such as Adama India Pvt Ltd. An Agri graduate from Kanpur University Mr Bala comes with more than 40 years of substantial experience in the chemical industry. As a Founder member and Director of the Board of Adama India Pvt Ltd. since 2009, he has delivered significant portfolio and organizational change as part of transforming it into a more focused, growth-driven and sustainable business. Prior to joining Adama India Pvt Ltd in 2009, Mr Bala worked for Nagarjuna Group (Fertilizers & Pesticides) for more than two decades (1986-2009). With his analytical and strategic mindset and his ability to turn challenges into great success, Mr Bala took Nagarjuna Agrichem & Adama to new heights and turned them into high-revenue-earning companies.



Ms. Isha Luthra
Whole-Time Director

Ms. Isha Luthra, a graduate of Delhi University with a Bachelor's degree in Arts, brings over 11 years of valuable experience to the team. Her contributions have played a vital role in enhancing the technical expertise of the team and driving positive changes within the organisation, resulting in increased process efficiencies. As an integral part of the team, she holds a deep commitment to the core value of ensuring the prosperity of every farmer. Over time, she has evolved into a skilled leader, possessing a comprehensive understanding of the intricacies of the business. Ms. Luthra actively promotes technological advancements within the organisation and takes a keen interest in supporting the team with domestic and global license work, product registrations, and ensuring smooth day-to-day administration.



Mr. Shuvendu Kumar Satpathy
Non-Executive Director

S A N R C

Born in Rourkela, Odisha Mr. Satpathy did his B.SC in Agriculture from the renowned Orissa University of Agriculture & Technology, Bhubaneswar. He completed his CAIIB (Certified Associate of Indian Institute of Bankers) certification in Finance from the Indian Institute of Banking and Finance. Mr. Satpathy has spent over 33 years in the industry where he has worked for 22 years at Punjab National Bank and later collaborated under various capacities for 10 years in the agrochemicals industry.

He is an excellent analyst known for his problem-solving and decision-making skills. A good orator, he is a strong influencer and a persuasive communicator. He is result-oriented in his approach. A people person, he is good at system implementation and team-building.

Mr. Satpathy has closely worked on the growth model of the bank and has seen the PNB as a brand grows from 100cr to 1300cr Company. With the same passion, Mr. Satpathy has joined the team of Best Agrolife Ltd. as a Non-Executive Director. He is majorly involved in the administration, and banking operations of the Company. This includes overlooking the Company's finance portfolio, CMA data, projections, finalizing the balance sheet, stock audits, and liaising with banking and other officials.



Mrs. Chetna
Independent Director

A N R S C

Mrs. Chetna, an Independent Director, is an associate member of The Institute of Company Secretaries of India (ICSI) and holds a law degree from Jaipur College of Law. She has received a crash course certificate from ICSI in National Company Law Tribunal. With more than 6 years of experience in Corporate Laws, SEBI Compliances, Financial Management, Accounts, and Taxations, Mrs. Chetna brings valuable expertise to the Board. She currently serves as an Independent Director at Prosper Housing Finance Limited, Esquire Money Guarantees Limited, and Advik Capital Limited.

Board Committees

A: Audit Committee | N: Nomination and remuneration committee | S: Stakeholder Relationship Committee | R: Risk Management Committee | C: Corporate Social Responsibility Committee
● Chairperson ● Member

LEADERSHIP TEAM

Experience. Expertise. Excellence.



Mr. Pramod Narayan Karlekar
Managing Director,
Best Crop Science
Private Limited

A Chemical Engineer from UDC T- one of the top Indian Institute for Chemical Technology and a Management Graduate from Mumbai University, he has a diverse and rich professional background. He has been associated at the apex level with reputed organizations such as -Rallis India Ltd as President Technology, thereafter worked at leadership levels including as President of the Agrochemical division of Atul Ltd, as COO of Deepak Nitrite Ltd., as Managing Director of Cheminova India Ltd from 2008 and subsequently as its President international region comprising of Asia-Pacific, Africa, Middle East. Later on, post-global acquisition of Cheminova by FMC corp (USA), he assumed the position of country head for FMC India. In these assignments he worked on strategic areas such as mergers and acquisitions and global business development etc.



Mr. Sanjeev Kharbanda
Chief Financial
Officer

Mr. Sanjeev is a Post Graduate in Business Management (MBA) from IMT Ghaziabad & comes with a hands on experience of over 28 years His expertise lies in strategic & financial planning, business operations & transformation, investors relationship, audit, tax, treasury, enterprise risk management, governance & compliance. He has deep knowledge about both Indian and international financial markets and has been recognized among the Top Most Impactful CFO Leaders of 2022-23 by Transformance and a recipient of Top CFONext100 Award in 2017 and 2016 Mr Kharbanda was also awarded among top 20 Treasurers (T20) twice by CFO India Finance. He joins BAL from Aqualite (a footwear brand supported by PE fund), where he worked as CFO and Business Co-Pilot. He has also worked in senior finance positions with Mother Dairy and leading companies in FMCG & Telecom sector.



Mr. Sara Narsaiah
National Marketing
Head

With over 30 years of demonstrated experience in sales and marketing, Mr. Sara Narsaiah is a result-driven and creative professional. He has contributed significantly to the growth and revenue enhancement of various organisations, including his 28-year association with Bayer Crop Science, a leading agrochemical Company. Mr. Narsaiah's strengths lie in business strategy, sales and marketing, product and portfolio management, brand building, market research and analysis, partnership development, client relationship management, people management, and training. With his extensive experience in sales, marketing, and channel servicing, Mr. Narsaiah aims to market our presence across India and drive the product development platform to new heights.



Mr. N Surendra Sai
Head of International
Business

A passionate technologist and entrepreneur having 31 years of extensive experience and understanding of Organizational Program Management, Business Analytics, Innovation, Startup Culture and Technology. He has held various leadership positions at private and government sectors with national and international exposure. In his 15 years stint at Wipro Technologies, held the roles of Delivery Head (PES), Program Head of Microsoft Windows Sustainance Engineering Services, Head of Cost of Delivery Optimization. As a scientist with DRDO he worked on technology development and R&D for critical systems of national importance. He was instrumental in creating India's first Quantum Secure Communication Stack for National Agencies. In his earlier stint with Best Group, The R&D environment created by him established a foundation for manufacturing of next generation molecules.



Ms. Astha Wahi
Company Secretary and
Compliance Officer

Ms Astha Wahi is a qualified Company Secretary & Law Graduate with more than 9 Years of experience in Company Secretarial and legal functions, including corporate affairs and governance. She has exposure in carrying out efficient administration of a Company, particularly in terms of ensuring compliance with statutory and regulatory requirements and ensuring that decisions of the board of directors are implemented.

Ms Astha has an ability to ensure that a Company complies and operates in accordance with statutory and legal provisions.

RISK MITIGATION

Acknowledge. Assess. Alleviate.

The enduring success of the Company relies on its comprehensive understanding of the business landscape, including the potential risks and opportunities that can affect its operations. Best Agrolife employs a strong framework to assess and mitigate risks, ensuring the creation of sustainable value for all stakeholders and the fulfilment of their expectations.

Risks

Mitigation strategies



Economic

The Company is dependent on the Indian economy for growth. It is also dependent on regional, domestic as well as international market conditions significantly.

The Company has successfully diversified its product sales across multiple geographies, reducing its reliance on any specific economy or market. Regular engagement with customers enables the development of advanced chemistry products tailored to their specific needs.



Regulatory

Obtaining, renewing and maintaining statutory and regulatory permits, licenses and approvals for smooth business operations can be a cumbersome process. Moreover, there exists a strong dependency on the Indian government's regulations and policies.

Adherence to Indian corporate governance requirements and timely approval processes ensure compliance. The Company proactively revisits its framework to effectively navigate policy changes that may impact its operations.



Raw Material

Maintaining a steady and abundant flow of raw materials is essential, as it determines the cost of production, profitability and competitiveness of the Company.

Efforts to broaden the procurement base mitigate supply issues, as the Company has not experienced significant disruptions or disputes with suppliers. Backward integration further enhances risk mitigation.

Risks

Mitigation strategies



Client

A sizable contribution to the revenue is dependent on a limited number of clients, and the loss of such clients, whether due to weakened economic environment, adverse market conditions or any client specific circumstance may materially and adversely impact the Company.

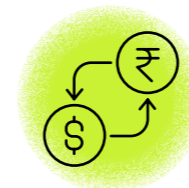
Best Agrolife stands out from its competitors with superior quality products and unique advanced chemistry. Long-term customer associations are a testament to the Company's commitment. Future plans include expanding the customer base and geographic footprint for reduced dependency.



Dependence on Key Personnel

Dependence on the Promoters, Directors, Senior Management, Key Managerial Personnel including Business Heads for strategic direction and day-to-day management of the business operations.

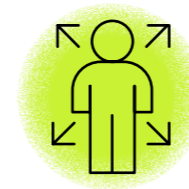
Investment in personnel growth empowers autonomous leadership, contributing to employee retention. The Company has successfully maintained a high level of employee retention, with several individuals having been with the organisation since its establishment.



Foreign Exchange

Export sales generate income for the Company in foreign currency, and any appreciation or depreciation of the Indian Rupee against foreign currencies can impact it severely.

Foreign exchange risks are monitored, and selective hedging is planned for future export sales.



Competition

The agrochemical industry comprises many players. The inability to meet the cost and product demand of customers could result in customer attrition.

Strong relationships and continuous engagement with customers drive the Company's understanding of their evolving needs. The robust R&D and compliance with global environmental norms enhance its reputation as a preferred partner. Repeat customers account for over 60% of the business.



Quality

A drop in the quality of our products may have an impact on relationship with current customers and jeopardise the trust the Company has earned over the years. It may also have a negative impact on any new business opportunities that the Company may wish to pursue.

Continuous investment in quality control processes and adherence to SOPs maintain superior product quality. State-of-the-art manufacturing infrastructure and experienced quality control professionals ensure optimal quality standards are met.

CORPORATE SOCIAL RESPONSIBILITY

Community. Collaboration. Compassion.

Equal importance is placed on non-economic contributions as well as financial results when evaluating the Company's success. The measure of profitability at Best Agrolife extends beyond monetary gains to encompass the positive impact created in the lives of the less fortunate. The Company strives to serve humanity in various ways, promoting sustainability and elevating the weaker and underprivileged sections of society.

In FY23, the Company allocated ₹121 Lacs for CSR activities, reflecting its commitment to making a positive difference in the lives of others.

Best Agrolife actively seeks to establish mutually beneficial partnerships with communities and collaborates with various institutions to cater to their needs. Throughout the year, several initiatives have been undertaken, including:



Solar. Sustainable. Savings.

Our integration of renewable energy showcases the alignment of economic growth with environmental responsibility. This strategic move underscores our proactive approach to embracing clean energy solutions and solidifies our position as an industry leader in sustainable practices. It contributes to the nation's efforts to reduce carbon footprint and achieve Net Zero goals.

At Best Agrolife, a significant step has been taken towards clean energy by securing a Power Purchase Agreement (PPA) and Solar Hedge Agreement (SHA) for the supply of 3 MW solar energy. This renewable energy is set to power the Company's manufacturing unit in Gajraula, Uttar Pradesh. A partnership has been formed with Fourth Partner Energy, a renowned renewable energy solutions provider, to source this solar energy from their 15 MW solar park in Shahjahanpur.

The Company's integration of green solar power marks a pivotal stride in reaching energy transition goals. Exploration is actively underway for the implementation of solar energy solutions in all manufacturing facilities across India. Demonstrating commitment to sustainability, rainwater harvesting systems have already been installed in all units.

With the implementation of the 3 MW solar plant, an anticipated significant annual savings of 33% per unit on electricity costs and a reduction of over 4,000 tonnes in carbon emissions is expected.

This integration of renewable energy highlights the alignment of economic growth with environmental responsibility for Best Agrolife. Such a strategic move emphasises the Company's proactive approach to adopting clean energy solutions, reinforcing its standing as an industry frontrunner in sustainable practices. Moreover, it contributes to the nation's endeavours to curtail its carbon footprint and achieve Net Zero objectives.



Management Discussion and Analysis

Global economy

The global economy is navigating through dynamic times. According to the International Monetary Fund (IMF), there's a foundational resilience in the global economy. While there might be a slight deceleration in the growth rate from 3.4 percent in 2022 to 2.8 percent in 2023, the optimism is evident with projections indicating a stabilisation at a healthy 3.0 percent in 2024.

The IMF anticipates a downward trajectory in global headline inflation, reducing from 8.7 percent in 2022 to a more moderate 7.0 percent in 2023. This easing is attributed to declining commodity prices, which signifies a potential for more stable market conditions.

In essence, while there are complexities to be navigated, the global economic canvas offers opportunities for growth, innovation, and resilience in these transformative times.

Indian economy

The Indian economy has demonstrated its resilience by rebounding from the pandemic's impact, achieving complete recovery in FY22, and is now poised to surpass pre-pandemic growth levels in FY23, outperforming many nations.

Managing inflation has been a challenge for India, further exacerbated by European turmoil. However, with government and RBI interventions, along with easing global commodity prices, retail inflation has been successfully brought below the upper tolerance target set by the RBI in November 2022.

Challenges persist in the form of a depreciating rupee, potential policy rate increases by the US Federal Reserve, and a widening current account deficit due to elevated global commodity prices and sustained Indian economic growth.

Despite these challenges, India remains consistently projected as the fastest-growing major economy by global agencies. In FY23, the economy is expected to grow between 6.5-7.0 percent. The resilience of the Indian economy, driven by private consumption, stimulated production, increased capacity utilisation, and generated employment opportunities, reflected in declining urban unemployment rates.

Looking ahead to FY24, robust growth is anticipated, driven by dynamic credit disbursement, capital investment cycles, and improved balance sheets for the corporate and banking sectors. The expansion of public digital platforms and the implementation of initiatives such as PM GatiShakti, the National Logistics Policy, and Production-Linked Incentive schemes aimed at boosting manufacturing output will contribute further to economic growth.

Global agriculture

Healthy, sustainable, and inclusive food systems play a pivotal role in achieving the world's development goals. With a projected population of 9.7 billion people by 2050, agricultural development becomes a powerful tool to end extreme poverty, promote shared prosperity, and ensure food security. Compared to other sectors, the agriculture sector's growth is two to four times more effective in raising incomes among the poorest.

Agriculture not only drives economic growth but also contributes significantly to global gross domestic product (GDP), accounting for 4% of the total. In least developing countries, agriculture's contribution to GDP can exceed 25%, highlighting its crucial role in these economies.

However, the progress made in agriculture-driven growth, poverty reduction, and food security is facing significant challenges. Multiple shocks, including disruptions caused by COVID-19, extreme weather events, pests, and conflicts, are impacting food systems, resulting in rising food prices and an alarming increase in hunger.

Despite these challenges, the global agriculture market demonstrates promising growth. In 2023, the market expanded from \$12,245.63 billion to \$13,398.79 billion, achieving a compound annual growth rate (CAGR) of 9.4%. Looking ahead, the market is projected to reach \$19,007.8 billion in 2027, with a CAGR of 9.1%.

Global agrochemicals

The global agrochemicals sector is experiencing a significant upswing in demand, driven by the indispensable role of crop protection chemicals in supporting the backbone of the agriculture industry worldwide. As the world's population continues to grow while arable land diminishes, maximising crop yields has become of

paramount importance in today's landscape. With the global population rapidly approaching 8 billion people, an astounding 16 billion meals per day are required at a minimum. To meet this staggering demand, crop protection chemicals play a crucial role in safeguarding crops and ensuring food security for humanity.

The global agrochemicals market, valued at USD 66.6 billion in 2020, is projected to reach USD 91.7 billion by 2025, growing at a compound annual growth rate (CAGR) of 6.5%. This growth is driven by the increasing population worldwide, coupled with a rise in affluence, which has led to a shift in consumption patterns.

Indian agriculture

Agriculture holds a prominent position in India's burgeoning economy, making significant contributions to its overall growth. With approximately 54.6% of the nation's workforce engaged in agricultural and allied activities, this sector accounts for 17.8% of India's gross value added (GVA).

The Indian agriculture sector is poised for continued growth, with a projected expansion of 3.5% in FY23. As India's population continues to rise, creating a surging demand for food and agricultural products, the significance of the agriculture sector becomes even more critical.

Indian agrochemicals

India's position as the fourth-largest producer of agrochemicals globally speaks volumes about the country's prowess in the agricultural sector. With an ever-growing domestic market and a robust export industry, India's agrochemicals sector is primed for significant growth and innovation.

India's emergence as the fifth-largest exporter of agrochemicals in terms of value and the third-largest in terms of volume further underscores the country's significance in the global market. In 2020 alone, India exported USD 3.4 billion worth of pesticides, accounting for approximately 7% of global exports. Looking ahead, India aims to amplify its export potential, targeting nearly 60% of the domestic agrochemicals production by 2025.

While China currently dominates the global pesticide exports market with a market share of around 37%, India is poised to strengthen its position. With a projected increase in export share to approximately 10% by 2025, India is set to become a key player on the global stage, contributing to the world's agricultural needs.

One notable aspect that highlights the immense growth potential in India's agrochemicals sector is the per capita consumption of crop protection chemicals per hectare. Compared to developed nations like the United States and Japan, India's per hectare consumption stands at a mere 0.6 kilograms. In contrast, countries such as Taiwan, China, and Japan utilise double-digit kilograms per hectare, signalling a significant opportunity for growth and improvement in agricultural productivity.

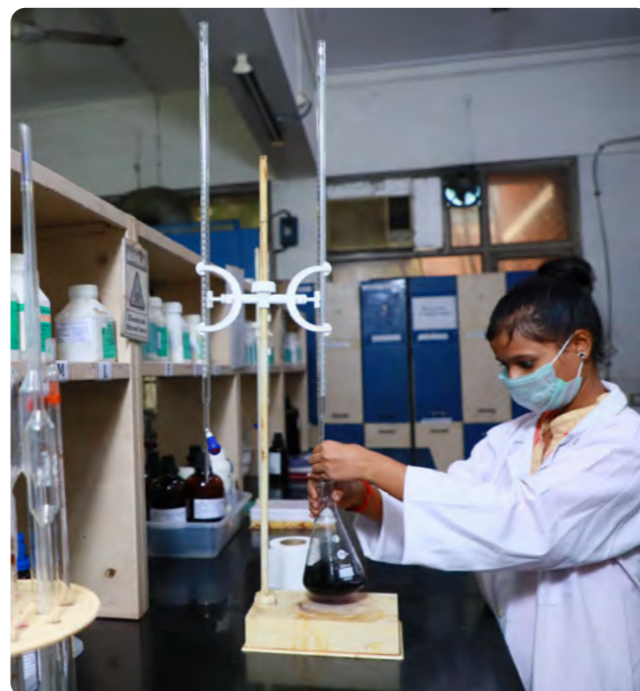
MANAGEMENT DISCUSSION AND ANALYSIS

Company overview

Best Agrolife, a prominent agrochemicals manufacturer in India, has established itself as one of the top 15 companies in the sector. With a focus on sustainable agriculture, the Company is experiencing rapid growth as it continues to offer a diverse range of products including Technicals, Formulations, Intermediates, and Public Health solutions.

Renowned for its niche product category, Best Agrolife is dedicated to delivering high-quality, innovative, and cost-effective crop protection solutions to farmers worldwide. The Company has an extensive portfolio of over 87 Formulations, encompassing Insecticides, Herbicides, Fungicides, and Plant Growth Regulators. These formulations are meticulously developed using in-house manufactured active ingredients, ensuring optimal effectiveness and performance.

Operating within a robust business-to-business framework, Best Agrolife serves prestigious corporate clients and multinational corporations both in India and abroad.



Financial overview

| Ratio | FY23 | FY22 | % change | Reason for variance |
|---|--------|--------|----------|--|
| Current Ratio (in times) | 1.38 | 1.51 | -8.12% | |
| Debt-Equity Ratio (in times) | 0.78 | 0.42 | 84.72% | Higher ration in current year on account of increased working capital loans limits owing to increase in operations and related operational use. Increase in shareholders' fund is on account of increase in current year profit. |
| Debt Service Coverage Ratio (in times) | 2.51 | 7.43 | -66.19% | Decreased primarily on account of decrease in net profits mainly attributable to lower operating profits and higher net finance charge during the current year. |
| Return on Equity Ratio (in %) | 0.14 | 0.39 | -64.43% | Decreased primarily on account of decrease in net profits mainly attributable to lower operating profits and higher net finance charge during the current year. |
| Inventory turnover ratio (in times) | 4.96 | 5.42 | -8.48% | |
| Trade Receivables turnover ratio (in times) | 5.61 | 6.22 | -9.48% | |
| Trade payables turnover (in times) | 6.39 | 5.31 | 20.19% | |
| Net capital turnover ratio (in times) | 7.06 | 5.78 | 22.18% | |
| Net profit ratio (in %) | 4.47% | 10.23% | -56.34% | Decreased primarily on account of decrease in net profits mainly attributable to lower operating profits and higher net finance charge during the current year. |
| Return on Capital employed (in %) | 14.29% | 28.67% | -50.15% | Decreased primarily on account of decrease in net profits mainly attributable to lower operating profits and higher net finance charge during the current year. |
| Return on Investment* | - | - | - | - |

* No income has been received on investment in the year ended March 31, 2023 and March 31, 2022 hence reported as Nil.

Outlook

Driven by strategic initiatives and a focus on growth and efficiency, Best Agrolife is poised for a promising outlook in FY24. The Company aims to achieve a robust 30% revenue growth and maintain an EBITDA margin of 20%.

With a strong emphasis on innovation, the Company is set to launch new and innovative products that not only cater to market demands but also offer higher profit margins. This strategic move will position the Company as a leader in specialised products, marking a significant shift from generic offerings.

In order to expand its market presence, BAL is ramping up its distribution network and focussing on branded products. This targeted approach will enhance customer engagement and create greater brand recognition.

The Company is maximising backward integration efforts to improve operational efficiencies. By streamlining its supply chain and production processes, the Company can enhance productivity and cost-effectiveness, ultimately driving higher profitability.

Expanding footprint in the global market remains a key priority for BAL. The Company is dedicated to expanding its export business, tapping into new markets and leveraging its strong product portfolio to establish a strong international presence.



Human resources

At Best Agrolife, the immense value of human resources is recognised as key drivers of the Company's growth. With a steadfast commitment to employee development, the Company actively engages with its workforce to empower them. By investing in continuous learning and training, Best Agrolife equips its employees with the necessary expertise to excel in their roles.

Establishing a formidable brand presence is another strategic focus for the Company. Building a positive reputation as an employer of choice is pivotal for securing and nurturing top talent. By nurturing a supportive and collaborative work environment, the Company aims to ensure employee satisfaction.

Throughout FY23, employee relations at all tiers remained cordial, and the Company remains committed to maintaining this harmony in future. As of 31 March 2023, Best Agrolife boasted a workforce of 700+ permanent employees.

Internal control systems and their adequacy

At Best Agrolife, a robust system of internal controls has been implemented to ensure the protection and safeguarding of the Company's assets. This comprehensive framework minimises the risk of unauthorised use or disposal of assets and ensures that all transactions are properly authorised, recorded, and reported.

With the objective of optimising resource utilisation and boosting operational efficiency, the Company has established an effective mechanism. This mechanism facilitates close monitoring of operations, guaranteeing that resources are employed efficiently and in alignment with pertinent laws and regulations. The internal control systems have been judged as adequate and satisfactory by the auditors.

Cautionary Statement

Statements contained in the Management Discussion and Analysis and other sections of the report, which detail the objectives, projections, estimates, and expectations, may be deemed as forward-looking statements. It is crucial to recognise that actual results might deviate considerably from these statements owing to various risks and uncertainties.

The Company's operations can be affected by factors such as economic and political conditions, not only in India but also in other countries where Best Agrolife operates. Furthermore, fluctuations in interest rates, alterations in government regulations and policies, tax laws, statutes, and other incidental factors can influence the Company's operations. Evaluating Best Agrolife's future prospects and performance necessitates consideration of these factors and uncertainties.

Corporate Information

Board of Directors

Mr. Braj Kishore Prasad - Chairman & Independent Director
Mr. Vimal Kumar - Managing Director
Mr. Balavenkatarama Prasad Suryadevara - Whole-Time Director
Mrs. Isha Luthra - Whole-Time Director
Mr. Shuvendu Kumar Satpathy - Non-Executive Director
Mrs. Chetna - Independent Director

Chief Financial Officer

Mr. Sanjeev Kharbanda

Company Secretary & Compliance Officer

Mrs. Astha Wahni

Statutory Auditors

Walker Chandok, Co. LLP, Chartered Accountant
L-41, Connaught Circus, New Delhi - 110001.

Secretarial Auditors

Ms. Rakhi Rani, Practicing Company Secretary

Internal Auditors

SHPH & Associates, Chartered Accountants, New Delhi.

Bankers

ICICI Bank Limited
Punjab National Bank Limited
Standard Chartered Bank
Yes Bank Limited
State Bank of India Limited
Kotak Mahindra Bank Limited
SBM Bank India Limited.
CSB Bank

Registrar and Share Transfer Agent

Skyline Financial Services Private Limited,
D-153A, 1st Floor, Okhla Industrial Area, Phase-I,
New Delhi-110020.
Email: info@skylinerta.com.
Tel: 011-40450193-97.

Corporate Identity Number

L74110DL1992PLC116773

Registered & Corporate Office

B-4, Bhagwan Dass Nagar, East Punjabi Bagh,
New Delhi-110026.

Website: www.bestagrolife.com

Notice

Notice is hereby given that the 32nd Annual General Meeting ("AGM") of Best Agrolife Limited will be held on Wednesday, September 27, 2023 at 12:30 P.M., through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass following resolution(s) as an ordinary resolution(s);

- (a) "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted."
- (b) "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of Auditors thereon be and are hereby considered and adopted."

2. To declare dividend on equity shares for the Financial Year Ended March 31, 2023.

To consider and if thought fit, to pass following resolution(s) as an ordinary resolution(s);

"RESOLVED THAT dividend of ₹3.00 (30%) per Equity Share of ₹ 10/- each be and is hereby declared for the financial year ended March 31, 2023."

3. To appoint a director in place of Mr. Shuvendu Kumar Satpathy (DIN: 07552741), who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT Mr. Shuvendu Kumar Satpathy (DIN: 07552741), who retires by rotation be and is hereby re-appointed as a Director of the Company and such appointment would not have any effect on the continuity of his tenure as Director of the Company."

Special Business

4. Increase in Authorized Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing ₹ 23,70,00,000 (Rupees Twenty Three Crores Seventy Lakhs) divided into 2,37,00,000 (Two Crores Thirty Seven Lakhs Only) Equity Shares of ₹ 10/- each to ₹ 50,00,00,000 (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

V. The Authorized Share Capital of the Company is ₹ 50,00,00,000 (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹ 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Alteration of the Object Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13, 15 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto, for the time being in force, and subject to the approval of the statutory authorities, the consent of the Members be and is hereby accorded to alter and amend the existing Object Clause of the Memorandum of Association of the Company in the following manner:

Clause III(A) of the MOA be altered by Substituting following Clause:

The Objects to be Pursued by the Company:

1. To carry on the business of manufacturer, dealers, consignee, traders, buyers, sellers, importers, exporters, agents, distributors in all kinds of Technical and

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Formulation grade Pesticides, Herbicides, insecticides and other chemicals & agro chemical products, Industrial chemicals.

2. To receive goods on consignment, from any company, firm, association of persons, body, whether incorporate or not, individuals, government semi-government or any other local authority and sale the same as agents or on principal-to-principal basis.
3. To carry on the business of manufacture, formulation of all kinds of pesticides & sub categories of pesticides like herbicides, insecticides, weedicides, fungicides, rodenticides, plant growth regulators (PGR), and chemicals products, industrial chemicals, chemicals raw materials, organic and inorganic chemicals, its components and derivative.
4. To carry on the Business of dealers, consignee, traders, buyers, sellers, importers, exporters, agents, distribution of all kinds of Agro fertilizers, manures, animal feeds, urea and other types of organic or inorganic or mixed fertilizers of synthetic or natural origin containing nitrogen, phosphate or other compounds soda ash, insecticides, fungicides and remedies of all kinds whatsoever for agricultural, fruit growing or other purposes whether produced from vegetable or animal matter or by any chemical process or otherwise.
5. To establish state-of-the-art laboratory facility, to conduct research and development for new molecules including combination of various agrochemicals molecules, to conduct testing for in-house products and also to carry on the business of testing and Research & Development of various molecules for the Agro chemical industry."

6. Regularization of Additional Director Mr. Balavenkatarama Prasad Suryadevara (DIN: 02699949) as a Whole-Time Director of the Company

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

"RESOLVED THAT subject to provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Balavenkatarama Prasad Suryadevara (DIN: 02699949), who was appointed as an Additional Director & designated as Whole-Time Director by the Board of Directors, at its Meeting held on July 31, 2023, who holds office up to the date of ensuing annual general meeting and in respect of whom the Company has received a notice proposing his candidature in terms of Section 160(1) of the Act, be and is hereby appointed as a Whole-Time Director of the Company. The period of his office shall be liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act,

2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to appoint Mr. Balavenkatarama Prasad Suryadevara (DIN: 02699949) as a Whole-Time Director of the Company, for a period of 5 (five) years from July 31, 2023 on the terms & conditions and remuneration as decided by the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee).

RESOLVED FURTHER THAT the remuneration payable to Mr. Balavenkatarama Prasad Suryadevara (DIN: 02699949), shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To approve remuneration payable to Non-Executive Directors

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee & the Board of Directors, the consent of the members of the Company be and is hereby accorded for the payment of monthly remuneration to Mr. Shuvendu Kumar Satpathy (DIN: 07552741) Non-Executive Director, in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, for the financial year 2023-24 and that such amount shall

not exceed 1% of the net profits of the Company including all non-executive Directors as computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. Approval for Material Related Party Transaction(s) with Best Crop Science Private Limited

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transactions, the approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Best Crop Science Private Limited (‘BCSPL’), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions, as may be agreed between the Company and BCSPL, for an aggregate value upto ₹1,000 crores to be entered during FY 2023-24, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek

any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

9. Approval for Material Related Party Transaction(s) with Seedlings India Private Limited

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transactions, the approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Seedlings India Private Limited (‘SIPL’), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions, as may be agreed between the Company and SIPL, for an aggregate value upto ₹500 crores to be entered during FY 2023-24, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this

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resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

For and on behalf of the Board

Place: New Delhi
Date: September 2, 2023

Astha Wahi
CS & Compliance Officer

Notes:

1. In accordance with the provisions of the Companies Act, 2013 ("Act"), read with the Rules made thereunder and General Circular dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") read with relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as ("the Circulars"), companies are allowed to hold Annual General Meeting (AGM) through VC or OAVM upto September 30, 2023, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice. Institutional members/Corporate members (i.e. other than individuals, HUF's, NRI's, etc.) intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer by email to advisorsproficient@gmail.com with a copy marked to evoting@nsdl.co.in.
3. The information required to be provided as per section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are furnished in the explanatory statement which is annexed hereto.
4. The Members can join the AGM in the VC/OAVM mode fifteen minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Members desirous of seeking information in respect of Accounts of the Company are requested to send their queries to info@bestagrolife.com/cs@bestagrolife.com on or before September 15, 2023.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-Voting.
7. The Company has fixed Wednesday, September 20, 2023 as the "Record Date" for determining entitlement of Members to final dividend for the financial year ended March 31, 2023, if approved at the Annual General Meeting.
8. Upon declaration of final dividend as recommended by the Directors, payment of dividend, subject to deduction of tax at source, will be made as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on September 20, 2023.
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on September 20, 2023.
9. Members are requested to notify immediately changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - a. For shares held in electronic form: to their Depository Participants (DPs);
 - b. For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.
10. Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Subdivision/Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website: www.bestagrolife.com. It may be noted that any service request can be processed only after the folio is KYC compliant.

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SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company, for assistance in this regard.

11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.bestagrolife.com. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and relevant documents referred to in the Notice of this AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. Members who wish to inspect such documents can send their requests to the Company at info@bestagrolife.com by mentioning name and Folio number/DP ID and Client ID.
14. Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and annual Report 2022-23 will also be available on the Company's website www.bestagrolife.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>,

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2022-2023 and Notice of the AGM of the Company, he/she may send a request to the Company by writing at info@bestagrolife.com or cs@bestagrolife.com mentioning their DP ID and Client ID/Folio No.

15. Members at the 29th AGM of the Company, held on September 28, 2020 had approved the appointment of M/s Walker Chandiook & Co LLP (Firm Regn. No. 001076N/N500013 as statutory auditors of the

Company, to hold office for a period of five years, subject to ratification of shareholders, from the conclusion of the 29th AGM till the conclusion of the 34th AGM. The Ministry of Corporate Affairs vide its Notification dated May 7, 2018 has dispensed with the requirement of ratification of Auditors appointment by shareholders every year. Hence, the resolution relating to ratification of Auditors' appointment is not included in the Notice to the AGM.

16. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend.

For resident shareholders, tax shall be deducted at source under Section 194 of the IT Act at applicable rates.

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during financial year 2023-2024 does not exceed ₹ 5,000 and also in cases where members provide Form 15G/Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. PAN is mandatory for members providing Form 15G/15H. The format of the aforementioned documents may also be accessed from the Company's website at <https://www.bestagrolife.com/investors>.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to info@bestagrolife.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. The aforesaid declarations and documents need to be submitted by the shareholders on or before 05:00 p.m. on Friday, September 15, 2023.

17. The Ministry of Corporate Affairs has vide notification dated September 5, 2016, brought into force certain provisions of Sections 124 and 125 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") with effect from September 7, 2016, including amendments thereof. Pursuant to the provisions of Section 124 of the Act, the dividend which remains unclaimed/unpaid for a period of seven years from the date of the transfer to the unpaid dividend account of the Company is required to be transferred to the IEPF Account of the Central Government.

Members are requested to note, that dividends if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education & Protection Fund ("IEPF") within thirty days of such shares becoming due for transfer to IEPF. The shares in respect of such unclaimed dividends are also

liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

Last date for claiming unclaimed dividend from the Company is given below:

| Year | Dividend | Date of declaration | Last date for claiming unclaimed dividend |
|---------|----------|---------------------|---|
| 2015-16 | Final | 29/09/2016 | 04/11/2023 |

18. Instructions for e-Voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020 and May 5, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- ii. The remote e-Voting period begins on Sunday September 24, 2023 (9:00 a.m. IST) and ends on Tuesday September 26, 2023 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 20, 2023 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility, either during the period commencing Sunday September 24, 2023 and ends on Tuesday September 26, 2023 or e-Voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- iii. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
- iv. The Board of Directors has appointed Ms. Rakhi Rani, Practicing Company Secretary (Membership Number: 31715) as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the meeting and remote e-Voting process, in a fair and transparent manner.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. September 20, 2023.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date September 20, 2023 may obtain the User ID and Password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under **“Login method for remote e-Voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode.”**
- vii. The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting 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.

STATUTORY REPORT

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

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



| | |
|---|---|
| Individual Shareholders holding securities in demat mode with CDSL. | <ol style="list-style-type: none"> 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 and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 or joining virtual meeting & voting during the meeting. 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. |
|---|---|

| Type of shareholders | Login Method |
|--|--|
| | <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 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.</p> |
| 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 or joining virtual meeting & voting during the meeting. |

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 dematerialized 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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B. Login Method for e-Voting and joining virtual meeting 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?

- Visit the e-Voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.

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

- 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 i.e. if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12***** |
| b. Individual Shareholders holding securities in demat mode with CDSL | 16 Digit Beneficiary ID i.e. 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 i.e. if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

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- v. Password details for shareholders other than Individual shareholders are given below:
- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii. 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.
 - iii. How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account

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 advisorsproficient@gmail.com with a copy marked to evoting@nsdl.co.in. 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

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.
- vi. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- vii. Now, you will have to click on "Login" button.
- viii. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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.

in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

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 info@bestagrolife.com.

- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@bestagrolife.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
- 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE ANNUAL GENERAL MEETING (AGM):

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Members will be able to attend the AGM through VC / OAVM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN 126234 for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members

can also use the OTP based login for logging into the e-voting system of NSDL.

- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at info@bestagrolife.com **between September 14, 2023 and September 21, 2023**. The facility to express views/ask questions during the AGM shall be restricted only to those members who have pre-registered themselves as a speaker. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.bestagrolife.com and on the website of NSDL www.evoting.nsdl.com. The Company shall simultaneously forward the results to BSE Limited, where the share of the Company is listed.

For and on behalf of the Board

Place: New Delhi
Date: September 2, 2023

Astha Wahi
CS & Compliance Officer

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned at Item Nos. 4 to 9 of the accompanying Notice:

Item No. 4 Increase in Authorized Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company

The present Authorized Share Capital of the Company is ₹ 23,70,00,000 (Rupees Twenty-Three Crores Seventy Lakhs) divided into 2,37,00,000 (Two Crores Thirty-Seven Lakhs Only) Equity Shares of ₹ 10/- each.

The Company proposes to raise funds through issue of Equity Share Capital and therefore it is deemed appropriate to increase the Authorized Share Capital of the Company from ₹ 23,70,00,000 (Rupees Twenty-Three Crores Seventy Lakhs) divided into 2,37,00,000 (Two Crores Thirty-Seven Lakhs Only) Equity Shares of ₹ 10/- each to ₹ 50,00,00,000 (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹ 10/- each.

Pursuant to section 61 of the Companies Act, 2013, the proposed increase in Authorized Capital and the consequential changes in Clause V of the Memorandum will require the approval of the Members of the Company.

The above proposal is in the interest of the Company and the Board commends the Resolution as set out at Item No. 4 for approval by the members of the Company.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

Item No. 5 Alteration of the Object Clause of the Memorandum of Association of the Company

The main object clause of the Memorandum of Association requires to be more comprehensive, so as to cover wide range of agrochemical products as mentioned in MOA, it is proposed to alter the main object clause of the Memorandum of Association of the Company. The Board of Directors at its meeting held on September 2, 2023 proposed to alter the Memorandum of Association of the Company.

A copy of the altered Memorandum of Association highlighting the proposed changes is placed before the members and also made available on the website of the Company.

In terms of the provisions of Section 4, 13, 15 of the Act, the consent of the Members by way of Special Resolution is

required for such alteration of Memorandum of Association of the Company.

The above proposal is in the interest of the Company and the Board commends the Resolution as set out at Item No. 5 for approval by the members of the Company.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

Item No. 6 Appointment of Mr. Balavenkatarama Prasad Suryadevara (DIN: 02699949) as Whole-Time Director of the Company

In view of leadership, strategic inputs, management skills as well as dealing across the agrochemical industry and overall towards the Company guidance, it is proposed to appoint Mr. Balavenkatarama Prasad Suryadevara (DIN: 02699949) as Whole-Time Director of the Company.

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on July 31 2023, approved the appointment of Mr. Balavenkatarama Prasad Suryadevara (DIN: 02699949) as an Additional Director, designated as Whole-Time Director of the Company for a period of 5 years, with effect from July 31, 2023, subject to approval of shareholders at the forthcoming Annual General Meeting.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Balavenkatarama Prasad Suryadevara, requires approval of the Members by way of ordinary resolution. The terms and conditions of the appointment and remuneration payable to Mr. Balavenkatarama Prasad Suryadevara (DIN: 02699949) are provided in the resolution referred in Item No. 6.

The Company has received from Mr. Balavenkatarama Prasad Suryadevara (DIN: 02699949) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member,

proposing the candidature of Mr. Balavenkatarama Prasad Suryadevara (DIN: 02699949) for appointment. Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company.

The above proposal is in the interest of the Company and the Board commends the Resolution as set out at Item No. 6 for approval by the members of the Company.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

Item No. 7 To approve revision in remuneration payable to Non-Executive Directors

Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires companies to obtain approval of the Members by passing of a special resolution, every year, for payment of remuneration to a Non-Executive Director exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors.

The Company believes in the philosophy to remunerate adequately the NEDs for giving their time to the Company and their inputs in the strategic decisions of the Company. Mr. Shuvendu Kumar Satpathy is the Non-Executive Director on the Board of Directors of the Company and plays an important role in guiding the Company for ensuring sustainable profitable growth of the Company. In his capacity as the Non-Executive Director, Mr. Satpathy guides on the Company's long-term strategic imperatives. He also engages with the Board for improving the effectiveness of the Board's functioning and also on the corporate social responsibility agenda of the Company. In light of the role that he is expected to play, the proposed remuneration structure of Mr. Satpathy is devised so as to be commensurate with the efforts and inputs that he provides to the Company and

accordingly he is entitled to an additional remuneration for his engagement beyond Board meetings which is based on industry benchmarks.

The above proposal is in the interest of the Company and the Board commends the Resolution as set out at Item No. 7 for approval by the members of the Company.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

Item No. 8 Approval for Material Related Party Transaction(s) with Best Crop Science Private Limited

Best Agrolife Limited ("BAL") is the holding Company of Best Crop Science Pvt. Ltd. ("BCSPL"). BAL enters into various transactions with BCSPL including purchase and sale of required goods, and other transactions. These transactions, not only help smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of material without interruptions. These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Company.

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with Best Crop Science Pvt. Ltd. for an aggregate value of up to ₹ 1,000 crores to be entered during FY 2023-24. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Accordingly, basis the review and approval of the Audit Committee, the Board of Directors commends the resolution contained in Item No. 8 of the accompanying Notice to the shareholders for approval.

Details of the proposed transactions with Best Crop Science Private Limited, being a related party of the Company, are as follows:

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

1. Details of Summary of information provided by the Management to the Audit Committee:

| S.N. | Description | Details |
|------|---|--|
| a. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Best Crop Science Private Limited is a wholly owned subsidiary of Best Agrolife Limited and consequently a related party. |
| b. | Name of the director or key managerial personnel who is related, if any and nature of relationship | Mr. Vimal Kumar, Non-Executive Director of Best Crop Science Pvt. Ltd. is the Executive and Managing Director of Best Agrolife Limited. Mrs. Vandana Alawadhi, Executive & Whole-Time Director of Best Crop Science Pvt. Ltd. is spouse of Mr. Vimal Kumar. |

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| S.N. | Description | Details |
|------|---|--|
| c. | Nature, material terms, monetary value and particulars of contracts or arrangement | The transaction involves sale and purchase of goods and other transactions for business purpose from/to Best Crop Science Private Limited during F.Y. 2023-24, aggregating up to ₹ 1,000 crores. |
| d. | Value of Transaction | up to ₹ 1,000 crores during F.Y. 2023-24 |
| e. | Percentage of annual consolidated turnover considering FY 2022-23 as the immediately preceding financial year | 32.79% |

2. Justification for the transaction:

Best Agrolife Limited ("BAL") is the holding Company of Best Crop Science Pvt. Ltd. ("BCSPL"). BAL enters into various transactions with BCSPL including purchase and sale of required goods and other transactions. These transactions, not only help smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of material without interruptions. These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Company.

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with Best Crop Science Pvt. Ltd. for an aggregate value of up to ₹ 1,000 crores to be entered during FY2023-24. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

3. Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

| S.N. | Description | Details |
|------|---|---------|
| a. | details of the source of funds in connection with the proposed transaction | NA |
| b. | where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure | NA |
| c. | applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | NA |
| d. | the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | NA |

4. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder:

The proposed RPTs have been evaluated by an independent external consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis.

5. Any other information that may be relevant:

All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the said resolution, except Mr. Vimal Kumar and Mrs. Vandana Alawadhi (Directors in Best Crop Science Private Limited).

The Board commends the Resolution set out in Item No. 8 of the accompanying Notice for approval of the Members.

Item No. 9 Approval for Material Related Party Transaction(s) with Seedlings India Private Limited

Best Agrolife Limited ("BAL") is the holding Company of Seedlings India Pvt. Ltd. ("SIPL"). BAL enters into various transactions with SIPL including purchase and sale of required goods, and other transactions. These transactions, not only help smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of material without interruptions. These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Company.

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with Seedlings India Pvt. Ltd. for an aggregate value of up to ₹ 500 crores to be entered during FY 2023-24. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Accordingly, basis the review and approval of the Audit Committee, the Board of Directors commends the resolution contained in Item No. 9 of the accompanying Notice to the shareholders for approval.

Details of the proposed transactions with Seedlings India Private Limited, being a related party of the Company, are as follows:

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

1. Details of Summary of information provided by the Management to the Audit Committee:

| S.N. | Description | Details |
|------|---|---|
| a. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Seedlings India Private Limited is a wholly owned subsidiary of Best Agrolife Limited and consequently a related party. |
| b. | Name of the director or key managerial personnel who is related, if any and nature of relationship | Mr. Vimal Kumar, Non-Executive Director of Seedlings India Pvt. Ltd. is the Executive and Managing Director of Best Agrolife Limited. Mrs. Vandana Alawadhi, Non-Executive & Director of Seedlings India Pvt. Ltd. is spouse of Mr. Vimal Kumar. |
| c. | Nature, material terms, monetary value and particulars of contracts or arrangement | The transaction involves sale and purchase of goods and other transactions for business purpose from/to Seedlings India Private Limited during F.Y. 2023-24, aggregating up to ₹ 500 crores. |
| d. | Value of Transaction | up to ₹ 500 crores during F.Y. 2023-24 |
| e. | Percentage of annual consolidated turnover considering FY 2022-23 as the immediately preceding financial year | 16.91% |

2. Justification for the transaction

Best Agrolife Limited ("BAL") is the holding Company of Seedlings India Pvt. Ltd. ("SIPL"). BAL enters into various transactions with SIPL including purchase and other transactions. These transactions, not only help smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of material without interruptions. These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Company.

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with Seedlings India Pvt. Ltd. for an aggregate value of up to ₹ 500 crores to be entered during FY 2023-24. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

3. Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

| S.N. | Description | Details |
|------|---|---------|
| a. | Details of the source of funds in connection with the proposed transaction | NA |
| b. | Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure | NA |

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| S.N. | Description | Details |
|------|---|---------|
| c. | Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | NA |
| d. | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | NA |

4. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder:

The proposed RPTs have been evaluated by an independent external consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis.

5. Any other information that may be relevant:

All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the said resolution, except Mr. Vimal Kumar and Mrs. Vandana Alawadhi (Directors in Seedlings India Private Limited).

The Board commends the Resolution set out in Item No. 9 of the accompanying Notice for approval of the Members.

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings]

| Particulars | Mr. Balavenkatarama Prasad Suryadevara (Whole-Time Director) | Mr. Shuvendu Kumar Satpathy (Non-Executive Director) |
|---|---|--|
| Director Identification Number (DIN) | 02699949 | 07552741 |
| Date of Birth | August 23, 1960 | June 20, 1962 |
| Age | 63 years | 61 years |
| Date of Appointment | July 31, 2023 | May 27, 2020 |
| Qualifications | Graduate | B.SC in Agriculture |
| Expertise in specific functional areas | Strategic Marketing, Brand transformation, Business development and spearheading new projects, and Decision Making. | Strategic private equity investment and Business Management, Investment Banking, Corporate Advisory and Project Appraisal, Banking and Finance matter. |
| Directorships held in other public companies (excluding foreign companies and Section 8 companies) | Nil | Nil |
| Memberships/Chairmanships of committees of other public companies (Audit Committee and Stakeholders' Relationship Committee considered) | Nil | Nil |
| Number of shares held in the Company as on March 31, 2023 | 0 | 0 |

None of the Directors seeking appointment/re-appointment are related to any of the other Directors of the Company within the meaning of the term "relative" as per section 2(77) of the Companies Act, 2013.

Directors' Report to The Members

Your Directors' take pleasure in presenting the Thirty-Second Annual Report on the business and operations of **Best Agrolife Limited** ("the Company") along with the Audited Financial Statements for the year ended March 31, 2023. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

Financial Highlights

| | Amount (₹ in lakhs) | | | |
|--|---------------------|-----------------|------------------|------------------|
| | Standalone | | Consolidated | |
| | 2022-23 | 2021-22 | 2022-23 | 2021-22 |
| Revenue from operations | 1,49,996.20 | 1,13,427.44 | 1,74,567.79 | 1,21,079.54 |
| Other income (Net) | 1,008.71 | 535.37 | 260.02 | 177.58 |
| Total Income | 1,51,004.91 | 1,13,962.81 | 1,74,827.81 | 1,21,257.12 |
| Profit before financial expenses, depreciation | 9,613.18 | 13,045.78 | 31,625.71 | 16,758.99 |
| Less: Financial expenses | 2,396.25 | 1,055.06 | 3,885.88 | 1,509.31 |
| Depreciation/Amortization | 515.82 | 384.34 | 2,450.16 | 1,183.69 |
| Profit before tax | 6,701.11 | 11,606.38 | 25,289.67 | 14,065.99 |
| Tax expenses | 1,993.00 | 2,899.36 | 6,075.04 | 3,589.80 |
| Profit after tax for the year | 4,708.11 | 8,707.02 | 19,214.63 | 10,476.19 |
| Other Comprehensive income | 484.00 | (162.57) | 998.40 | (168.27) |
| Total Comprehensive income for the year | 5,192.10 | 8,544.46 | 20,213.04 | 10,307.92 |

Standalone & Consolidated Performance

During the financial year, the Company on a standalone basis has reported a total revenue of ₹ 1499.96 crores against ₹ 1134.27 crores in the previous financial year. The profit (after tax) stood at ₹ 47.08 crores against ₹ 87.07 crores in the previous financial year.

During the financial year, the Company on a consolidated basis has reported a total revenue of ₹ 1745.67 crores against ₹ 1210.79 crores in the previous financial year. The profit (after tax) stood at ₹ 192.14 crores against ₹ 104.76 crores in the previous financial year.

State of Company's Affairs and Operations

Your Company has grown and evolved as one of the fastest growing agrochemicals industry in India. With globally benchmarked manufacturing capabilities, a robust distribution network, and a customer-centric approach, the Company remains dedicated to empowering the farmer's community. The Company strives to enhance crop health and maximise farm output while prioritising environmental sustainability and social responsibility. The Company has significantly increased its brand recall.

In, line with the growth plans, your Company have allocated ₹ 200 crores for capacity enhancement and backward integration, which is scheduled for completion in the upcoming years. This significant CAPEX investment underscores the commitment to expand our capabilities and ensure future success.

Dividend

The Directors' are pleased to recommend a dividend of ₹ 3 per share (i.e. 30%) on the Equity Shares of the Company of ₹ 10/- each for the year ended March 31, 2023 (previous year ₹ 2 per share i.e. 20%). If the dividend, as recommended above, is declared at the ensuing Annual General Meeting ('AGM') to be held on September 27, 2023, the total outflow towards dividend on Equity Shares for the year would be ₹ 7.09 crores (Previous year ₹ 4.73 crores).

The record date for the purposes of the final dividend will be September 20, 2023 and will be paid on or after September 27, 2023.

Dividend Distribution Policy

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Board of Directors' of the Company have adopted a Dividend Distribution Policy which aims to maintain a balance between profit retention and a fair, sustainable and consistent distribution of profits among its members.

The said Policy is available on the website of the Company under the 'Investors' section at <https://www.bestagrolife.com/investorss/DIVIDEND-DISTRIBUTION-POLICY.pdf>

Share Capital

The paid-up share capital of the Company as on March 31, 2023 was ₹ 23,64,47,400/- (Twenty-Three crores Sixty-Four lakhs Forty-Seven Thousand Four Hundred Only) divided into 2,36,44,740 (Two crores Thirty-Six lakhs Forty-Four

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Thousand Seven Hundred Forty) Equity Shares of ₹ 10/- each. During the year under review, the Company has not issued any shares.

Change in Nature of Business

There has been no change in the nature of business of the Company as on the date of this Report.

Transfer to General Reserve

As permitted under the provisions of the Companies Act, 2013, the Board do not propose to transfer any amount to general reserve on declaration of Dividend and has decided to retain the entire amount of profit for Financial Year 2022-23 in the profit and loss account.

Particulars of Loans, Guarantees or Investments

During the year under review, the Company has not made any investment. The particulars of loans, guarantees and investments as per Section 186 of the Act by the Company, have been disclosed in the financial statements.

Public Deposits

No deposits have been accepted from the public during the year under review and no amount on account of principal or interest on deposits from the public was outstanding as on March 31, 2023.

Particulars of Contracts or Arrangements Made with Related Parties

The Company has formulated a Policy on Related Party Transactions in accordance with the Companies Act and the SEBI Listing Regulations including any amendments thereto for identifying, reviewing, approving and monitoring of Related Party Transactions ('RPTs'). The "Policy on materiality of and on dealing with related party transactions" as approved by the Board may be accessed on the Company's website at the link <https://www.bestagrolife.com/investorss/Policy-On-Materiality-And-Dealing-With-Related-Party-Transactions.pdf>

All RPTs are placed before the Audit Committee for review and approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis for the transactions which are planned/repetitive in nature. A statement giving details of all RPTs entered pursuant to omnibus approval so granted is placed before the Audit Committee on a quarterly basis for its review specifying the nature, value and terms and conditions of the transactions. All the RPTs under Ind AS-24 have been disclosed in note no. 39 to the Standalone Financial Statements forming part of this Annual Report.

The RPTs entered into during the year under review were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act read with the rules framed thereunder and the SEBI Listing Regulations. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read

with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 attached as an **Annexure-2** is applicable to the Company for the Financial Year 2022-23 and hence forms part of this report.

In terms of Regulation 23 of the SEBI Listing Regulations, the Company submits details of RPTs on a consolidated basis, as per the format specified in the relevant accounting standards to the stock exchanges on a half-yearly basis.

Corporate Governance

The Company is committed to maintaining the highest standards of Corporate Governance and ensuring adherence to the Corporate Governance requirements, as set out by the Securities and Exchange Board of India (SEBI). As required by Regulation 34 of the SEBI Listing Regulations, a detailed Corporate Governance Report is annexed to this Report. The Company is in full compliance with the requirements and disclosures that must be made in this regard. A Certificate from a Company Secretary in whole-time practice, confirming compliance of the Corporate Governance requirements by the Company, is annexed with the Corporate Governance Report.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report, which gives a detailed account of state of affairs of the operations of the Company forms part of this Annual Report. The Audit Committee of the Company has reviewed the Management Discussion and Analysis report of the Company for the year ended March 31, 2023 as required under the provisions of the SEBI (LODR), 2015.

Material Changes and Commitments Affecting Financial Position Between the end of the Financial Year and Date of the Report

There has been no material change and commitment, affecting the financial performance of the Company which occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

Consolidated Financial Statements

In accordance with the provisions of Section 129(3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, as amended from time to time, the Company has prepared Consolidated Financial Statements as per Indian Accounting Standard Ind AS-110 on Consolidated Financial Statements. The audited Consolidated Financial Statements along with Auditors' Report thereon forms part of this Annual Report.

Subsidiaries/Joint Venture Companies

The Company has two (2) subsidiaries as on March 31, 2023. There are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013

("Act"). There has been no material change in the nature of the business of the subsidiaries.

During the year, the Board of Directors' reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared the Consolidated financial statements of the Company, which forms part of this Annual Report. Further, a statement containing the salient features of the financial statements of our subsidiaries in the prescribed format AOC-1 is appended as an **Annexure-1** to the Board's report.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the Company's website at <https://www.bestagrolife.com/investors>

The Company will provide the financial statements of subsidiaries upon receipt of a written request from any member of the Company interested in obtaining the same. The financial statement of subsidiaries will also be available for inspection at the Registered Office of your Company during working hours up to the date of the Annual General Meeting.

Code of Conduct

The Company has in place a Code of Conduct ("Code") which is applicable to the members of the Board and the Senior Management of the Company. The Code lays down the standard of conduct expected to be followed by the Directors' and Senior Management in their business dealings and on matters relating to integrity in the workplace, dealings with stakeholders and in business practices. This Code is intended to provide guidance to the Board of Directors' and Senior Management of the Company to manage the affairs of the Company in an ethical manner and is formulated in accordance with the requirements of the Act and SEBI Listing Regulations. All the Board Members and the Senior Management employees (as defined in the Code of Conduct) have confirmed compliance with the Code.

Human Resources Management

Best Agrolife considers human resource to be one of the most valued stakeholders for the Company and accordingly development of people and providing a best-in-class work environment is a key priority for the organization to drive

Credit Ratings

As on March 31, 2023 the Company had a rating of CARE A-; Stable/CARE A2+ assigned by Care Edge Ratings for bank loan facilities aggregating to ₹ 235 crores:

| Facilities/Instruments | Rating Assigned | Size of the issue |
|--|--------------------------|-------------------|
| Fund-based - LT/ST Working Capital Demand loan | CARE A-; Stable/CARE A2+ | 30.00 crores |
| Fund-based/Non-fund based- LT/ST | CARE A-; Stable/CARE A2+ | 205.00 crores |

business objectives and goals. Our people practices have enabled us to create an environment of collaboration and connect, which has aided us to achieve industrial harmony. Improving employee productivity is of utmost importance to the organisation. Efforts have been taken on hiring and creating infrastructure for diverse workforce.

Best Agrolife is very proud that it has impeccable record in the safety of its human capital, women empowerment and nurturing pool of young talent and considers its human resources as key to its success story till date.

The Company is also very proud of its grievance redressal system which ensures that we are fair, prompt in response and eliminate any possibility of harassment or unacceptable practices.

As on March 31, 2023, the Company had a total count of permanent 428 employees.

Particulars of Employees and Remuneration

The information required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as an **Annexure-6** which forms part of this Report.

The information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. However, in pursuance of Section 136(1) of the Act, this report is being sent to the shareholders of the Company excluding the said information. The said information is available for inspection by the members at the registered office of the Company during the working hours up to the date of Annual General meeting. Any Member interested in obtaining the same may write to the Company Secretary at info@bestagrolife.com None of the employees listed in the said Annexure is related to any Director/KMP of the Company.

Internal Financial Control

The Company has in place adequate internal financial controls with reference to the Financial Statements. The Audit Committee of the Board reviews the internal control systems including internal financial control system, the adequacy of internal audit function and significant internal audit findings with the management, Internal Auditors and Statutory Auditors.

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Board Meetings

During the year, 6 (Six) Board Meetings were convened and all meetings were held through audio/video conferencing except two meeting held on May 23, 2022 and October 21, 2022. The details of meetings are provided in the Corporate Governance Report. The intervening gap between two consecutive meetings was within the period prescribed under the Companies Act, 2013, Secretarial Standards on Board Meetings and SEBI, LODR as amended from time to time.

Board Evaluation

The Board of Directors' has carried out the Annual Performance Evaluation of its own, Committees of Board of Directors' and Individual Directors' pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The performance of the Board was evaluated by the Board, after seeking inputs from all Directors' on the basis of the criteria such as Board composition and structures, effectiveness of Board processes, information and functioning etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, effectiveness of Committee meetings etc. The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors' on the basis of the criteria such as contribution of the Individual Director to the Board and Committee meetings.

Also, in a separate meeting of Independent Directors', performance of Non-Independent Directors', Board as a whole and the Chairman were evaluated, taking into account the views of Executive Directors' and Non-Executive Directors'. Performance evaluation of Independent Directors' was done by the entire Board, excluding the Independent Director being evaluated.

Policy on Directors' Appointment and Remuneration

The salient features of Company's policy on appointment and remuneration of Directors', key managerial personnel and other employees including criteria for determining qualifications, positive attributes, independence of Directors' and other matters provided in Section 178(3) of the Companies Act, 2013 has been disclosed in the Corporate Governance report, which forms part of this Report.

Audit Committee

As on March 31, 2023, the Audit Committee comprised of Two Non-Executive Independent Directors', namely Mr. Braj Kishore Prasad & Mrs. Chetna, and one Non-Executive Non-Independent Director, namely Mr. Shuvendu Kumar Satpathy.

Mrs. Chetna is the Chairman of the Committee.

All members of the Audit Committee possess good knowledge of accounting and financial management. The Managing Director, Chief Financial Officer, the Internal Auditors and Statutory Auditors are regularly invited to

attend the Audit Committee Meetings. The Company Secretary is the Secretary to the Committee. The Internal Auditor reports to the Chairman of the Audit Committee. The significant audit observations and corrective actions as may be required and taken by the management are presented to the Audit Committee. There have been no instances during the year when recommendations of the Audit Committee were not accepted by the Board.

Auditors

The Shareholders of the Company at the 29th Annual General Meeting of the Company held on September 28, 2020, had appointed M/s. Walker Chandio & Co LLP, Chartered Accountants (ICAI Registration No. 001076N/N500013) Address: L 41, Connaught Circus, New Delhi-110001), as Statutory Auditors of the Company to hold office until the conclusion of the 34th Annual General Meeting to conduct the audit of the Accounts of the Company, at such remuneration as may be mutually agreed upon between the Board of Directors' of the Company and the Auditors.

As required under the provisions of Section 139(1) and 141 of the Companies Act, 2013 read with the Companies (Accounts and Auditors) Rules, 2014, the Company has received a written consent and certificate from the auditors to the effect that they are eligible to continue as Statutory Auditor of the Company. The notes of the financial statements referred to in the Auditors' Report issued by M/s. Walker Chandio & Co LLP, Chartered Accountants, New Delhi for the financial year ended on March 31, 2023 are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Risk Management

Pursuant to the requirement of Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), the Company has constituted a Risk Management Committee (RMC), to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified are systematically addressed through mitigating actions on continuous basis and monitored regularly with reference to statutory regulations and guidelines. The Company's business operations are exposed to a variety of financial risks such as market risks (foreign exchange risk, internal rate risk and price risk), Liquidity risk etc. The Board of the Company has approved the Risk Management Policy of the Company and authorized the Risk Management Committee to implement and monitor the risk management plan for the Company and also identify and mitigate various elements of risks, if any, which in the opinion of the Board may threaten the existence of the Company.

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

The particulars as prescribed under sub-section (3) (m) of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 are furnished in **Annexure-3** to the Board's Report.

Unpaid/Unclaimed Dividend/Shares

Section 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the Rules”), mandates the Company to transfer the dividend which remains unclaimed and unpaid for a period of seven years to the Investor Education and Protection Fund (IEPF).

Further, the Rules mandate that the shares on which dividend has not been paid or claimed for seven consecutive years or more be transferred to the IEPF. The details of unpaid dividends are uploaded on the website of the Company at www.bestagrolife.com.

Corporate Social Responsibility (CSR)

In compliance with Section 135 of the Act, the Company has constituted Corporate Social Responsibility (CSR) Committee to undertake CSR activities, projects and programs as provided in the CSR policy of the Company and as identified under Schedule VII of the Act and excluding activities undertaken in pursuance of its normal course of business.

The Board on the recommendation of CSR Committee adopted a CSR Policy and the same is available on the Company’s website at <https://www.bestagrolife.com/investorss/Corporate-Social-Responsibility-Policy-.pdf>. The CSR objectives are designed to serve societal, local and national goals in the locations that we operate in, create a significant and sustained impact on local communities and provide opportunities for our employees to contribute to these efforts through volunteering.

The Company has spent the entire 2% of the net profits earmarked for CSR projects during the Financial Year 2022-23. A Report on the CSR initiatives undertaken by the Company as per the Companies (Corporate Social Responsibilities Policy) Rules, 2014 is annexed as **Annexure-4**. The detail of the CSR Committee and its composition is provided in the Corporate Governance Report which forms part of this annual report.

Annual Return

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014 read with Section 134(3)(a) of the Act, the Annual Return in Form MGT-7 as on March 31, 2023 is available on the Company’s website at www.bestagrolife.com.

Whistle Blower Policy (Vigil Mechanism)

The Company has adopted a whistle blower policy wherein the employees can approach the Management of the Company (Audit Committee in case where the concern involves the Senior Management) and make protective disclosures to the Management about unethical behaviour,

actual or suspected fraud or violation of the Company’s Code of Conduct and Insider Trading Code. The Whistle Blower Policy requires every employee to promptly report to the Management any actual or possible violation of the Code or an event an employee becomes aware of that could affect the business or reputation of the Company. The disclosures reported are addressed in the manner and within the time frames prescribed in the policy. A mechanism is in place whereby any employee of the Company has access to the Chairman of the Audit Committee to report any concern. No person has been denied access to the Chairman to report any concern. Further, the said policy has been disseminated within the organisation and has also been posted on the Company’s website at <https://www.bestagrolife.com/investorss/VIGIL-MECHANISM-&-WHISTLE-BLOWER-POLICY.pdf>

Secretarial Standards

The Directors’ state that the applicable Secretarial Standards i.e., SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to Meetings of Board of Directors’ and General Meetings respectively, have been duly complied with.

Secretarial Auditor

In terms of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s Rakhi Rani, Practicing Company Secretary (M. No. ACS-31715) to conduct Secretarial Audit for the financial year ended March 31, 2023. The Secretarial Audit Report for the year ended March 31, 2023 is enclosed as an **Annexure-5** herewith to this Report. The Auditors’ Report does not contain any qualification, reservation or adverse remark or disclaimer.

A Certificate under Clause (i) of point (10) of para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by M/s Rakhi Rani, Practicing Company Secretary, (M. No. ACS-31715) confirming that none of the Directors’ on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors’ of the Company by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority is attached as **Annexure-5(i)**.

Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has a policy on prevention of sexual harassment to ensure harassment-free workspace for the employees. Sexual harassment cases are dealt as per the prevention of sexual harassment policy. An Internal Committee (IC) has been set up by the Company to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed of during financial year 2022-23:

| Particulars | Details |
|--|---------|
| Number of complaints pending as at the beginning of the financial year | Nil |

STATUTORY REPORT

| Particulars | Details |
|--|---------|
| Number of complaints filed during the financial year | Nil |
| Number of complaints disposed during the financial year | Nil |
| Number of complaints pending as at the end of the financial year | Nil |

Frauds Reported by Auditors

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

Business Responsibility & Sustainability Report

Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, inter alia, provides that the annual report of the top 1000 listed entities based on market capitalization, shall include a Business Responsibility and Sustainability Report (BRSR) describing initiatives taken by the Company from an environmental, social and governance perspective. A separate Section on BRSR forms part of this Annual Report.

Directors' and Key Managerial Personnel

In accordance with the provisions of Section 152 of the Act, Mr. Shuvendu Kumar Satpathy (DIN: 07552741) Non-Executive Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

All the Independent Directors' have given declarations that they continue to meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Obligations & Disclosure Requirements) Regulations, 2015 and that they are not debarred from holding the office of director by virtue of any SEBI order or any other such authority. In terms of Regulation 25(8) of the SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Board of Directors' of the Company has taken on record the declaration and confirmation submitted by the Independent Directors'.

None of the Directors' are related to each other within the meaning of the term "Relative" as per Section 2(77) of the Act.

Further, on the recommendation received from the Nomination & Remuneration Committee, the Board had appointed Mr. Balavenkatarama Prasad Suryadevara (DIN: 02699949) as Additional Director in the capacity of Executive Whole-Time Director with effect from July 31, 2023 and who shall hold office upto the date of the forthcoming 32nd Annual General Meeting.

Mr. Balavenkatarama Prasad Suryadevara (DIN: 02699949) is eligible to be appointed as a Director. It is proposed to appoint Mr. Balavenkatarama Prasad Suryadevara (DIN: 02699949) Additional Director in the category of Executive Whole-Time Director, liable to retire by rotation, for a period of five years.

The above appointment and re-appointment form a part of the Notice of the forthcoming 32nd Annual General Meeting, and the Resolutions are recommended for Members' approval.

Mr. Raajan Kumar Ailawadhi ceased to be a whole-time Director upon his resignation at the close of business hours on July 31, 2023 due to his health issue. Your Directors placed on record their appreciation for the valuable contribution made by Mr. Raajan during his tenure as Whole-Time Director of the Company.

During the year under review, the Board, on recommendation of the Audit Committee and Nomination & Remuneration Committee ('NRC'), appointed Mr. Sanjeev Kharbanda as Chief Financial Officer of the Company in place of Mr. Atul Garg, with effect from March 1, 2023, who has moved to a new role of Commercial Head & Credit Control. The Board places on record its appreciation for Mr. Garg's contribution during his association as CFO.

Pursuant to the provisions of Sections 2(51) and Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on March 31, 2023 were Mr. Vimal Kumar, Managing Director, Mr. Sanjeev Kharbanda, Chief Financial Officer and Mrs. Astha Wahi, Company Secretary & Compliance Officer.

Directors' Responsibility Statement

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

- that in the preparation of the Annual Accounts for the year ended March 31, 2023, the applicable accounting standards have been followed and there are no material departures;
- that the accounting policies selected and applied are consistent and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the loss of the Company for that period;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- iv. that the Annual Accounts for the year ended March 31, 2023 have been prepared on a going concern basis;
 - v. that the internal financial controls laid down by the Board and being followed by the Company are adequate and were operating effectively; and
 - vi. that the proper systems, devised by Directors' to ensure compliance with the provisions of all applicable laws, were adequate and operating effectively.
- iii. No shares with differential voting rights and sweat equity shares have been issued;
 - iv. Neither the Managing Director nor the Whole-Time Director of your Company receive any remuneration or commission from any of its subsidiaries.

Acknowledgements

The Board places on record its deep appreciation to all employees for their hard work, dedication and commitment.

The Directors' would also like to place on record their appreciation for the continued co-operation and support received by the Company during the year from bankers, financial institutions, government authorities, farming community, business partners, shareholders, customers and other stakeholders. The Directors' look forward to continuance of the supportive relations and assistance in the future.

Other Disclosures

- i. No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations;
- ii. No applications were made or any proceedings were pending against the Company under the Insolvency and Bankruptcy Code, 2015; and there is no instance of one time settlement with any bank or financial institution;

For and on behalf of the Board

Vimal Kumar
Managing Director
DIN: 01260082

Shuvendu Kumar Satpathy
Director
DIN: 07552741

Place: New Delhi
Date: September 2, 2023

Annexure-1

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part A: Subsidiaries

(All amounts in ₹ lakhs, unless stated otherwise)

| Sr. No. | Particulars | | |
|---------|---|----------------------------------|-----------------------------------|
| 1. | Name of the subsidiary | Seedlings India Private Limited | Best Crop Science Private Limited |
| 2. | The date since when subsidiary was acquired | February 24, 2021 | October 13, 2021 |
| 3. | Reporting period | April 01, 2022 to March 31, 2023 | April 01, 2022 to March 31, 2023 |
| 4. | Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries | Not Applicable | Not Applicable |
| 5. | Share Capital | 1.00 | 685.00 |
| 6. | Reserves and Surplus | 7,275.08 | 16,548.17 |
| 7. | Total assets | 26,336.08 | 49,952.79 |
| 8. | Total Liabilities | 19,060.00 | 32,719.63 |
| 9. | Investments | - | - |
| 10. | Turnover | 29,514.72 | 57,239.81 |
| 11. | Profit/(loss) before taxation | 8,037.49 | 11,615.46 |
| 12. | Provision for taxation | 1,381.21 | 2,953.12 |
| 13. | Profit/(loss) after taxation | 6656.28 | 8662.34 |
| 14. | Proposed Dividend | - | - |
| 15. | % of shareholding | 100% | 100% |

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

Names of subsidiaries which are yet to commence operations: Not Applicable

Names of subsidiaries which have been liquidated or sold during the year: Not Applicable

Part B: Associates and Joint Ventures

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

| Sr. No. | Particulars | Name 1 | Name 2 | Name 3 |
|---------|--|--------|----------------|--------|
| 1. | Latest audited Balance Sheet Date | | | |
| 2. | Shares of Associate/Joint Ventures held by the Company on the year end | | | |
| | No. | | | |
| | Amount of Investment in Associates/Joint Venture | | | |
| | Extend of Holding % | | Not applicable | |
| 3. | Description of how there is significant influence | | | |
| 4. | Reason why the associate/joint venture is not consolidated | | | |
| 5. | Net worth attributable to Shareholding as per latest audited Balance Sheet | | | |

| Sr. No. | Particulars | Name 1 | Name 2 | Name 3 |
|---------|-------------------------------------|--------|----------------|--------|
| 6. | Profit/Loss for the year | | | |
| | i. Considered in Consolidation | | Not applicable | |
| | ii. Not Considered in Consolidation | | | |

1. Names of associates or joint ventures which are yet to commence operations: Not Applicable

2. Names of associates or joint ventures which have been liquidated or sold during the year: Not Applicable

For and on behalf of the Board of Directors
Best Agrolife Limited

Vimal Kumar
 Managing Director
 DIN: 01260082

Shuvendu Kumar Satpathy
 Director
 DIN: 07552741

Sanjeev Kharbanda
 Chief Financial Officer

Astha Wahi
 Company Secretary

Place: New Delhi
Date: May 29, 2023

Annexure-2

Form No. AOC-2

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

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

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

The Company has not entered into any contract or arrangement or transactions with its related parties which is not at arm's-length during the financial year 2022-23.

2. Details of material contracts or arrangements or transactions at arm's-length basis:

The Company has entered into contracts with the related parties which are material in nature, the details of the said material contracts and the information required are as given below:

| | |
|--|--|
| Name of the Related Party and nature of relationship | Best Crop Science Private Limited and Seedlings India Private Limited is the wholly owned subsidiaries of Best Agrolife Limited. |
| Nature of contracts/arrangements/transactions | Purchase and Sale of goods and other business transactions These transactions are in the ordinary course of business and are conducted on an arm's-length basis |
| Duration of contracts/arrangements/transactions | ongoing |
| Salient terms of the contracts or arrangements or transactions including the value, if any | Purchase and Sale of goods and other business transactions |
| Date of approval by the Board, if any | Not Applicable, since the transaction is in the ordinary course of business and at arm's-length |
| Amount paid as advances, if any | Nil |

For and on behalf of the Board

Vimal Kumar
Managing Director
DIN: 01260082

Shuvendu Kumar Satpathy
Director
DIN: 07552741

Place: New Delhi

Date: September 2, 2023

Annexure-3

Information as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the financial year ended March 31, 2023.

A. Conservation of Energy

- I. The steps taken or impact on conservation of energy: **Nil**
- II. The steps taken by the Company for utilizing alternate sources of energy: **Nil**
- III. The capital investment on energy conservation equipment's: **Nil**

B. Technology Absorption

- I. Efforts made in technology absorption & Benefits derived: **Nil**
- II. Benefits derived like product improvement, cost reduction, product development or import substitution: **Nil**
- III. In case of Imported Technology (imported during last 3 years reckoned from beginning of the financial year): **Nil**
- IV. The expenditure incurred on Research and Development: **Nil**

C. Foreign Exchange Earnings and Outgo

A statement containing the Foreign Exchange Earnings and Outgo are given in note 37 which forms part of the standalone financial statement.

For and on behalf of the Board

Vimal Kumar
Managing Director
DIN: 01260082

Shuvendu Kumar Satpathy
Director
DIN: 07552741

Place: New Delhi
Date: September 2, 2023

Annexure-4

Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. Brief outline on CSR Policy of the Company.

In accordance with Section 135 of the Companies Act, 2013 and The Companies (Corporate Social Responsibility Policy) Amendment Rules 2021, Best Agrolife has formulated its CSR Policy duly approved by its Board of Directors. CSR is essentially a way of conducting business responsibly and Best Agrolife endeavors to conduct its business operations and activities in a socially responsible and sustainable manner at all times. At Best Agrolife Limited, we strive to serve humanity in multiple ways, fostering sustainability and uplifting the weaker and underprivileged sections of society. We believe that human ingenuity can shape the future of agriculture. We actively seek to develop mutually beneficial partnerships with our communities and collaborate with various institutions to address their needs. Throughout the year, we have undertaken several initiatives, including:

- Providing support to healthcare for Oncology/Cancer Treatment Unit;
- Creating infrastructure to promote animal care;
- Supporting education by Empowerment of Persons with Disability "PWD".

2. Composition of the CSR Committee as on March 31, 2023

| Sr. No. | Name of the Director | Designation/Nature of Directorship | Number of Meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|-----------------------------|------------------------------------|--|--|
| 1. | Mr. Braj Kishore Prasad | Chairman | 2 | 2 |
| 2. | Mrs. Chetna | Member | 2 | 2 |
| 3. | Mr. Shuvendu Kumar Satpathy | Member | 2 | 2 |

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company <https://www.bestagrolife.com/investorss/Corporate-Social-Responsibility-Policy-.pdf>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable

5. (a) Average net profit of the Company as per sub-section (5) of section 135: ₹ 59,47,62,666.7
 (b) Two percent of average net profit of the Company as per sub-section (5) of section 135: ₹ 1,18,95,253.33
 (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: ₹ 80,059
 (d) Amount required to be set-off for the financial year, if any: ₹ 80,059
 (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 1,18,95,253.33

6. (a) Amount spent on CSR Projects (both Ongoing Projects and other than Ongoing Project for the financial year:

Details of amount spent on CSR (other than ongoing projects)

| Sr. No. | Particulars | CSR Number | Amount (in ₹) |
|--------------|--|-------------|--------------------|
| 1. | Shree Haryana Kurushetra Gaushala, Udaypurian (For Green Fodder, Tudi, Feeds Cattle) | CSR00016609 | 21,00,000 |
| 2. | Maharaja Agrasen Hospital Charitable Trust, Punjabi Bagh (For Oncology/Cancer Treatment Unit) | CSR00001343 | 70,00,000 |
| 3. | Mata Krishnawanti Memorial Educational Society (For Empowerment of Persons with Disability "PWD") | CSR00006897 | 30,00,000 |
| Total | | | 1,21,00,000 |

- (b) Amount spent in Administrative Overheads: Not Applicable
(c) Amount spent on Impact Assessment, if applicable: Not Applicable
(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 1,21,00,000
(e) CSR amount spent or unspent for the Financial Year:

| Total Amount Spent for the Financial Year. (in ₹) | Amount Unspent (in ₹) | | | | |
|---|--|------------------|---|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135 | | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135 | | |
| | Amount | Date of transfer | Name of the Fund | Amount | Date of transfer |
| ₹ 1,21,00,000 | | Nil | | Nil | |

- (f) Excess amount for set-off, if any:

| Sr. No. | Particulars | Amount (in ₹) |
|---------|---|---------------|
| (1) | (2) | (3) |
| (i) | Two percent of average net profit of the Company as per sub-section (5) of section 135 | 1,18,95,253 |
| (ii) | Total amount spent for the Financial Year | 1,21,00,000 |
| (iii) | Excess amount spent for the Financial Year [(ii)-(i)] | 2,04,747 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any | - |
| (v) | Amount available for set off in succeeding Financial Years [(iii)-(iv)] | 2,04,747 |

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

| Sr. No. | Preceding Financial Year(s) | Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹) | Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹) | Amount Spent in the Financial Year (in ₹) | Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any | | Amount remaining to be spent in succeeding Financial Years (in ₹) | Deficiency, if any |
|---------|-----------------------------|--|--|---|--|------------------|---|--------------------|
| | | | | | Amount (in ₹) | Date of Transfer | | |
| 1 | FY 2021-22 | - | - | - | - | - | - | - |
| 2 | FY 2020-21 | - | - | - | - | - | - | - |
| 3 | FY 2019-20 | - | - | - | - | - | - | - |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not Applicable

For and on behalf of the Board

Vimal Kumar
Managing Director
DIN: 01260082

Shuvendu Kumar Satpathy
Director
DIN: 07552741

Place: New Delhi
Date: September 2, 2023

Annexure-5

Secretarial Audit Report

Form No. MR-3

For the Financial year ended March 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members

BEST AGROLIFE LIMITED

B-4, Bhagwan Dass Nagar,

East Punjabi Bagh,

New Delhi – 110 026.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BEST AGROLIFE LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 generally 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:

I have examined the books, papers, minute books, forms and returns filed and other records made available to me and maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings (No Fresh FDI, ODI and ECB was taken by the Company during the Audit Period);

(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 (Listing Obligations and Disclosures Requirements) Regulations, 2015;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the audit period)**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the audit period)**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable to the Company during the audit period);** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the audit period).**

(vi) Other laws specifically applicable to the Company namely:

1. The Insecticides Act, 1968 and Rules, 1971

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges and SEBI (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. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

During the period under review, Mr. Sanjeev Kharbanda was appointed as Chief Financial Officer in place of Mr. Atul Garg who was moved to a new role of Commercial Head & Credit Control, with effect from March 01, 2023.

Adequate notice was given to all directors to schedule the Board Meetings at least seven days in advance other than those held at shorter notice, agenda and detailed notes on agenda were sent 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.

Decisions at the Board Meetings were taken unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Rakhi Rani

Practicing Company Secretary

ACS No.: 31715

CP No.: 21612

PR No.: 2398/2022

UDIN: A031715E000918975

Place: New Delhi

Date: September 2, 2023

Note: This Report is to be read with my letter of even date which is annexed as '**Annexure-5(i)**' and forms an integral part of this report.

Annexure-5(i)

To
The Members
BEST AGROLIFE LIMITED
B-4, Bhagwan Dass Nagar,
East Punjabi Bagh,
New Delhi – 110 026.

My Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the Company's management are adequate and appropriate to provide a basis for my opinion.
4. I have relied on the documents and evidences provided by the Company either physically or in electronic mode.
5. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and the happening of events, etc.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

Rakhi Rani

Practicing Company Secretary
ACS No.: 31715
CP No.: 21612
PR No.: 2398/2022
UDIN: A031715E000918975

Place: New Delhi

Date: September 2, 2023

Annexure-6

Particulars of Employees

We are one of the fastest growing agrochemical Company in India. We enable clients globally to outperform their competition and stay ahead on the innovation curve.

The remuneration and perquisites provided to our employees, including that of the Management, are on par with industry benchmarks. The nomination and remuneration committee continuously reviews the compensation of our Managing Director and other Key Managerial Personnel (KMP) to align both the short-term and long-term business objectives of the Company and to link compensation with the achievement of goals.

The details of remuneration to directors, KMP and other employees are in compliance with Rule 5 of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. Information as per rule 5(1) of the Companies (Appointment and Remuneration) Rules, 2014 and forming part of the Report of the Board of Directors for the year ended March 31, 2023.

- a. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the financial year 2022-23 is as under:

| Name of Director/Key Managerial Personnel | Ratio to median remuneration | % Increase in remuneration in the financial year |
|--|------------------------------|--|
| Non-Executive Directors | | |
| Mr. Braj Kishore Prasad | 1.08 | 50% |
| Mrs. Chetna | 0.19 | 12% |
| Shuvendu Kumar Satpathy | 2.08 | 20% |
| Executive Directors | | |
| Mr. Vimal Kumar | 43.26 | 50% |
| Mr. Raajan Kumar Ailawadhi | 21.63 | 41.25% |
| Mrs. Isha Luthra | 1.73 | 23% |
| Key Managerial Personnel | | |
| Mr. Atul Garg (Ceased w.e.f March 1, 2023) | 4.73 | 25% |
| Mr. Sanjeev Kharbanda (Appointed w.e.f. March 1, 2023) | - | - |
| Mrs. Astha Wahi | 1.74 | 15% |

* Since the remuneration is only for part of the year (current/previous), the percentage increase in remuneration is not comparable and hence not stated.

- b. the percentage increase in the median remuneration of employees in the financial year 2022-23 was 15%.
- c. The number of permanent employees on the rolls of Company as on March 31, 2023: 428.
- d. Comparison of average percentile increase in salary of employees other than the managerial personnel and the percentile increase in the managerial remuneration:

| Particulars | % Change in Remuneration |
|---|--------------------------|
| Average increase in salary of employees (other than managerial personnel) | 10% |
| Average increase in remuneration of managerial personnel | 24% |

- e. The Company affirms that the remuneration paid during the year is as per the remuneration policy of the Company.

For and on behalf of the Board

Vimal Kumar
Managing Director
DIN: 01260082

Shuvendu Kumar Satpathy
Director
DIN: 07552741

Place: New Delhi
Date: September 2, 2023

Corporate Governance Report

“The Real Mechanism for Corporate Governance is the active involvement of the Owners.”

- Louis Gerstner

1. Companies’ philosophy on Code of Governance:

In **Best Agrolife Limited (“BAL”)** Corporate Governance philosophy stems from our belief that corporate governance is an integral element in improving efficiency and growth as well as enhancing investor confidence.

“Corporate Governance is a system by which corporate entities are directed and controlled, encompassing the entire mechanics of the functioning of a Company. Good Corporate Governance practices are a sine qua non for sustainable business that aims at generating long term value to all its shareholders and other stakeholders.”

The Company believes that Corporate Governance is not just limited to creating checks and balances; it is more about creating organizational excellence leading to increasing employee and customer satisfaction and shareholder value. The Company always endeavours to leverage its human and capital resources to translate opportunities into reality, create awareness of corporate vision and spark dynamism and entrepreneurship at all levels.

The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors’. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors’ that suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 (“the Act”).

The Company’s corporate governance philosophy has been further strengthened through the Best Agrolife Code of Conduct for Prevention of Insider Trading and the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule

V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as applicable, with regard to corporate governance.

2. Board of Directors’

The BAL Board, as on March 31, 2023, comprises of 6 Directors’, out of which 3 (three) are Non-Executive Director and 3 (three) are Executive Directors’ including Managing Director, and Whole-Time Director. The Chairperson of the Board is the Non-Executive Independent Director. The Board comprises of 2 (Two) Independent Directors’ including 1 (One) woman Independent Director, constituting majority of the Board strength which meets the requirements of the Companies Act, 2013 and the Listing Regulations, 2015.

Our Company’s Executive Directors’ are experienced professionals in their respective functional areas; provide directions to the management on operational issues, adoption of systems and best practices in management and oversight of compliance of various legal and other requirements.

Our Company believes that the Independent Directors’ bring with them the rich experience, knowledge and practices followed in other Companies resulting in imbibing the best practices followed in the industry.

All Independent Directors’ have confirmed that they meet the criteria as mentioned under Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and are independent of the management.

Further, Independent Directors’ are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Board as part of its succession planning exercise periodically reviews its composition to ensure that the same is closely aligned with the strategy and long-term needs of the Company.

| Name of the Director | Category | Number of Board Meetings attended during the F.Y. 2022-23 | Last AGM (Whether Attended or not) | Number of Directorship in other public Companies | Number of Committee positions held in other Public Companies | |
|--------------------------------------|-------------------------------------|---|------------------------------------|--|--|--------|
| | | | | | Chairman | Member |
| Braj Kishore Prasad DIN: 01603310 | Chairman, Independent Non-Executive | 6 | Yes | - | - | - |
| Vimal Kumar DIN: 01260082 | Promoter, Executive | 6 | Yes | - | - | - |

| Name of the Director | Category | Number of Board Meetings attended during the F.Y. 2022-23 | Last AGM (Whether Attended or not) | Number of Directorship in other public Companies | Number of Committee positions held in other Public Companies | |
|--|---------------------------|---|------------------------------------|--|--|--------|
| | | | | | Chairman | Member |
| Chetna DIN: 08981045 | Independent Non-Executive | 6 | Yes | 8 | 1 | 3 |
| Isha Luthra DIN: 07283137 | Executive | 6 | Yes | - | - | - |
| Raajan Kumar Ailawadhi DIN: 08821964 | Executive | 6 | Yes | - | - | - |
| Shuvendu Kumar Satpathy DIN: 07552741 | Non-Executive | 6 | Yes | - | - | - |

Note:

1. Only Audit Committee and Stakeholders' Relationship Committee have been considered for the Committee positions. None of the Directors' on the Board is a member of more than 10 committees or Chairperson of more than 5 committees across all companies in which he/she is a director.
2. Directorships do not include Private Limited Companies, LLP and Companies incorporated under Section 8 of the Companies Act, 2013.

Listed Entities where the Directors' hold other Directorships in the Company other than Best Agrolife Limited

| Name of the Director | Names of the other listed entities | Category of Directorship |
|----------------------|-------------------------------------|--------------------------|
| Mrs. Chetna | 1. ANG Lifesciences India Limited | 1. Independent Director |
| | 2. AKG EXIM Limited | 2. Independent Director |
| | 3. Esquire Money Guarantees Limited | 3. Independent Director |

Note: No other Director is holding Directorship in any other Listed Entity.

Board Meetings & its Functioning

The Board and its Committees meet at regular intervals for discussion on Agenda circulated well in advance by the Company. All material information is incorporated in the agenda for facilitating meaningful and focused discussion at the Meeting. Where it is not practical to attach or send the

relevant information as a part of agenda papers, the same are tabled at the Meeting. To meet business exigencies, resolutions in respect of urgent matters are passed by Executive Committee of the Board. The Company has proper systems to enable the Board to periodically review Compliance Reports of all laws applicable to the Company, as prepared by the Company, and steps taken by the Company to rectify instances of non-compliances. The Board reviewed Compliance Reports prepared by the Company quarterly.

Six (6) Board Meetings were held during the year 2022-23 under review and the gap between two meetings did not exceed 120 days. Necessary quorum was present for all the meetings. Adequate facilities for attending meeting through video/teleconferencing were provided to the Directors'.

| S.N. | Date of Board Meeting |
|------|-----------------------|
| 1 | 23.05.2022 |
| 2 | 05.08.2022 |
| 3 | 02.09.2022 |
| 4 | 21.10.2022 |
| 5 | 25.01.2023 |
| 6 | 01.03.2023 |

Disclosure of relationships between Directors' inter-se: None of the Directors' is related to each other.

During the year ended March 31, 2023, information as required in Part-A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration.

The Board periodically reviews the compliance reports of all laws applicable to the Company.

STATUTORY REPORT

Details of equity shares & convertible instruments of the Company held by the Directors' as on March 31, 2023.

| S.N. | Name of the Directors' | Category | Number of shares held along with relative | Convertible instruments |
|------|-------------------------|--------------------------------|---|--|
| 1 | Braj Kishore Prasad | Independent Non-Executive | 3,250 | |
| 2 | Vimal Kumar | Promoter, Executive | 1,16,26,132 | |
| 3 | Chetna | Independent Non-Executive | - | The Company has not issued any convertible instruments |
| 4 | Isha Luthra | Non-Independent, Executive | - | |
| 5 | Shuvendu Kumar Satpathy | Non-Independent, Non-Executive | 4,499 | |
| 6 | Raajan Kumar Ailawadhi | Non-Independent, Executive | 2,41,959 | |

Familiarization Programme and Training for Independent Directors'

The Company has an orientation process/familiarization programme for its Independent Directors' that includes:

- Briefing on their role, responsibilities, duties, and obligations as a member of the Board.
- Nature of business and business model of the Company, Company's strategic and operating plans.
- Matters relating to Corporate Governance, Code of Business Conduct, Risk Management, Compliance Programs, Internal Audit, etc.

As a process when a new independent director is appointed, a familiarization programme as described above is conducted by the senior management team and whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed. Each of our independent directors have attended such orientation process/familiarization programme when they were inducted into the Board. The details of the familiarization programme are also available on the website of the Company at www.bestagrolife.com

Meeting of Independent Directors'

A separate meeting of Independent Directors' for the financial year 2022-23 as per Clause VII(1) of Schedule IV under Section 149(8) of the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations was held on March 29, 2023. The Independent Directors' have confirmed that they satisfy the criteria of Independence as stipulated under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Appointment/Re-appointment of Director

As required under Regulations 26(4) and 36(3) of the SEBI Regulations and Secretarial Standard-2, particulars of the Directors' seeking appointment/re-appointment are given in the Explanatory Statement to the Notice of the AGM.

During the year 2022-23, the Company has re-appointed Mrs. Isha Luthra (DIN: 07283137) at Annual General Meeting dated September 28, 2022, as she was retiring by rotation and being eligible, offered herself for re-appointment.

There were no changes among the Board of Directors' of the Company during the Year 2022-23.

Code for Prevention of Insider Trading by Designated Persons

The Company has a Code for Prevention of Insider Trading in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Companies Act, 2013(as amended from time to time).

The Company also has a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for Prevention of Insider Trading in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Companies Act, 2013.

The Trading Window is closed from the closure/end of the Quarter till 48 hours of publication of Quarterly Financial Results and also before the Board Meeting at which Unpublished Price Sensitive Information is discussed and re-opens after the Public Announcement of this information by the Company, in accordance with the Code. The Company observes a silent period when the Trading Window is closed.

Succession planning for the Board and Senior Management

The nomination and remuneration committee works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and in senior management. The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board in an endeavour to introduce new perspectives while maintaining experience and continuity. By integrating workforce planning with strategic business planning, the Company puts the necessary financial and human resources in place so that its objectives can be met. Our Board members bring to the table their broad and diverse skills and viewpoints to aid the Company in advancing its strategy. In addition, promoting senior management within the organization fuels the ambitions of the talent force to earn future leadership roles.

Board Skills Matrix Strengthens

Board Skills Matrix strengthens an organization's overall governance practices by identifying the current skills, knowledge, experience and capabilities of Board of Directors' in the context with business and industry sector.

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. Being an Agrochemical industry, the Company aims to provide practical, innovative crop protection and food safety solutions to our farmers. The Directors' so appointed are drawn from diverse backgrounds and possess special skills with regard to the industries/fields from where they come.

| Name of the Directors' | Qualification | Experience | Competencies |
|--|--|------------|---|
| Mr. Braj Kishore Prasad Non-Executive, Independent | Retired IAS, Masters in Botany and Masters in administrative Science and Development Problems | 39 years | <p>Mr. Braj Kishore Prasad brings more than 39 years of experience having worked as Additional Secretary (Foreigners & Disaster Management), the Ministry of Home Affairs, Govt. of India, and as a Member Secretary in National Commission for Denotified, Nomadic Tribes & Semi-Nomadic Tribes. He was also a Chairman & Managing Director of Aavin (a Dairy Co-operative) Company, Govt. of Tamil Nadu.</p> <p>During his long career spanning 39 years, he held several key positions such as Collector of Salem, Director of Industries, Special/Secretary of Home & Prohibition Excise Department, Tamil Nadu. As in-charge of disaster management in the Ministry of Home Affairs, he effectively supervised various disaster management and relief activities at the national level.</p> <p>He was responsibly acting as a member of the Audit Committee and ensured that the Audit Committee effectively performing its functions as per the charter entrusted to it. Being member of the Stakeholders' Relationship Committee and Chairman of Corporate Social Responsibility Committee, he ensured that Shareholder's grievances, requests etc. are addressed in a proper and timely manner and that minority shareholders' interests are protected.</p> |
| Mrs. Chetna (Non-Executive Independent) | CS, LLB | 6 years | <p>Mrs. Chetna has experience of more than 6 years in Corporate Laws, SEBI Compliances, Financial Management, Accounts & Taxations.</p> <p>Mrs. Chetna is heading Audit Committee and Nomination and Remuneration Committee of the Company as Chairman and has been instrumental in maintaining high standards of accuracy and efficiency in all financial transactions, Audit, internal controls etc.</p> <p>She is also associated with Prosper Housing Finance Limited, Esquire Money Guarantees Limited as an Independent Director.</p> |
| Mr. Vimal Kumar (Executive) | Graduate in Agriculture | 21+ Years | <p>Mr. Vimal Kumar is working as Managing Director of the Company. He is an eminent personality and has a vast and rich experience of more than 21 years in the Agrochemicals Industry. He is proficient in Corporate Affairs, and his keen insight and judgment bring excellence to the Company's functioning, its Board, and Committees. He has deep commitments towards the achievement of organizational goals and has also played a key role in introducing Corporate Governance Principles in the functioning of the Company. His foresight and business acumen have helped the Company achieve its goals. Under his exuberant personality and ambitious leadership, the Company expanded its production facilities, setting up state of the art world-class manufacturing facility in Gajraula and Greater Noida.</p> <p>His passion to contribute to Indian Agriculture is commendable. His ability to prioritize and deal effectively with a number of tasks simultaneously reinforced with the skills to make effective decisions has transformed the business venture into one of the fastest-growing agrochemical Companies in India.</p> |

STATUTORY REPORT

| Name of the Directors' | Qualification | Experience | Competencies |
|--|---|------------|---|
| Mr. Raajan Kumar Ailawadhi (Executive) | Bachelor of Agricultural (H), Diploma in Agri-Business Management from Dehradun, MBA from Symbiosis | 19+ years | Mr. Raajan Kumar Ailawadhi has a distinguished corporate career of 19 years. He is associated with Best Agrolife Limited since 2017. His technical expertise has supported to enlargement of the product base of Best Agrolife. He helped the Company in smoothening the production, procurement, and logistic functions and established quality control. His new initiatives include improving the efficiency and functioning of the Company and thus improving profitability. He is instrumental in driving various initiatives with the support of senior leadership teams to achieve the set milestones of the organization. Mr. Raajan, has a proven track record of helping the Best Agro group stimulate growth and achieve a scale of success. He has presented the role of "Indian Agrochemicals Companies in regularly educating the Farmers on Integrated Pest Management Practices" before Ministry of Agriculture & Farmer Welfare on behalf of various associations. His rich experience includes managing the brand and extensively overlooking and managing the Company's strategic alliances, marketing, and branding strategies. He monitors personally the sales funnels and gets implemented comprehensive marketing strategies to create awareness of the Company's business activities. |
| Mrs. Isha Luthra (Executive) | Bachelors in Arts from Delhi University and Diploma in Information Technology | 11+ years | She has a distinguished corporate career of more than 11 years. She is associated with Best Agrolife Limited since 2013. Her technical expertise has supported to enlargement of the product base of Best Agrolife Limited. She is instrumental in driving various initiatives with the support of senior leadership teams to achieve the set milestones of the organization. She initiates technological advancements in the organization, takes a keen interest in helping the team in domestic and global license work, product registrations, and closely monitors smooth administration in day-to-day life at work. |
| Mr. Shuvendu Kumar Satpathy (Non-Executive, Non-Independent) | B.Sc in Agriculture, CIIAB in Finance | 34+ years | <p>He has a distinguished corporate career of more than 34 years where he has worked for 22 years at Punjab National Bank and later collaborated under various capacities in the agrochemicals industry. He is an excellent analyst known for his problem-solving and decision-making skills. A good orator, he is a strong influencer and a persuasive communicator. A people person, he is good at system implementation and team-building.</p> <p>Mr. Satpathy is majorly involved in the administration, and banking operations of the Company. This includes overlooking the Company's finance portfolio, CMA data, projections, finalizing the balance sheet, stock audits, and liaising with banking and other officials.</p> <p>He was responsibly acting as a member of the Audit Committee and ensured that the Audit Committee effectively performing its functions as per the charter entrusted to it. Being member of the Stakeholders' Relationship Committee and Corporate Social Responsibility Committee, he ensured that Shareholder's grievances, requests etc. are addressed in a proper and timely manner and that minority shareholders' interests are protected.</p> |

Expertise/Skills of Directors'

| S.N. | Name of Director | Expertise/Skills |
|------|-----------------------------|---|
| 1 | Mr. Braj Kishore Prasad | Finance and allied fields, Leadership Experience, Functional and Managerial Experience, Human Resources, Education and Research and Social Reforms. |
| 2 | Mr. Vimal Kumar | Wide Management and Leadership Experience, Functional and Managerial Experience, Diversity and Personal Values, Education and Research, Social Reforms and betterment of the nation in areas of Trade and Industry and Decision Making. |
| 3 | Mrs. Chetna | Corporate Governance, Banking and Finance matter, Capital Market Activity and Investor Relation. |
| 4 | Mr. Raajan Kumar Ailawadhi | Strategic Marketing, Brand transformation, Business development and spearheading new projects, Human Resources and Decision Making. |
| 5 | Mrs. Isha Luthra | IT reforms, administrative reforms and strategy, Standardization of systems and processes across the organization. |
| 6 | Mr. Shuvendu Kumar Satpathy | Strategic private equity investment and Business Management, Investment Banking, Corporate Advisory and Project Appraisal, Banking and Finance matter. |

Confirmation and Certification

The Company obtain confirmation from the board, that the independent directors fulfil the conditions specified in regulations mentioned in the Schedule V of Listing Regulations and are independent of the management. The Company annually obtains from each Director, details of the Board and Board Committee positions he/she occupies in other Companies, and changes if any regarding their Directorships.

Annual affirmation regarding compliance with the Code of Conduct

The Board of Directors' has adopted the Code of Conduct for the Directors' and Senior Management personnel and same also been posted on the Company's website at www.bestagrolife.com. In terms of Regulation 26(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 all members of the Board and senior management personnel affirmed the compliance with the Code of Conduct as on March 31, 2023. A declaration signed by the CEO/ Managing Director of the Company is given below:

This is to certify that, all Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for Directors' and Senior Management for the financial year ended March 31, 2023.

3. Audit Committee

The constitution of Audit Committee is in conformation with the requirements of Section 177 of the Companies Act, 2013 and also as per the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Terms of Reference

The terms of reference of the Audit Committee are as per guidelines set out in the Regulation 18 read with Part-C of

Schedule-II of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Section 177 of the Companies Act, 2013. The detailed terms of reference of the Audit Committee are available on the website of the Company at www.bestagrolife.com

The responsibilities of the Audit Committee include overseeing the financial reporting process, to ensure fairness, sufficiency and credibility of financial statements, review findings of internal auditors relating to various functions, recommendation of appointment and removal of statutory auditors, internal auditors and cost auditors and fixation of their remuneration; review of the quarterly and annual financial statements before submission to the Board with particular reference to matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of Sub-section 3 of Section 134 of the Companies Act, 2013; review of adequacy and compliance of internal control systems and the internal audit function; review of compliance with applicable laws; inspection of records and reports of statutory auditors; review of findings of internal investigations; review of statement of significant related party transactions, review of management letters/letter of internal control, weaknesses issued by statutory auditors, discussion on the scope of audit with external auditors and examination of reasons for substantial defaults, if any in the payment to shareholders; review the functioning of the Whistle Blower mechanism, approval of appointment of Chief Financial officer (CFO) after assessing the qualifications, experience and background, etc.

The Audit Committee is also responsible for giving guidance and directions under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and to review the report of the Compliance Officer with the provisions of these regulations at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.

STATUTORY REPORT

Composition

The Committee is comprised of 3 (Three) Directors', out of which 2 (Two) are Independent Directors'. The Chairman of the Committee is an Independent Director. The meetings of Audit Committee are also attended by the Chief Financial Officer, Statutory Auditors and Internal Auditor as special invitees. The Company Secretary acts as the Secretary to the Committee. The minutes of each Audit Committee meeting are placed at the subsequent Meeting of the Board.

The composition, name of the members, chairperson, particulars of the Meetings, and attendance of the members during the year are as follows:

| S.N. | Name of Members | Category | Designation | No. of Meetings attended during the year 2022-23 |
|------|-----------------------------|-------------------------------|-------------|--|
| 1 | Mrs. Chetna | Independent/Non-Executive | Chairperson | 6 |
| 2 | Mr. Braj Kishore Prasad | Independent/Non-Executive | Member | 6 |
| 3 | Mr. Shuvendu Kumar Satpathy | Non-Independent/Non-Executive | Member | 6 |

The Company Secretary being secretary to the Committee, attended all the Meetings.

Six (6) Audit Committee Meetings were held during the year 2022-23. The dates on which the Audit Committee Meetings held were May 23, 2022, August 5, 2022, September 2, 2022, October 21, 2022, January 25, 2023 and March 1, 2023. The quorum as required under Regulation 18(2) of the Listing Regulations was maintained at all the meetings.

All the Members of the Committee possess adequate knowledge of Accounts, Audit, Finance, etc.

4. Nomination & Remuneration Committee

The constitution of Nomination & Remuneration Committee is in conformation with the requirements of Section 178 of the Companies Act, 2013 and also as per the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said Committee has been entrusted to formulate the criteria for determining qualification, positive attributes and independence of a Director and recommend to the Board a policy relating to remuneration for the Directors', key managerial personnel and other employees, formulation of criteria for evaluation of Independent Directors' and the Board as a whole, devising a policy on the Board diversity, identifying persons who are qualified to become Directors' and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal etc.

The Committee is comprised of 3 (Three) Directors', out of which 2 (Two) are Independent Directors'. The Chairman of the Committee is an Independent Director. The minutes of each Nomination & Remuneration Committee meeting are placed at the subsequent Meeting of the Board.

The composition, name of the members, chairperson, particulars of the Meetings, and attendance of the members during the year are as follows:

| S.N. | Name of Members | Category | Designation | No. of Meetings attended during the year 2022-23 |
|------|-----------------------------|-------------------------------|-------------|--|
| 1 | Mrs. Chetna | Independent/Non-Executive | Chairperson | 2 |
| 2 | Mr. Braj Kishore Prasad | Independent/Non-Executive | Member | 2 |
| 3 | Mr. Shuvendu Kumar Satpathy | Non-Independent/Non-Executive | Member | 2 |

The Company Secretary of the Company, being Secretary to the Committee, attended the Meeting.

Two (2) Nomination & Remuneration Committee Meetings were held during the year 2022-23. The dates on which the Nomination & Remuneration Committee Meetings held were August 5, 2022 and March 1, 2023. The quorum as required under Regulation 19(2A) of the Listing Regulations was maintained at all the meetings.

Nomination and Remuneration Policy

The Board on the recommendation of the Nomination & Remuneration Committee adopted the Remuneration policy for Directors', Key Managerial Personnel (KMP) and other employees of the Company. The Board has also adopted a policy on Board diversity.

The said policy of the Company is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders. The Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under the Companies Act, 2013, inter alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc. Both the Policies are available at website of the Company at www.bestagrolife.com

Details of Directors' Remuneration for the year ended March 31, 2023

The compensation payable to the Non-Executive Directors' is limited to a fixed amount per year as determined and approved by the Board, the sum of which does not exceed 1% of net profit for the year, calculated as per the provisions of the Companies Act, 2013 for each of the meeting of the Board of Directors', Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship

Committee, Corporate Social Responsibility Committee and Risk Management Committee attended by them.

a. Non-Executive Directors'

| S.N. | Name of the Directors' | (Amount in ₹) | |
|------|------------------------------|---------------|------------|
| | | Sitting Fees | Other |
| 1 | Mr. Shuvendu Kumar Satpathy* | - | 15,17,000* |
| 2 | Mr. Braj Kishore Prasad | 6,00,000 | - |
| 3 | Mrs. Chetna | 1,06,000 | - |

*Mr. Shuvendu Kumar Satpathy received remuneration within the limits as approved by the resolution passed in the 31st AGM of the Company held on September 28, 2022.

Independent directors are also reimbursed for expenses incurred in the performance of their official duties.

Apart from receiving Directors' remuneration as above, none of the Non-Executive Directors' had any pecuniary relationship or transactions with the Company during the year ended March 31, 2023.

b. Executive Directors'

| S.N. | Name of the Directors' | (Amount in ₹) | | |
|------|----------------------------|---------------|------------------------------|-------------|
| | | Salary | Perquisites & other benefits | Total |
| 1 | Mr. Vimal Kumar | 2,40,00,000 | 31,73,000 | 2,71,73,000 |
| 2 | Mr. Raajan Kumar Ailawadhi | 1,20,00,000 | 22,32,000 | 1,42,32,000 |
| 3 | Mrs. Isha Luthra | 10,84,000 | - | 10,84,000 |

The tenure of appointment of the Managing Director and Whole-Time Directors' are for a period of 5 years from their respective dates of appointments.

Performance Evaluation Criteria for Independent Directors'

The performance evaluation criteria for Independent Directors' are determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

5. Stakeholders' Relationship Committee

The Board has constituted the Stakeholders' Relationship Committee in provisions of Section 178 of the Companies Act, 2013 and Regulation 20 read with Part-D of Schedule-II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman of the Committee is a Non-Executive Director.

The Committee meets to approve inter-alia, transfer/transmission of shares, issue of duplicate share certificates, and reviews the status of investors' grievances and redressal mechanism and recommends measures to improve the level of Investor services. Details of shares transfers/transmissions approved by the Committee are placed at the Board Meetings from time to time.

Two (2) Stakeholders' Relationship Committee (SRC) Meeting was held during the year 2022-23 on August 5, 2022 and March 29, 2023. The composition, name of the members, chairman, particulars of the Meetings and attendance of the members during the year are as follows:

| S.N. | Name of the Members | Category | Designation | No. of Meetings attended during the year 2022-23 |
|------|-----------------------------|-------------------------------|-------------|--|
| 1 | Mr. Shuvendu Kumar Satpathy | Non-Independent/Non-Executive | Chairperson | 2 |
| 2 | Mr. Braj Kishore Prasad | Independent/Non-Executive | Member | 2 |

STATUTORY REPORT

| S.N. | Name of the Members | Category | Designation | No. of Meetings attended during the year 2022-23 |
|------|---------------------|---------------------------|-------------|--|
| 3 | Mrs. Chetna | Independent/Non-Executive | Member | 2 |

The Company Secretary of the Company, being Secretary to the Committee, attended the Meeting.

Name & Designation of the Compliance Officer:

| Name of the Compliance Officer | Designation | Address & Contact Detail |
|--------------------------------|---|---|
| Mrs. Astha Wahi | Head Company Secretary & Compliance Officer | Address: B-4, Bhagwan Dass Nagar, East Punjabi Bagh, New Delhi-110026. M.N.: +91-9650507235 Phone: +91-11-45803300 Email: info@bestagrolife.com |

Details of Complaint received and redressed during the year 2022-23

| Opening Balance | Received during the year | Resolved during the year | Closing Balance |
|-----------------|--------------------------|--------------------------|-----------------|
| Nil | 2 | 2 | Nil |

6. Risk Management Committee

Keeping in view of the provision of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted a Risk Management Committee, wherein the majority of members consist of members of the Board of Directors'. This Committee shall meet at least twice a year. The Board shall define the role and responsibility of the Risk Management Committee and may delegate monitoring and reviewing of the Risk Management Plan to the Committee.

Composition of the members of Risk Management Committee during the financial year 2022-23

Two (2) Risk Management Committee (RMC) Meeting was held during the year 2022-23 on August 5, 2022 and March 29, 2023. All the members were present in the Meeting. The composition, name of the members, chairman, particulars of the Meetings and attendance of the members during the year are as follows:

| S.N. | Name of Members | Category | Designation | No. of Meetings attended during the year 2022-23 |
|------|-----------------------------|-------------------------------|-------------|--|
| 1 | Mr. Braj Kishore Prasad | Independent/Non-Executive | Chairperson | 2 |
| 2 | Mr. Shuvendu Kumar Satpathy | Non-Independent/Non-Executive | Member | 2 |
| 3 | Mrs. Chetna | Independent/Non-Executive | Member | 2 |

Company Secretary of the Company, being Secretary to the Committee, attended the Meeting.

7. Corporate Social Responsibility Committee

The Board has constituted a Corporate Social Responsibility (CSR) Committee in line with the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 with maximum members being Independent Directors', to recommend to the Board, the CSR initiatives of the Company and also to monitor the implementation of the CSR initiatives.

Two (2) Corporate Social Responsibility (CSR) Committee Meetings were held during the year 2022-23. The dates on which the Corporate Social Responsibility (CSR) Meetings held was August 5, 2022 and March 29, 2023. All the members were present in the Meeting.

The composition, name of the members, chairperson, particulars of the meeting and attendance of the members during the year are as follows:

| S.N. | Name of Members | Category | Designation | No. of Meetings attended during the year 2022-23 |
|------|-----------------------------|-------------------------------|-------------|--|
| 1 | Mr. Braj Kishore Prasad | Independent/Non-Executive | Chairperson | 2 |
| 2 | Mr. Shuvendu Kumar Satpathy | Non-Independent/Non-Executive | Member | 2 |
| 3 | Mrs. Chetna | Independent/Non-Executive | Member | 2 |

8. General Body Meetings

(i) Particulars about the last three Annual General Meetings (AGMs) of the Company are:

| Year | Date & Time | Venue | Special Resolution |
|------------|----------------------------------|---|--------------------|
| March 2022 | September 28, 2022 at 12:30 p.m. | Video Conference/Other Audio-Visual means | Yes |
| March 2021 | September 28, 2021 at 12:30 p.m. | Video Conference/Other Audio-Visual means | Yes |
| March 2020 | September 28, 2020 at 12:30 p.m. | Video Conference/Other Audio-Visual means | Yes |

(ii) Particulars about the last three Extra-Ordinary General Meetings (EGMs) of the Company are:

| S.N. | Year | Date | Venue | Time | Special Resolution (by postal ballot) |
|------|---------|------------------|--|------------|---------------------------------------|
| 1. | 2019-20 | October 12, 2019 | 5/2, Agarwal Bhawan, Jaidev Park, East Punjabi Bagh, New Delhi-10026 | 12:00 noon | Yes |

(iii) The details of the voting pattern are as under:

| Date of EGM | Number of members voted/Total number of votes (shares) cast | No. of votes in favour | No. of votes against | No. of invalid votes |
|------------------|---|------------------------|----------------------|----------------------|
| October 12, 2019 | 60/1388576 | 1388576 | 0 | 0 |

(iv) Procedure for Postal Ballot

The Company conducted the postal ballot in accordance with the provisions of Section 108, 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 ("Rules").

The Company sent the Postal Ballot Notice along with the explanatory statement in electronic form on September 7, 2019 for EGM held on October 12, 2019 only to those Members whose e-mail addresses were registered with the Company/Depositories, to enable them to cast their votes electronically. The Company also published a Notice in the newspaper and other requirements as mandated under the provisions of the Act and Rules framed thereunder. The voting rights were reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 of the Rules read with Regulation 44 of the SEBI Listing Regulations, the Company had offered the facility of e-Voting to its members to enable them to cast their vote electronically.

EGM held on October 12, 2019: The voting under the postal ballot was kept open from Thursday, September 12, 2019 at 9.00 a.m. (IST) until Friday, October 11, 2019 at 5:00 p.m. (IST). Upon completion of scrutiny of the votes cast through e-Voting in a fair and transparent manner, the scrutinizer i.e. Mr. Suresh Goyal, submitted his report to the Company and the results of the postal ballot were announced by the Company on October 22, 2019*.

Note: *As per the 1st Motion order of the NCLT, Principal bench New Delhi dated August 21, 2019, the chairperson shall be responsible to report the result of the meeting to the

tribunal within two weeks of the conclusion of the meeting. The chairperson has submitted the report to NCLT and simultaneously provide us the copy of chairperson report along-with scrutinizer report for disclosure purpose.

The voting result was sent to the Stock Exchange and also displayed on the Company's website www.bestagrolife.com and on the website of National Securities Depository Limited www.evoting.nsdl.com

(v) Details of special resolution proposed to be conducted through postal ballot:

The Company has not carried out postal ballot exercise during the financial year 2022-23.

9. Means of Communication

The Company publishes the quarterly, half-yearly and annual results, in the format prescribed by the Listing Regulations, 2015 read with the circulars issued there under, in one National and one Regional Newspaper apart from displaying it on its website and filing the same on online portals of BSE.

Official news release/presentations made to Investor analysts are updated on Company's website www.bestagrolife.com and on BSE. No unpublished price sensitive information is discussed in these presentations.

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

STATUTORY REPORT

The investor complaints are processed in a centralised web-based complaints redressal system (SCORES) maintained by SEBI. The Company has also designated the following e-mail ID exclusively for Investors' grievance redressal- info@bestagrolife.com

The quarterly Shareholding Pattern and Corporate Governance Report of the Company are filed with BSE through BSE Online Portal and are also displayed on the Company's website under the "Investors" section.

10. General Shareholder information

| Sl.No. | Salient item of Interest | Particulars |
|--------|--|---|
| i. | AGM Date, Time, and Venue | Wednesday, September 27, 2023 at 12:30 p.m. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) at New Delhi. |
| ii. | Financial Calendar (Tentative) | |
| | - Financial reporting for the quarter ended June 30, 2023 | August, 2023 |
| | - Financial reporting for the quarter ending September 30, 2023 | October/November, 2023 |
| | - Financial reporting for the quarter ending December 31, 2023 | January/February, 2024 |
| | - Financial reporting for the quarter/year ending March 31, 2024 | April/May, 2024 |
| iii. | Date of Book Closure | September 20, 2023 to September 27, 2023 |
| iv. | Dividend Payment Date | On or after September 27, 2023 |
| v. | Listing on Stock Exchange | The Equity Shares of the Company is listed on BSE Limited. The Annual listing fee has been paid to BSE for the F.Y. 2023-24. BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, India. Tel.: +91-22-22721234 Fax: +91-22-22722041 ISIN for equity shares: INE052T01013 |
| vi. | Stock Code | BSE Limited: 539660 |
| vii. | Registrar & Share transfer Agent | Skyline Financial Services Private Limited D153/A, 1 st Floor, Okhla Industrial Area Phase-1, New Delhi-110020. Phone: +91-40450193-97 Email: info@skylinerta.com |

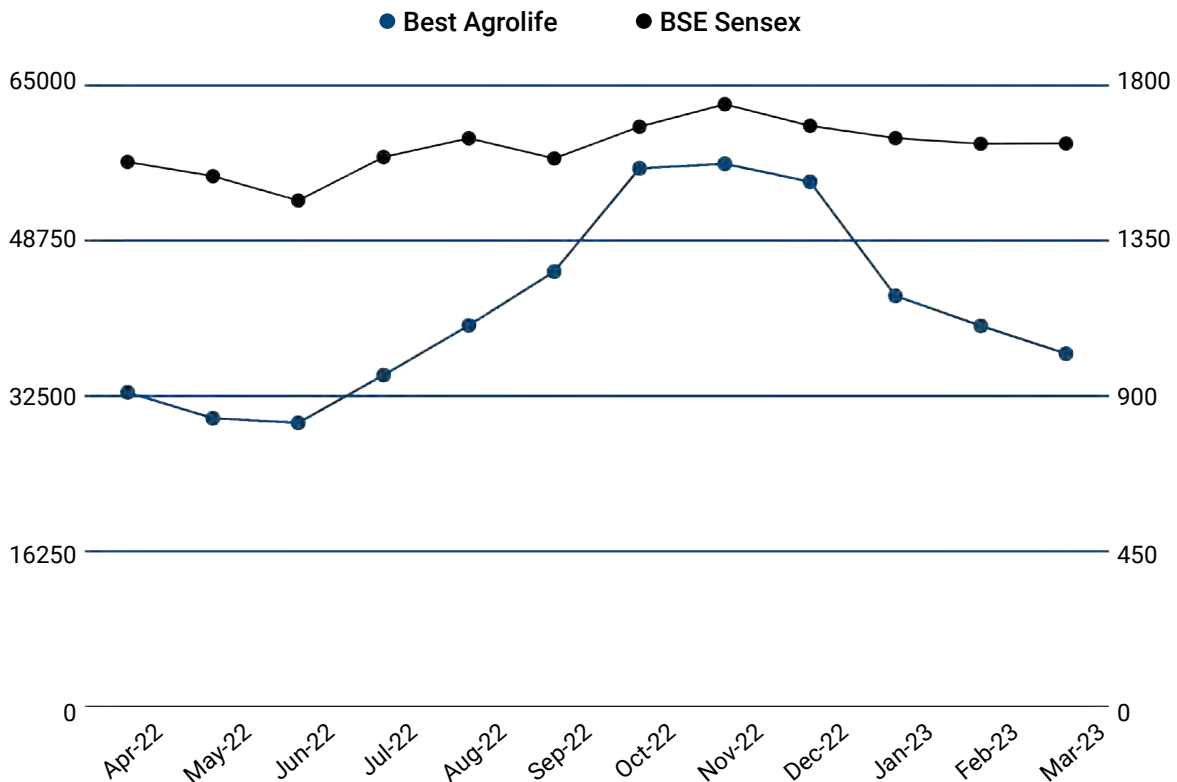
| Sl.No. | Salient item of Interest | Particulars |
|--------|--|--|
| viii. | Share Transfer System | <p>In terms of Regulation 40(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.</p> <p>Further, SEBI has, vide its circular dated January 25, 2022, mandated companies to issue its securities in demat form only while processing various service requests such as issue of duplicate share certificates, sub-division, consolidation, transmission, etc. to enhance ease of dealing in securities markets by investors. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at https://www.bestagrolife.com/investorss/FORM-ISR-4.pdf</p> <p>In view of the aforesaid, Members who are holding shares in physical form are hereby requested to convert their holdings in electronic mode to avail various benefits of dematerialisation.</p> <p>Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company.</p> |
| ix. | Dematerialisation of shares and liquidity | 2,36,42,703 (99.99%) of the Paid-up Equity Share Capital of the Company is in dematerialised form as on March 31, 2023. |
| x. | Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity | The Company has no outstanding GDRs/ADRs/Warrants or any other convertible instruments as on March 31, 2023. |
| xi. | Address for correspondence | B-4, Bhagwan Dass Nagar, East Punjabi Bagh, New Delhi-110026. |
| xii. | Commodity price risk or foreign exchange risk and hedging activities | During the year under review, the Company has managed foreign exchange risk. The details of foreign currency exposure are disclosed in Note No. 37 to the Standalone Financial Statements. |
| xiii. | Credit Ratings Obtained | CARE Edge Ratings Limited has assigned CARE A-; Stable/ CARE A2+ in respect of various banking facilities availed by the Company. |
| xiv. | Plant Location | C-2, Industrial Area, UPSIDC, Gajraula-II, Amroha, Uttar Pradesh, 244235. |

xv. Stock Market Data

The monthly high and low quotations of shares traded on BSE is as under:

| Month | Best Agrolife BSE Price (in ₹) | | BSE Sensex | |
|----------------|--------------------------------|----------|------------|-----------|
| | High | Low | High | Low |
| April 2022 | 1,085.40 | 895.00 | 60,845.10 | 56,009.07 |
| May 2022 | 984.50 | 767.95 | 57,184.21 | 52,632.48 |
| June 2022 | 962.70 | 791.15 | 56,432.65 | 50,921.22 |
| July 2022 | 1,038.35 | 798.60 | 57,619.27 | 52,094.25 |
| August 2022 | 1,105.95 | 855.80 | 60,411.20 | 57,367.47 |
| September 2022 | 1,357.95 | 1,155.00 | 60,676.12 | 56,147.23 |
| October 2022 | 1,635.00 | 1,229.30 | 60,786.70 | 56,683.40 |
| November 2022 | 1,727.10 | 1,487.25 | 63,303.01 | 60,425.47 |
| December 2022 | 1,774.45 | 1,341.90 | 63,583.07 | 59,754.10 |
| January 2023 | 1,553.90 | 1,111.05 | 61,343.96 | 58,699.20 |
| February 2023 | 1,244.95 | 1,069.50 | 61,682.25 | 58,795.97 |
| March 2023 | 1,147.70 | 990.40 | 60,498.48 | 57,084.91 |

xvi. Stock Performance Chart (comparison to broad-based indices BSE Sensex)



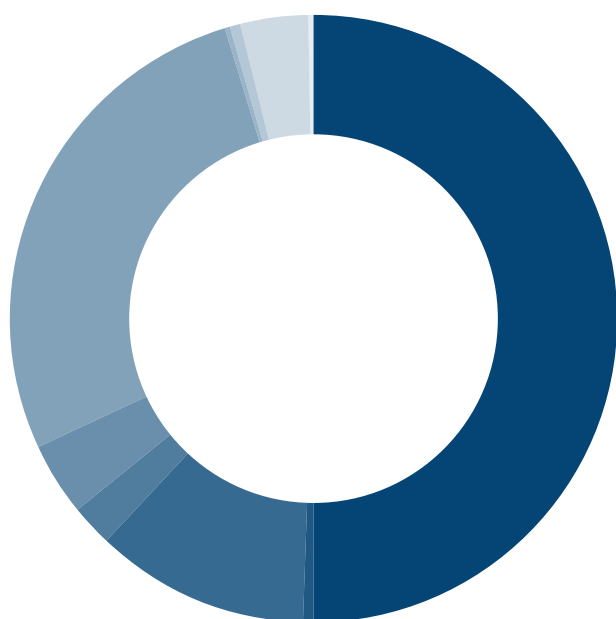
xvii. Distribution of Shareholding as on March 31, 2023

| Range of Shares | No. of Shareholders | % Shareholders | No. of Shares held | % Shareholding |
|-----------------|---------------------|----------------|--------------------|----------------|
| Up To 5,00 | 22218 | 96.44 | 910305.00 | 3.85 |
| 501 To 1000 | 347 | 1.51 | 265976.00 | 1.12 |
| 1001 To 2000 | 192 | 0.83 | 282848.00 | 1.20 |
| 2001 To 3000 | 74 | 0.32 | 185731.00 | 0.79 |
| 3001 To 4000 | 31 | 0.13 | 111807.00 | 0.47 |
| 4001 To 5000 | 32 | 0.14 | 148760.00 | 0.63 |
| 5001 To 10000 | 47 | 0.20 | 344037.00 | 1.46 |
| 10001 and Above | 98 | 0.43 | 21395276.00 | 90.49 |
| Total | 23039 | 100.00 | 23644740.00 | 100.00 |

xviii. Shareholding Pattern as on March 31, 2023

| Category | No. of Shares held | % Shareholding |
|-----------------------------|--------------------|----------------|
| Promoter & Promoter Group | 11846773 | 50.10 |
| Alternate Investment Fund | 110000 | 0.47 |
| Foreign Portfolio Investors | 2713371 | 11.49 |
| Mutual Fund | 500000 | 2.11 |

| Category | No. of Shares held | % Shareholding |
|--------------------------|--------------------|----------------|
| Bodies Corporate | 960267 | 4.06 |
| Resident Individuals/HUF | 6433108 | 27.20 |
| NRIs | 90002 | 0.38 |
| Trusts | 89645 | 0.38 |
| Firms | 896349 | 3.79 |
| Clearing Members | 5225 | 0.02 |
| Total | 23644740 | 100 |



| | |
|-----------------------------|-------|
| Promoters & Promoter Group | 50.10 |
| Alternate Investment Fund | 0.47 |
| Foreign Portfolio Investors | 11.49 |
| Mutual Fund | 2.11 |
| Bodies Corporate | 4.06 |
| Resident Individuals/HUF | 27.20 |
| NRIs | 0.38 |
| Trusts | 0.38 |
| Firms | 3.79 |
| Clearing Members | 0.02 |

11. Disclosure of Material Transactions:

Pursuant to provision of Regulation 26(5) of SEBI Listing Regulations, 2015, the Senior Management is required to make periodical disclosures to the Board relating of all material financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company. During the year under review, there were no such transactions.

12. Particulars of Senior Management

Pursuant to the Regulation 34 read with para 5B of Schedule V of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, during the year following were the changes made in the appointment and removal of senior management of the Company.

| S. No. | Name of the Senior Management | Appointment/Resignation |
|--------|---|-------------------------|
| 1. | Mr. Sanjeev Kharbanda | Appointment |
| 2. | Mr. Surendra Sai Nallamalli | Appointment |
| 3. | Mr. Satish Kumar Malhotra | Appointment |
| 4. | Mr. Suradevara Bala Venkata Rama Prasad | Appointment |
| 5. | Mr. Davinder Dogra | Resignation |
| 6. | Raajan Kumar Ailawadhi | Resignation |

13. Unclaimed Dividend & Transfer to IEPF:

Section 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the Rules”), mandates the Company to transfer the dividend which remains unclaimed and unpaid for a period of seven years to the Investor Education and Protection Fund (IEPF).

Further, the Rules mandate that the shares on which dividend has not been paid or claimed for seven consecutive years or more be transferred to the IEPF. The details of unpaid dividends are uploaded on the website of the Company at www.bestagrolife.com

Members who have not claimed their dividends for the last seven years are requested to write to the Company’s Registrar and Share Transfer Agents and claim their dividends. The total amount of unclaimed dividends has been disclosed in the financial statements.

Members are requested to note that the unclaimed dividends will be transferred to the IEPF after the below-mentioned last date of claim which has been calculated by adding 37 days and 7 years to the date of declaration:

| Dividend and Year | Dividend per Share (₹) | Date of Declaration | Last Date for Claim |
|---------------------|------------------------|---------------------|---------------------|
| Final Dividend 2016 | ₹ 0.01 | 29/09/2016 | 05/11/2023 |
| Final Dividend 2017 | ₹ 0.01 | 27/09/2017 | 03/11/2024 |
| Final Dividend 2018 | ₹ 0.01 | 27/09/2018 | 03/11/2025 |
| Final Dividend 2019 | ₹ 0.01 | 28/09/2019 | 04/11/2026 |
| Final Dividend 2020 | ₹ 0.01 | 28/09/2020 | 04/11/2027 |
| Final Dividend 2021 | ₹ 2.00 | 28/09/2021 | 04/11/2028 |
| Final Dividend 2022 | ₹ 2.00 | 28/09/2022 | 04/11/2029 |

14. Disclosures:

a. Related Party Transactions

The Company’s related party transactions are mainly with its subsidiaries Company. All the contracts/arrangements/ transactions entered by the Company during the current financial year with related parties were in the ordinary course of business and at an arms’ length basis and were approved by the Audit Committee. None of the transactions entered with the related parties during the financial year were in conflict with Company’s interest. The Company has formulated a policy on Related Party Transactions and the same is available on the Company’s website <https://www.bestagrolife.com/investorss/Policy-On-Materiality-And-Dealing-With-Related-Party-Transactions.pdf>

b. Material Subsidiaries Company

The Company have Two (2) material non-listed Indian wholly-owned subsidiaries Company.

| Name of the material subsidiaries | Date & Place of incorporation | Name of the Statutory Auditor | Date of appointment of Auditor in the subsidiary Company |
|-----------------------------------|--------------------------------|-------------------------------|--|
| Seedlings India Private Limited | 24/02/2021 New Delhi, India | K. Sumit & CO. | 17/08/2022 |
| Best Crop Science Private Limited | 28/08/2021 New Delhi, India | K. Sumit & CO. | 01/04/2022 |

The Company monitors performance of subsidiaries Company by the following means:

- Financial statements and particular of investments made by subsidiary Companies are reviewed by the Audit Committee.
- Minutes of Board meetings of subsidiary Companies are placed before the Board meetings of the Company regularly.

The Company has adopted a Policy for determining Material Subsidiaries in line with the requirements of the Listing Regulations. The Objective of this policy is to lay down criteria

for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company.

The policy for determining material subsidiaries is available on the Company’s website <https://www.bestagrolife.com/investorss/Policy-on-Material-Subsidiaries.pdf>

c. Details of non-compliance

There has been no non-compliance or penalties, or strictures imposed on your Company by any of the Stock Exchanges or SEBI, or any statutory authority on any matter related to capital markets during the last three years;

d. Vigil Mechanism/Whistle Blower Policy

The Company has adopted a Whistle blower policy and has established the necessary vigil mechanism as required under Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Directors' and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of conduct. No person has been denied access to the Chairman of the Audit Committee. The said policy has been disclosed on the Company's website under the web link <https://www.bestagrolife.com/investorss/VIGIL-MECHANISM-&-WHISTLE-BLOWER-POLICY.pdf>

e. Adoption of Mandatory and Non-mandatory requirements

The Company has complied with all the mandatory requirements of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

However, the Company has also complied with following non-mandatory requirements of Regulation 27(1) read with Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- i) **Audit Qualifications:** The Statutory Financial Statements (Standalone & Consolidated) of the Company are unqualified.

- ii) **Reporting of Internal Auditor:** The Internal Auditors of the Company make presentations to the Audit Committee on their reports.

- iii) **Separate posts of Chairman and CEO:** The positions of Chairman and CEO/Managing Director are separate.

f. Certificate of Non-Disqualification of Directors'

None of the Directors' of the Company have been debarred or disqualified from being appointed or continuing as Directors' of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority. A certificate for the same has been issued by Ms. Rakhi Rani, Practicing Company Secretary which forms part of this Annual Report.

g. Fees paid to Statutory Auditor

The Company has paid a consolidated amount of ₹ 41.68 lakhs as total fees for all services rendered by the statutory auditor and all entities in the network firm/network entity to which the statutory auditor is part.

h. Risk Management

The Company has detailed Risk Management Policy and the Board periodically reviews the procedures for its effective management. The Company has also constituted the Risk Management Committee.

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

The Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints under the above Act.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as under:

| S. No. | Particulars | Status |
|--------|--|--------|
| i. | Number of complaints pending as at the beginning of the financial year | Nil |
| ii. | Number of complaints filed during the financial year | Nil |
| iii. | Number of complaints disposed during the financial year | Nil |
| iv. | Number of complaints pending as at the end of the financial year | Nil |

j. Accounting Standards

The guidelines/accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in the preparation of the financial statements of the Company for the Financial year ended March 31, 2023.

k. CEO/CFO Certificate

Mr. Vimal Kumar, Managing Director and Mr. Sanjeev Kharbanda, Chief Financial Officer have furnished the required certificate to the Board of Directors' pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

l. Disclosure of Non-Compliance

There was no such non-compliance made by the Company on corporate governance report as required under sub-para (2) to (10) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. Certificate On Corporate Governance Report

Compliance Certificate from the Practicing Company Secretary for Compliance of Conditions of Corporate Governance in terms of Part E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been annexed to the Annual Report of the Company.

CEO/CFO Certification

In Respect of Financial Statements And Cash Flow Statement (Pursuant to Regulation 17(8) of Sebi (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the Financial year ended March 31, 2023

Pursuant to Regulation 17(8) we do hereby certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2023 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year ended March 31, 2023 which are fraudulent, illegal or in violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Vimal Kumar
Managing Director

Sanjeev Kharbanda
Chief Financial Officer

Place: New Delhi
Date: May 29, 2023

Practicing Company Secretaries' Certificate on Corporate Governance

To
The Members
BEST AGROLIFE LIMITED
B-4, Bhagwan Dass Nagar,
East Punjabi Bagh,
New Delhi - 110 026.

I have examined the compliance of the conditions of Corporate Governance by **Best Agrolife Limited** ('the Company') for the year ended on March 31, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2023.

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

Rakhi Rani
Practicing Company Secretary
ACS No.: 31715
CP No.: 21612
PR No.: 2398/2022
UDIN: A031715E000919019

Place: New Delhi
Date: September 2, 2023

Practicing Company Secretaries' Certificate on Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
BEST AGROLIFE LIMITED
B-4, Bhagwan Dass Nagar,
East Punjabi Bagh,
New Delhi – 110 026.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **BEST AGROLIFE LIMITED** having CIN L74110DL1992PLC116773 and having registered office at B-4, Bhagwan Dass Nagar, East Punjabi Bagh, New Delhi - 110 026 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sr. No. | Name of the Director | DIN | Date of appointment in Company* |
|---------|--------------------------|----------|---------------------------------|
| 1. | VIMAL KUMAR | 01260082 | 16.08.2019 |
| 2. | BRAJ KISHORE PRASAD | 01603310 | 16.08.2019 |
| 3. | ISHA LUTHRA | 07283137 | 11.11.2019 |
| 4. | SHUVENDU KUMAR SATPATHY | 07552741 | 27.05.2020 |
| 5. | RAAJAN KUMAR AILAWADHI # | 08821964 | 10.02.2021 |
| 6. | CHETNA | 08981045 | 01.07.2021 |

* The date of appointment is as per the MCA Portal.

Ceased to be Director w.e.f. July 31, 2023.

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

Rakhi Rani
Practicing Company Secretary
ACS No.: 31715
CP No.: 21612
PR No.: 2398/2022
UDIN: A031715E000919008

Place: New Delhi
Date: September 2, 2023

Business Responsibility and Sustainability Report

Section A: General Disclosures

I. Details of the listed entity

| Sl. No. | Particular | Company Details |
|---------|---|---|
| 1 | Corporate Identity Number (CIN) | L74110DL1992PLC116773 |
| 2 | Name | BEST AGROLIFE LIMITED |
| 3 | Year of incorporation | January 10, 1992 |
| 4 | Registered office address | B-4, Bhagwan Dass Nagar, East Punjabi Bagh, New Delhi-110026 |
| 5 | Corporate address | B-4, Bhagwan Dass Nagar, East Punjabi Bagh, New Delhi-110026 |
| 6 | E-Mail | info@bestagrolife.com |
| 7 | Telephone | 011-45803300 |
| 8 | Website | www.bestagrolife.com |
| 9 | Financial year for which reporting is being done | April 1, 2022 to March 31, 2023 |
| 10 | Name of the Stock Exchange(s) where shares are listed | BSE Limited |
| 11 | Paid-up Capital | ₹ 23,64,47,400 |
| 12 | Name and contact details of the person who may be contacted in case of any queries on the BRSR report | Mrs. Astha Wahi- CS & Compliance Officer Contact No. 9650507235 Email: cs@bestagrolife.com |
| 13 | Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together) | Disclosures under this report are made on a consolidated basis covering wholly owned subsidiaries. Name of Wholly Owned subsidiaries: a. Seedlings India Private Limited b. Best Crop Science Private Limited |

II. Products/Services

14. Details of business activities (accounting for 90% of turnover):

| Sl. No. | Description of the main activity | Description of business activity | Entity turnover (%) |
|---------|----------------------------------|--|---------------------|
| 1 | Agrochemicals Products | Manufacturing, Distribution, Sales & Marketing | 100 |

15. Products/services sold by the entity (accounting for 90% of the entity's turnover):

| Sl. No. | Product/service | NIC code | % of Total turnover contributed |
|---------|----------------------------------|----------|---------------------------------|
| 1 | Insecticides | 20211 | 73% |
| 2 | Herbicides | 20211 | 13% |
| 3 | Fungicides | 20211 | 10% |
| 4 | Plant Growth Regulators & others | 20211 | 3% |

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III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

| Location | Number of plants | Number of offices | Total |
|---------------|------------------|-------------------|-------|
| National | 3 | 2 | 5 |
| International | 0 | 1 | 1 |

17. Markets served by the entity:

a. Number of locations

| Location | Number |
|----------------------------------|--------|
| National (No. of States) | 19 |
| International (No. of Countries) | 7 |

We have a PAN-India presence and serve major States.

b. What is the contribution of exports as a percentage of the total turnover of the entity?

To expand global footprints, the Company is focused on exploring the markets outside India and therefore the Company is taking key initiative i.e. customer selection, registration process, execution of product etc. to enter the export market.

During the financial year 2022-23, 0.32% is contribution of exports as a percentage of the total turnover of the entity.

c. A brief on the types of customers:

The Company's business is manufacturing and Trading of Agrochemical products. The Company serves various customers including retailers, distributors, institutional channel (B2B to serve farmer as last mile) through its domestic business and other distributors through the export business. The Company's products are consumed within both places (India and outside India).

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

| Sr. No. | Particulars | Total (A) | Male | | Female | |
|------------------|--------------------------------|-------------|-------------|------------|-----------|-----------|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| Employees | | | | | | |
| 1 | Permanent (D) | 707 | 663 | 94% | 44 | 6% |
| 2 | Other than Permanent (E) | 605 | 604 | 99% | 1 | 1% |
| 3 | Total employees (D + E) | 1312 | 1267 | 97% | 45 | 3% |
| Workers | | | | | | |
| 4 | Permanent (F) | - | - | - | - | - |
| 5 | Other than Permanent (G) | 462 | 459 | 99% | 3 | 1% |
| 6 | Total workers (F + G) | 462 | 459 | 99% | 3 | 1% |

b. Differently abled Employees and workers:

| Sr. No. | Particulars | Total (A) | Male | | Female | |
|------------------------------------|--|-----------|----------|----------|----------|----------|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| Differently Abled Employees | | | | | | |
| 1 | Permanent (D) | - | - | - | - | - |
| 2 | Other than Permanent (E) | - | - | - | - | - |
| 3 | Total differently abled employees (D + E) | - | - | - | - | - |
| Differently Abled Workers | | | | | | |
| 4 | Permanent (F) | - | - | - | - | - |
| 5 | Other than Permanent (G) | - | - | - | - | - |
| 6 | Total differently abled workers (F + G) | - | - | - | - | - |

19. Participation/Inclusion/Representation of Women:

| | Total (A) | No. and percentage of Females | |
|---------------------------|-----------|-------------------------------|---------|
| | | No. (B) | % (B/A) |
| Board of Directors | 6 | 2 | 33.33% |
| Key Management Personnel* | 3 | 1 | 33.33% |

* Includes Managing Director

20. Turnover rate for permanent employees and workers (For Best Agrolife Limited):

| | FY 2022-23 (Turnover rate in current FY) | | | FY 2021-22 (Turnover rate in previous FY) | | | FY 2020-21 (Turnover rate in the year prior to the previous FY) | | |
|---------------------|---|--------|-------|--|--------|-------|--|--------|-------|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | 30% | 24% | 29% | 19% | 33% | 21% | 4% | 38% | 8% |
| Permanent Workers | NA | NA | NA | NA | NA | NA | NA | NA | NA |

V. Holding, Subsidiary and Associate Companies (Including Joint Ventures)

21. (a) Names of holding/subsidiary/associate companies/joint ventures

| Sl. No. | Name of the holding/subsidiary/associate companies/joint ventures (A) | Indicate whether holding/Subsidiary/Associate/Joint Venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|---------|---|---|-----------------------------------|--|
| 1. | Seedlings India Private Limited | Wholly-owned Subsidiary | 100% | Yes |
| 2. | Best Crop Science Private Limited | Wholly-owned Subsidiary | 100% | Yes |

VI. CSR Details

| | | |
|-----|---|-----------------|
| 22. | Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) | Yes |
| | Turnover Consolidated (in ₹) | ₹ 1745 crores |
| | Net worth Consolidated (in ₹) | ₹ 482.54 crores |

VII. Transparency and Disclosure Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy) | FY 2022-23 Current Financial Year | | | FY 2021-22 Previous Financial Year | | |
|---|--|--|--|----------|--|--|----------|
| | | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Communities | Yes. Manual Register is maintained at the plant sites where grievances can be lodged by the community members. | - | - | - | - | - | - |
| Investors (other than shareholders) | Not Applicable, as we don't have any investors other than the shareholders (e.g. preference shareholders or debenture holders) | | | | | | |
| Shareholders | Yes https://scores.gov.in/scores/Welcom.html | 2 | 0 | Resolved | 1 | 0 | Resolved |

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| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy) | FY 2022-23 Current Financial Year | | | FY 2021-22 Previous Financial Year | | |
|---|---|--|--|----------|--|--|----------|
| | | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Employees and workers | Yes https://www.bestagrolife.com/investorss/Vigil-mechanism-&-whistle-blower-policy.pdf and manual registers at factories | 15 | 0 | Resolved | 8 | 0 | Resolved |
| Other (contract workers, trainees) | Yes https://www.bestagrolife.com/investorss/Vigil-mechanism-&-whistle-blower-policy.pdf and manual registers at factories | 20 | 0 | Resolved | 13 | 0 | Resolved |
| Customers | Yes https://www.bestagrolife.com/contact-us | - | - | - | - | - | - |
| Value Chain Partners | Yes https://www.bestagrolife.com/contact-us | - | - | - | - | - | - |

24. Overview of the entity's material responsible business conduct issues

(Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format).

We live in an uncertain and constantly changing world. Having a formal process to identify material sustainability issues helps us report on those, that matter most to our business and stakeholders.

| Sl. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---------|----------------------------|--|--|--|--|
| 1. | Health Safety & Well-being | Risk | It has direct impact on people and community and has potential to disrupt the operations. | By development and implementation of critical safety standards across the various departments of the factory, establishing training need identification at each level of employee. | Negative: Health and Safety incidents would affect employee/ worker morale and impact the reputation of performance of the Company. |
| 2. | Human Capital Management | Opportunity and Risk | <p>Risk: A significant quantum of labour for our businesses is provided by contractual labour on our premises and we need to ensure compliance as well as appropriate safety.</p> <p>Opportunity: Well-managed, diverse employees and workers who are appropriately compensated, engaged and provided opportunities for career growth ensure a productive and resilient workforce.</p> | <p>We conduct safety measures programme/training at regular intervals at our factory premises.</p> <p>We are committed to enhance knowledge and leadership quotient of our employees at different level through constant training and development programme.</p> | Positive: Brings new perspectives, experiences, and ideas which enable innovation, enhances the performance and enables a positive culture. |

| Sl. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---------|----------------------------------|--|---|--|--|
| 3. | Regulatory Issues and Compliance | Risk | Non compliance may impact the brand image, customer trust & engagement. | Regular/consistent review mechanism to ensure adherence of accounts, business and functions. | Negative |
| 4. | Business Ethics | Risk | This may impact the brand and trust of stakeholders. | Monitoring Mechanism to ensure Ethical Code of Conduct. | Negative |
| 5. | Risk Management | Opportunity | The Company has an effective risk management framework to periodically identify, evaluate and mitigate any risks to the Company's operations. | NA | Positive |
| 6. | Waste Management | Risk | Poor waste management practices may lead to regulatory non-compliance and penalties apart from impact on social responsibility. | Approach to mitigate - as per defined protocols by pollution control boards. | Negative |

Section B: Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

The National Guidelines on Responsible Business Conduct (NGRBC) released by the Ministry of Corporate Affairs has updated and adopted nine areas of Business Responsibility. These are briefly as under:

| | |
|---------------------|---|
| Principle 1: | Businesses should conduct and govern themselves with Ethics, Transparency and Accountability |
| Principle 2: | Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle |
| Principle 3: | Businesses should promote the wellbeing of all employees |
| Principle 4: | Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized |
| Principle 5: | Businesses should respect and promote human rights |
| Principle 6: | Businesses should respect, protect, and make efforts to restore the environment |
| Principle 7: | Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner |
| Principle 8: | Businesses should support inclusive growth and equitable development |
| Principle 9: | Businesses should engage with and provide value to their customers and consumers in a responsible manner |

| Disclosure Questions | | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|--|---|---|-----|-----|-----|-----|-----|-----|-----|-----|
| Policy & Management Process | | | | | | | | | | |
| 1. | a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| | b. Has the policy been approved by the Board? (Yes/No) | The Company has obtained approval of the Board of Directors for the Policies, wherever necessary. | | | | | | | | |
| | c. Web Link of the Policies, if available | The policies formulated and adopted by the Company are available on the website of the Company www.bestagrolife.com | | | | | | | | |
| 2. | Whether the entity has translated the policy into procedures. (Yes/No) | The Company endeavours to implement and translate all the Policies into procedures and practices in true letter and spirit. | | | | | | | | |

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| Disclosure Questions | | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | | | | | | | | | |
|---|--|--|----|----|----|----|--|----|----|----|---|----|----|----|----|----|----|----|----|
| 3. | Do the enlisted policies extend to your value chain partners? (Yes/No) | The Company encourages its value chain partners to upholds standards of ethics, fairness and transparency in all their dealings with the Company. | | | | | | | | | | | | | | | | | |
| 4. | Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. | The Company has ISO 9001:2015 and ISO 14001:2015 certification which depicts Quality & Environmental Management System respectively. All the labs in the plants of the Company are NABL certified, which underscores the Company's commitment to quality. | | | | | | | | | | | | | | | | | |
| 5. | Specific commitments, goals and targets set by the entity with defined timelines, if any. | The Company have set specific goals towards Environmental, Social and Governance. To deliver consistent, competitive, profitable, and responsible growth we have set an agenda to tackle the issues related to climate change, sustainable use of natural resources and long standing relationships with suppliers. | | | | | | | | | | | | | | | | | |
| 6. | Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met. | The Company monitors and periodically reviews its performance with respect to sustainability goals and targets and the action plans drawn for achieving the same. | | | | | | | | | | | | | | | | | |
| Governance, leadership and oversight | | | | | | | | | | | | | | | | | | | |
| 7. | Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure). The Company is committed to integrating environmental, social and governance principles into its businesses which is central to improving the quality of life of the communities it serves. It adheres to the principles by enhancing health, safety and environmental impacts of products across the lifecycles. The environmental impacts cover Climate, Resources (Energy & Water), Waste Management and Nature. The Company has established policies for Climate Change, Environment, health & Safety and Human Rights. The Company is committed to conducting beneficial and fair business practices to the labour, human capital and to the community. It provides employees and business associates with conditions that are clean, safe, healthy and fair. It strives to be neighbour of choice in the communities in which it operates and contributes to their equitable and inclusive development. To deliver these, the Company has Corporate Social Responsibility Policy, Human Rights Policy and also has defined governance practices in line with the "Code of Conduct". | | | | | | | | | | | | | | | | | | |
| 8. | Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies). | Managing Director, Board of Directors and Corporate Social Responsibility Committee. | | | | | | | | | | | | | | | | | |
| 9. | Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details. | The Company has a Corporate Social Responsibility (CSR) Policy which approves and oversees CSR projects in line with the Company's strategy to bring about a positive impact on the communities through various CSR programmes. Moreover, Mr. Vimal Kumar, Managing Director monitors the CSR projects implemented by the Company. | | | | | | | | | | | | | | | | | |
| 10. | Details of Review of NGRBCs by the Company: | | | | | | | | | | | | | | | | | | |
| | Subject for Review | Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee | | | | | Frequency (Annually/Half yearly/Quarterly/ Any other - please specify) | | | | | | | | | | | | |
| | | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| | Performance against above policies and follow up action | As a practice, policies on Business Responsibility of the Company are reviewed periodically or on a need basis by the Senior Team including the Managing Director. During this assessment, the efficacy of the policies is reviewed and necessary changes to policies & procedures are Implemented. | | | | | | | | | | | | | | | | | |
| | Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances | Company is in compliance with the existing regulations as applicable and a Statutory Compliance Certificate on applicable laws is provided Quarterly by the Managing Director to the Board of Directors. | | | | | | | | | | | | | | | | | |
| 11. | Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency. | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | No. The working of all the policies is internally monitored by the Senior Management and Board Committees of the Company. | | | | | | | | |

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated: Not Applicable

| Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|----|----|----|----|----|----|----------------|----|----|
| The entity does not consider the Principles material to its business (Yes/No) | | | | | | | | | |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | | | | | | | | | |
| The entity does not have the financial or/human and technical resources available for the task (Yes/No) | | | | | | | Not Applicable | | |
| It is planned to be done in the next financial year (Yes/No) | | | | | | | | | |
| Any other reason (please specify) | | | | | | | | | |

Section C: Principle wise Performance Disclosure

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

Essential Indicators

1. Percentage coverage by training and awareness programs on any of the Principles during the financial year:

| Segment | Total number of training and awareness programmes held | Topics/principles covered under the training and its impact | % age of persons in respective category covered by the awareness programmes |
|-----------------------------------|--|---|---|
| Board of Directors (BoD) | 4 | <ol style="list-style-type: none"> Corporate Law/Governance Environment, Health & Safety Risk Management Corporate Social Responsibility (CSR) | 100% |
| Key Managerial Personnel (KMP) | 4 | <ol style="list-style-type: none"> Corporate Law/Governance Environment, Health & Safety Risk Management Corporate Social Responsibility (CSR) | 100% |
| Employees other than BoD and KMPs | 12 | <ol style="list-style-type: none"> Code of Conduct Prevention of Sexual Harassment at the Workplace Occupational Health & Safety Good & Green - Energy Efficiency, Waste Management, Water Conservation Diversity: Gender and Sexuality Diversity and Inclusion in the Workplace | 100% |
| Workers | 24 | <ol style="list-style-type: none"> Code of Conduct Prevention of Sexual Harassment at the Workplace Occupational Health & Safety | 100% |

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2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

| Monetary | | | | | |
|-----------------|-----------------|---|---------------|-------------------|--|
| | NGRBC Principle | Name of the regulatory/enforcement agencies/judicial institutions | Amount (In ₹) | Brief of the Case | Has an appeal been preferred? (Yes/No) |
| Penalty/Fine | NA | NA | NA | NA | NA |
| Settlement | NA | NA | NA | NA | NA |
| Compounding Fee | NA | NA | NA | NA | NA |

| Non-Monetary | | | | |
|--------------|-----------------|---|-------------------|--|
| | NGRBC Principle | Name of the regulatory/enforcement agencies/judicial institutions | Brief of the Case | Has an appeal been preferred? (Yes/No) |
| Imprisonment | NA | NA | NA | NA |
| Punishment | NA | NA | NA | NA |

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

| | |
|----------------|---|
| Case Details | Name of the regulatory/enforcement agencies/judicial institutions |
| Not Applicable | Not Applicable |

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a weblink to the policy.

The Company, as a responsible corporate citizen is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates and to implement and enforce effective systems to counter bribery. The Company has adopted a Whistle-blower and Vigil Mechanism policy to provide a formal mechanism to the Directors, employees and other external stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism. The Company does not tolerate bribery or corruption in any form. It is illegal and immoral to, directly or indirectly, offer or receive a bribe and this commitment underpins everything it does. The policy is available on the website of the Company at the web link www.bestagrolife.com

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

| Particulars | FY 2022-23 | FY 2021-22 |
|-------------|------------|------------|
| Directors | Nil | Nil |
| KMPs | Nil | Nil |
| Employees | Nil | Nil |
| Workers | Nil | Nil |

6. Details of complaints with regard to conflict of interest:

| Particulars | FY 2022-23 | | FY 2021-22 | |
|--|------------|---------|------------|---------|
| | Number | Remarks | Number | Remarks |
| Number of Complaints received in relation to issues of Conflict of Interest of the Directors | Nil | NA | Nil | NA |
| Number of Complaints received in relation to issues of Conflict of Interest of the KMPs | Nil | NA | Nil | NA |

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest

Not Applicable

Leadership indicators

Awareness programmes conducted for value chain partners on any of the principles during the Financial Year:

| Total number of awareness programmes held | Topics/principles covered under the training | % age of value chain partners covered (by value of business done with such partners) under the awareness programmes |
|---|--|---|
| - | - | - |

Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

The Company has formulated a Code of Conduct for Board of Directors and Senior Management Personnel, which clearly prohibits its Directors and Senior Management Personnel from engaging in any business, relationship or activity which detrimentally conflicts with the interest of the Company or brings discredit to it and further states that any situation that creates a conflict of interest between personal interests and the interests of the Company and its stakeholders must be avoided at all costs. The Company receives an annual declaration from its Directors and Senior Management Personnel to the effect that, during the Financial Year they have complied with the provisions of the Code of Conduct of the Company.

The Code of Conduct for Board of Directors and Senior Management Personnel is available on the website of the Company at the web link www.bestagrolife.com

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential indicators

1. Percentage of R&D and capital expenditure (CAPEX) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and CAPEX investments made by the entity, respectively.

| Particulars | FY 2022-23 | FY 2021-22 | Details of improvements in environmental and social impacts |
|-------------|------------|------------|--|
| R&D | 100% | 100% | R&D investments in research centre for increasing productivity and reducing emissions |
| Capex | 14% | - | Equipment Purchase to install new ETP to reduce the raw water consumption/Reuse the treated water. |

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

b. If yes, what percentage of inputs were sourced sustainably?

The Company follows sustainable sourcing ensuring quality and safety of material procured from vendors. From sourcing of raw materials to the manufacturing the Company has developed a process for selection of suppliers and third parties which includes various parameters such as guidelines on Environment, Health & Safety, Legal Compliance, Adherence to the Company's Code of Conduct, ISO Certification, etc. The Company has also plan to carry out a sustainability assessment of key suppliers.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

(a) Plastics (including packaging)

The Company has established framework for management of plastic and hazardous waste in line with the Government regulations. As part of the compliance with Plastic Waste Management guidelines, the Company engaged one of the leading pan India plastic waste reprocessing agency authorised by Central Pollution Control Board for collection.

(b) E-waste

All e-waste generated in-house is handed over to certified vendors for safe disposal.

(c) Hazardous waste

Hazardous waste is categorised as per the Rules and are sent for disposal to the authorised facilities/agencies in accordance with the prevailing Hazardous Waste Management Regulations.

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(d) Other waste

All other waste such as papers, cardboard, used polythin etc. generated in-house is handed over to certified vendors for safe disposal.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Agency? If not, provide steps taken to address the same.

Not Applicable

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

| NIC Code (National Industrial Classification Code) | Name of Product/Service | % of total Turnover contributed | Boundary for which the Life Cycle Perspective/Assessment was conducted | Whether conducted by independent external agency (Yes/No) | Results communicated in public domain (Yes/No) If yes, provide the web-link |
|--|-------------------------|---------------------------------|--|---|---|
| Nil | | | | | |

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along with action taken to mitigate the same:

| Name of Product/Service | Description of the Risk/Concern | Action Taken |
|-------------------------|---------------------------------|--------------|
| - | - | - |

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry):

| Indicate input material | Recycled or re-used input material to total material | |
|-------------------------|--|------------|
| | FY 2022-23 | FY 2021-22 |
| - | - | - |

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

| | FY 2022-23 | | | FY 2021-22 | | |
|--------------------------------|------------|----------|-----------------|------------|----------|-----------------|
| | Re-Used | Recycled | Safely Disposed | Re-Used | Recycled | Safely Disposed |
| Plastics (including packaging) | - | - | 103.55 MT | - | - | 91.5 MT |
| E-waste | - | - | - | - | - | - |
| Hazardous waste | - | - | 1174.13 MT | - | - | 1048.49 MT |
| Other waste | - | - | 1.65 MT | - | - | - |

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category:

| Indicate product category | Reclaimed products and their packaging materials as % of total products sold in respective category |
|---------------------------|---|
| - | - |

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

| Category | % of employees covered by | | | | | | | | | | |
|---------------------------------------|---------------------------|------------------|-------------|--------------------|-------------|--------------------|-------------|--------------------|-----------|---------------------|-----------|
| | Total (A) | Health Insurance | | Accident Insurance | | Maternity benefits | | Paternity benefits | | Day care Facilities | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | Number (D) | % (D/A) | Number (E) | % (E/A) | Number (F) | % (F/A) |
| Permanent employees | | | | | | | | | | | |
| Male | 663 | 663 | 100% | 663 | 100% | NA | NA | NA | NA | NA | NA |
| Female | 44 | 44 | 100% | 44 | 100% | 44 | 100% | NA | NA | NA | NA |
| Total | 707 | 707 | 100% | 707 | 100% | 44 | 100% | NA | NA | NA | NA |
| Other than Permanent employees | | | | | | | | | | | |
| Male | 604 | 604 | 100% | 604 | 100% | NA | NA | NA | NA | NA | NA |
| Female | 1 | 1 | 100% | 1 | 100% | 1 | 100% | NA | NA | NA | NA |
| Total | 605 | 605 | 100% | 605 | 100% | 1 | 100% | NA | NA | NA | NA |

b. Details of measures for the well-being of workers:

| Category | % of workers covered by | | | | | | | | | | |
|-------------------------------------|-------------------------|------------------|-------------|--------------------|-------------|--------------------|-------------|--------------------|-----------|---------------------|-----------|
| | Total (A) | Health Insurance | | Accident Insurance | | Maternity benefits | | Paternity benefits | | Day care Facilities | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | Number (D) | % (D/A) | Number (E) | % (E/A) | Number (F) | % (F/A) |
| Permanent workers | | | | | | | | | | | |
| Male | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Female | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Other than Permanent workers | | | | | | | | | | | |
| Male | 459 | 459 | 100% | 459 | 100% | NA | NA | NA | NA | NA | NA |
| Female | 3 | 3 | 100% | 3 | 100% | 3 | 100% | NA | NA | NA | NA |
| Total | 462 | 462 | 100% | 462 | 100% | 3 | 100% | NA | NA | NA | NA |

2. Details of retirement benefits, for Current FY and Previous Financial Year:

| | FY 2022-23 | | | FY 2021-22 | | |
|-----------------------|--|--|--|--|--|--|
| | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) |
| PF | 79.20% | 0 | Yes | 76.79% | 0 | Yes |
| Gratuity | 100% | 0 | Yes | 100% | 0 | Yes |
| ESI | All covered as per eligibility | | Yes | All covered as per eligibility | | Yes |
| Others-please specify | NA | NA | NA | NA | NA | NA |

3. Accessibility of workplaces

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

The Company recognise the importance of meeting the requirements of the Rights of Persons with Disabilities Act, 2016 and are taking steps to support the needs of individuals with disabilities. Our working locations are accessible to differently abled persons and the Company is working towards further improvement on the same.

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4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, we have an equal employment opportunity which is covered as part of our Code of Conduct. We continue to believe that equal employment opportunities are necessary not only to comply with state and local laws and obligations, but also because they are in line with our core values and represent an important contribution to the communities in which we live and work. The Company is committed by an inclusive work environment without any discrimination on the grounds of race, caste, religion, colour, marital status, gender, sex, age, nationality, ethnic origin, disability and such other grounds.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

| Gender | Permanent employees | | Permanent workers | |
|--------------|---------------------|----------------|---------------------|----------------|
| | Return to work rate | Retention rate | Return to work rate | Retention rate |
| Male | NA | NA | NA | NA |
| Female | 100% | 100% | NA | NA |
| Total | 100% | 100% | NA | NA |

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

| Name of Product/Service | Yes/No (If Yes, then give details of the mechanism in brief) |
|--------------------------------|---|
| Permanent Workers | <p>Company has multiple engagement forums available for its employees to share their concerns, suggestions etc. with line managers, HR departments and senior leadership team. Policies related to Prevention of Sexual Harassment at workplace and vigil mechanism/Whistle-blower are also available to all employees and workers. The Company is committed to creating and maintaining an atmosphere in which all employees can work together, without fear of sexual harassment, exploitation or intimidation. A gender - neutral policy on prevention of sexual harassment has been in place for years. All employees are required to go through mandatory training on prevention of sexual harassment. Whistle Blower Policy also enables employees to raise concerns about unacceptable, improper or unethical practices being followed in the organization, without necessarily informing their supervisors. A Whistleblowing Officer has been designated for the purpose of receiving and recording any complaints under this Policy.</p> |
| Other Permanent Workers | |
| Permanent Employees | |
| Other than permanent employees | |
| | |

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

| Category | FY 2022-23 | | | FY 2021-22 | | |
|---------------------------|--|--|---------|--|--|---------|
| | Total employees/workers in respective category (A) | No. of employees/workers in respective category, who are part of association(s) or Union (B) | % (B/A) | Total employees/workers in respective category (C) | No. of employees/workers in respective category, who are part of association(s) or Union (D) | % (D/C) |
| Total Permanent Employees | 707 | 0 | 0 | 487 | 0 | 0 |
| Male | 663 | 0 | 0 | 455 | 0 | 0 |
| Female | 44 | 0 | 0 | 32 | 0 | 0 |
| Total Permanent Workers | 0 | 0 | 0 | 0 | 0 | 0 |
| Male | 0 | 0 | 0 | 0 | 0 | 0 |
| Female | 0 | 0 | 0 | 0 | 0 | 0 |

8. Details of training given to employees and workers:

| Category | FY 2022-23 | | | | | FY 2021-22 (Previous Financial Year) | | | | |
|---|-------------|-------------------------------|-------------|----------------------|-------------|--------------------------------------|-------------------------------|-------------|----------------------|-------------|
| | Total (A) | On Health and safety measures | | On Skill upgradation | | Total (D) | On Health and safety measures | | On Skill upgradation | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | | Number (E) | % (E/D) | Number (F) | % (F/D) |
| Employees (Permanent + other than permanent) | | | | | | | | | | |
| Male | 1267 | 1267 | 100% | 1267 | 100% | 455 | 455 | 100% | 455 | 100% |
| Female | 45 | 45 | 100% | 45 | 100% | 32 | 32 | 100% | 32 | 100% |
| Total | 1312 | 1312 | 100% | 1312 | 100% | 487 | 487 | 100% | 487 | 100% |
| Workers (other than permanent) | | | | | | | | | | |
| Male | 459 | 459 | 100% | 459 | 100% | 397 | 397 | 100% | 397 | 100% |
| Female | 3 | 3 | 100% | 3 | 100% | 2 | 2 | 100% | 2 | 100% |
| Total | 462 | 462 | 100% | 462 | 100% | 399 | 399 | 100% | 399 | 100% |

9. Details of performance and career development reviews of employees and worker:

| | FY 2022-23 (Current Financial Year) | | | FY 2021-22 (Previous Financial Year) | | |
|------------------------------|-------------------------------------|------------|-------------|--------------------------------------|------------|-------------|
| | Total (A) | No. (B) | % (B/A) | Total (C) | No. (D) | % (D/C) |
| Employees (Permanent) | | | | | | |
| Male | 663 | 663 | 100% | 455 | 455 | 100% |
| Female | 44 | 44 | 100% | 32 | 32 | 100% |
| Total | 707 | 707 | 100% | 487 | 487 | 100% |
| Workers (Permanent) | | | | | | |
| Male | - | - | - | - | - | - |
| Female | - | - | - | - | - | - |
| Total | - | - | - | - | - | - |

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system?

The Company is committed to meeting all applicable safety regulations. The Safety & Health Management system covers activities across all manufacturing locations, offices & research laboratories and ensures the protection of environment, health & safety of its employees, contractors, visitors and all other relevant stakeholders. The Company has also adopted Environment, Health & Safety Policy. The Company has employee perks such as group term insurance and personal accident insurance to protect employees' health and well-being. The Company encourages employees to enrol in voluntary health insurance, which enables them to add supplementary parental and in-law health care.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company has a process for Risk Management which is essential for preventing incidents, injuries, occupational diseases, emergency preparedness and business continuity. Risk Assessment & Management process is reviewed and mitigation plans are put in place to reduce the risk. Occupational health and

safety risk assessment is integral to the organisation's development and management of change processes. Adequate controls are put in place to mitigate the identified risks. Risks arising due to introduction of new plant, equipment, processes or methods of working are addressed through the management of change process. For non-routine tasks, the risks are governed by the permit-to-work process. The process involves identifying the hazards associated with the facilities and the work involved and outlining the controls to eliminate or reduce hazards.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, the Company has processes for employees and workers to report work-related hazards and to remove themselves from such risks.

d. Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)

Yes, all employees are covered under health insurance scheme. Employees and workers can avail cashless medical services from a chain of hospitals across the country through the insurance coverage extended by the organisation.

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11. Details of safety related incidents, in the following format:

| Safety Incident/Number | Category | FY 2022-23 (Current Financial Year) | FY 2021-22 (Previous Financial Year) |
|---|-----------|-------------------------------------|--------------------------------------|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees | 0 | 0 |
| | Workers | 0 | 0 |
| Total recordable work-related injuries | Employees | 0 | 0 |
| | Workers | 0 | 0 |
| No. of fatalities | Employees | 0 | 0 |
| | Workers | 0 | 0 |
| High consequence work-related injury or ill-health (excluding fatalities) | Employees | 0 | 0 |
| | Workers | 0 | 0 |

12. Describe the measures taken by the entity to ensure a safe and healthy work place:

The Company is committed to the health and well-being of its team members. The Company conducts regular medical awareness workshops including Physical health and well-being and periodic free of cost on-site diagnostic camps. A user-friendly platform has been enabled for all the Company's employees at manufacturing locations to report safety related incidents, provide corrective action and timely resolutions. Employees are encouraged to participate in periodic meeting with senior management to enable continuous dialogue for achieving the Company's goal of incident-free workplace.

13. Number of Complaints on the following made by employees and workers:

| | FY 2022-23 | | | FY 2021-22 | | |
|--------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | Nil | Nil | Nil | Nil | Nil | Nil |
| Health & Safety | Nil | Nil | Nil | Nil | Nil | Nil |

14. Assessments for the year:

| Assessments* | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Health and safety practices Working Conditions | The Company's manufacturing units are covered under ISO 14001:2015 for quality management and ISO 9001:2015 for environmental management systems. Furthermore, the Company's manufacturing facilities are audited by cross functional teams at business as well as corporate level with oversight from senior management. |

*Through our internal assessment, the Company ensures health and safety of its workforce. However, during the reporting period, no external audits were carried out.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions:

Nil

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of:

| | |
|------------------------|-----|
| (A) Employees (Yes/No) | Yes |
| (B) Workers (Yes/No) | Yes |

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners:

The Company encourages its business partners, viz., group companies, suppliers, distributors, contractors, etc. to follow ethics, transparency and accountability in their dealings with the Company. The Company also monitors compliance by contractors supplying third party resources related to statutory dues while processing the invoices.

3. Provide the number of employees/workers having suffered high consequence work related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

| | Total no. of affected employees/ workers | | No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment | |
|-----------|--|------------|---|------------|
| | FY 2022-23 | FY 2021-22 | FY 2022-23 | FY 2021-22 |
| Employees | | | | Nil |
| Workers | | | | |

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

The Company has continuously invested in skill development programs for its employees to enhance employability of the workforce and provide diverse work experience.

5. Details on assessment of value chain partners:

| | % of value chain partners (by value of business done with such partners) that were assessed |
|-----------------------------|---|
| Health and safety practices | Nil |
| Working Conditions | |

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not Applicable

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential indicators

1. Describe the processes for identifying key stakeholder groups of the entity:

The Company recognizes that as a good corporate citizen, it has the responsibility to think and act beyond the interests of its internal stakeholders, to include all its stakeholders in addition to its employees, who together help the Company to create a shared value. The identification of all relevant stakeholders and understanding their expectations is of high importance to the Company in its quest to be sustainable. The Company has already identified and prioritized key stakeholders and continues its engagement with them through various mechanisms such as consultations with local communities, supplier/vendor meets, customer/employee satisfaction surveys, investor/analyst meets, etc. The following are the key stakeholder groups identified by the Company i.e. shareholders, employees and workers, customers, suppliers & contractors, government and regulatory bodies, media & Analysts, communities at large.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:

| Stakeholder Group | Whether identified as Vulnerable & Marginalised Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly/others - please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|-------------------|--|--|--|---|
| Shareholders | No | <ul style="list-style-type: none"> General meetings Quarterly Results Annual Reports Stock Exchange Filings E-mails regarding Notices of Meetings, Postal Ballots, Tax Deducted at Source (TDS) on Dividend, etc. | Quarterly/ Half-yearly/ Annual/As and when required | <ul style="list-style-type: none"> Understanding the aspirations and expectations of the Shareholders Updating the Shareholders about the operations and financial performance of the Company |

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| Stakeholder Group | Whether identified as Vulnerable & Marginalised Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly/others - please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|--------------------|--|---|--|--|
| | | <ul style="list-style-type: none"> e-mail address for resolving Shareholders' queries/requests. Website | | |
| Employees | No | Email, SMS, Notice Board, Website, induction programmes, grievance handling process performance appraisal, trainings. | Ongoing | Career development, diversity and equal opportunity, health and safety, skill upgradation, learning and development, organisational culture/ workplace, and grievances. |
| Customers | No | Phone, email, website, formal distributor and customer meets/trade body membership, market surveys. | Ongoing | Product quality and availability, responsiveness to needs, after sales service, responsible guidelines/manufacturing, climate change disclosures, safety awareness and safe use of agrochemicals |
| Suppliers/Partners | No | Phone, email, formal supplier meets, market surveys, business interactions | Ongoing | New business opportunities, supplier transparency, and payments, product quality, ESG consideration (sustainability, safety checks, compliances, ethical behaviour), ISO standards, collaboration |
| Government | No | Filings with Government and regulatory authorities, seminars, media releases, conferences, Annual Report, Stock Exchange filings, website, membership in local enterprise partnership and industry bodies (FICCI, CII etc.) | Ongoing | <ul style="list-style-type: none"> Complying with statutory/mandatory reporting requirements Regulatory guidance whenever Required Raising and resolution of issues faced by the industry |
| Communities | Yes | CSR interventions undertaken with the assistance of Non-Governmental Organisation (NGO) partners | Ongoing | <p>Assessment of need and impact of Corporate Social Responsibility (CSR) initiatives</p> <p>Harmonious relations with local communities in and around the geographical areas in which the Company operates</p> |
| Media and Analysts | No | Analyst meets, investor calls, media releases, investor presentations, quarterly results, website, stock exchange filings, annual reports | Quarterly/ Half-yearly/ Annual/As and when required | <p>Understanding investor aspirations and market trends</p> <p>Updating on Company's performance and industry standing</p> |

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board:

We strive to grow our business, while protecting the planet and doing good for the community. We believe that to generate superior long-term value, we need to care for all our stakeholders: consumers, customers, employees, shareholders, business partners, and above all, the planet and society. The Company's management regularly interacts with key stakeholders i.e. investors, customers, suppliers, employees etc. The Company has a CSR Committee to review, monitor, and provide strategic direction to CSR practices and social initiatives.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity:

Stakeholder consultation is of utmost importance to us, as we live in an uncertain and constantly changing world. In order to create long-term value, we take steps to understand each stakeholder group's needs and priorities through several mediums, including direct engagement or via delegated forums. We conduct a sustainability materiality assessment to identify and prioritise sustainability issues across our value chain so that we can focus on the key issues affecting our stakeholders.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalised stakeholder groups:

The Company, through its Corporate Social Responsibility (CSR) Policy and initiatives, endeavours to address critical social, environmental and economic needs of marginalized and underprivileged sections. The CSR Policy aims to provide a dedicated approach to community development in health and hygiene, skill development, providing livelihood opportunities, social advancement, gender equality, empowerment of women, environmental sustainability, and rural development. The Company's CSR initiatives are implemented mainly for local communities, in and around the areas where the Company operates.

Principle 5: Businesses should respect and promote human rights

Essential indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

| Category | FY 2022-23 | | | FY 2021-22 | | |
|------------------------|-------------|--------------------------------------|-------------|------------|--------------------------------------|-------------|
| | Total (A) | No. of employees/workers covered (B) | % (B/A) | Total (C) | No. of employees/workers covered (D) | % (D/C) |
| Employees | | | | | | |
| Permanent | 707 | 707 | 100% | 487 | 487 | 100% |
| Other than permanent | 605 | 605 | 100% | 0 | 0 | 0 |
| Total Employees | 1312 | 1312 | 100% | 487 | 487 | 100% |
| Workers | | | | | | |
| Permanent | - | - | - | - | - | - |
| Other than permanent | 462 | 462 | 100% | 399 | 399 | 100% |
| Total workers | 462 | 462 | 100% | 399 | 399 | 100% |

2. Details of minimum wages paid to employees and workers, in the following format:

| Category | FY 2022-23 | | | | | FY 2021-22 | | | | |
|------------------|------------|-----------------------|------------|------------------------|------------|------------|-----------------------|------------|------------------------|------------|
| | Total (A) | Equal to Minimum Wage | | More than Minimum Wage | | Total (D) | Equal to Minimum Wage | | More than Minimum Wage | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| Employees | | | | | | | | | | |
| Permanent | | | | | | | | | | |
| Male | 663 | 106 | 16% | 557 | 84% | 455 | 92 | 20% | 363 | 80% |
| Female | 44 | 7 | 16% | 37 | 84% | 32 | 3 | 9% | 29 | 91% |
| Total | 707 | 113 | 16% | 594 | 84% | 487 | 95 | 20% | 392 | 80% |

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| Category | FY 2022-23 | | | | | FY 2021-22 | | | | |
|----------------------|------------|-----------------------|----------|------------------------|-------------|------------|-----------------------|----------|------------------------|-------------|
| | Total (A) | Equal to Minimum Wage | | More than Minimum Wage | | Total (D) | Equal to Minimum Wage | | More than Minimum Wage | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| Other than Permanent | | | | | | | | | | |
| Male | 604 | 10 | 2% | 594 | 98% | 0 | 0 | 0 | 0 | 0 |
| Female | 1 | 1 | 100% | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | | | | | | | | | | |
| Workers | | | | | | | | | | |
| Permanent | | | | | | | | | | |
| Male | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Female | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Other than Permanent | | | | | | | | | | |
| Male | 459 | 0 | 0 | 459 | 100% | 397 | 0 | 0 | 397 | 100% |
| Female | 3 | 0 | 0 | 3 | 100% | 2 | 0 | 0 | 2 | 100% |
| Total | 462 | 0 | 0 | 462 | 100% | 399 | 0 | 0 | 399 | 100% |

3. Details of remuneration/salary/wages, in the following format (For Best Agrolife Limited):

| | Male | | | Female | |
|----------------------------------|--------|---|-------------|---|-----------|
| | Number | Median remuneration/salary/wages of respective category | | Median remuneration/salary/wages of respective category | |
| Board of Directors (BoD) | 4 | 3 | 1,20,00,000 | 1 | 10,59,000 |
| Key managerial Personnel | 2 | 1 | 27,41,000 | 1 | 10,00,000 |
| Employees other than BoD and KMP | 428 | 390 | 61,512 | 38 | 55,653 |
| Workers | NA | NA | NA | NA | NA |

4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the Human Resources (HR) department of the Company acts as a focal point in addressing human rights impact or issues. As part of the Human Rights Policy, the Company expects from all its relevant stakeholders to respect and comply with the policy principles, applicable laws and regulations in all territories of its operation.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has a policy in place for Human Rights. The Company is committed to maintain a safe and harmonious business environment and workplace for everyone and believes that every workplace shall be free from harassment and/or any other unsafe or disruptive conditions.

Accordingly, the Company has in place an ethics framework comprising a team for redressal of grievances related to ethics/ human rights as well as a team of POSH committee members for redressal of such related issues.

6. Number of Complaints on the following made by employees and workers:

| | FY 2022-23 | | | FY 2021-22 | | |
|-----------------------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Sexual Harassment | - | - | - | - | - | - |
| Discrimination at workplace | - | - | - | - | - | - |
| Child Labour | - | - | - | - | - | - |
| Forced Labour/ Involuntary Labour | - | - | - | - | - | - |
| Wages | - | - | - | - | - | - |
| Other human rights related issues | - | - | - | - | - | - |

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

We believe in providing equal opportunity/affirmative action. We have formulated and implemented Whistle-blower and Prevention of Sexual Harassment (POSH) policies to effectively prevent adverse consequences in discrimination and harassment cases. Issues relating to sexual harassment are dealt with as per the Companies POSH Policy. The Policy clearly details the governance mechanisms for redressal of sexual harassment issues relating to women and other genders/sexual orientations. The Whistle-blower Policy ensures that no unfair treatment will be meted out to a Whistle-blower by virtue of his/her having reported a Protected Disclosure under the policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimisation or any other unfair employment practice being adopted against Whistle-blowers.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes. All of our business agreements specifically provide for labour law compliances to be adhered to by all our suppliers and business partners including fair wages and timely payment of statutory dues. The agreements also require all the organisation's suppliers and business partners to ensure compliance under the sexual harassment law.

9. Assessments for the year:

| Particular | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|--|
| Child labour | The Company internally monitors compliance for all relevant laws and policies pertaining to the Human Right issues for all the Company's plant and office locations. There have been no observations by local statutory/third parties in the FY 2022-23. |
| Forced/involuntary labour | |
| Sexual harassment | |
| Discrimination at workplace | |
| Wages | |
| Others - please specify | |

10. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.

During the reporting period, the Company was not involved in any instances of risks/concerns. Consequently, no corrective action was required.

Leadership Indicators

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

Not Applicable

2. Details of the scope and coverage of any Human rights due-diligence conducted.

The Company has not conducted any human rights due diligence during the FY 2022-23.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes

4. Details on assessment of value chain partners:

| Particular | % of value chain partners (by value of business done with such partners) that were assessed |
|----------------------------------|---|
| Sexual harassment | Nil |
| Discrimination at workplace | |
| Child labour | |
| Forced Labour/involuntary labour | |
| Wages | |
| Others - please specify | |

5. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.

Not Applicable

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PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

| Parameter | FY 2022-23 | FY 2021-22 |
|--|-------------|-------------|
| Total electricity consumption (A) | 6297371 Kwh | 5720012 Kwh |
| Total fuel consumption (B) | 77088 Kwh | 53155 Kwh |
| Energy consumption through other sources (C) | - | - |
| Total energy consumption (A+B+C) | 6374459 Kwh | 5773167 Kwh |
| Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees) | - | - |
| Energy intensity (optional) - the relevant metric may be selected by the entity | - | - |

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not applicable. None of the Company's manufacturing plants / business has notified as designated consumers (DCs) under Performance, Achieve and Trade (PAT) scheme of Government of India.

3. Provide details of the following disclosures related to water, in the following format:

| Parameter | FY 2022-23 | FY 2021-22 |
|--|------------|------------|
| Water withdrawal by source (in kilolitres) | | |
| (i) Surface water | - | - |
| (ii) Groundwater | 27200KL | 24150 KL |
| (iii) Third party water | - | 5KL |
| (iv) Seawater/desalinated water | - | - |
| (v) Others | - | - |
| Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v) | 27200 KL | 24155 KL |
| Total volume of water consumption (in kilolitres) | - | - |
| Water intensity per rupee of turnover (Water consumed/turnover) | - | - |
| Water intensity (optional) - the relevant metric may be selected by the entity | - | - |

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Aligarh Muslim University, Aligarh

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, the Company has implemented Zero Liquid Discharge Mechanism.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

| Parameter | Please specify unit | FY 2022-23 | FY 2021-22 |
|-------------------------------------|---------------------|------------|------------|
| NOx | ug/m3 | 66.00 | 38.18 |
| SOx | ug/m3 | 35.60 | 20.60 |
| Particulate matter (PM) | ug/m3 | 79.11 | 46.35 |
| Persistent organic pollutants (POP) | NA | NA | NA |
| Volatile organic compounds (VOC) | NA | NA | NA |
| Hazardous air pollutants (HAP) | NA | NA | NA |
| Others - please specify -COX | mg/m3 | 1.23 | 1.24 |

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes (National Accreditation Board for Testing and Calibration Laboratories)

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

| Parameter | Unit | FY 2022-23 | FY 2021-22 |
|---|---|--|------------|
| Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | Metric tonnes of CO ₂ equivalent | CH ₄ - 3.55 MT N ₂ O- 31.29 MT CO ₂ - 2292.2 MT | - |
| Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | Metric tonnes of CO ₂ equivalent | - | - |
| Total Scope 1 and Scope 2 emissions per rupee of turnover | - | - | - |
| Total Scope 1 and Scope 2 emission intensity (optional) - the relevant metric may be selected by the entity | - | - | - |

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

No

8. Provide details related to waste management by the entity, in the following format:

| Parameter | FY 2022-23 (Current Financial Year) | FY 2021-22 (Previous Financial Year) |
|---|--|---|
| Total Waste generated [in metric tonnes (MT)] | | |
| Plastic waste (A) | - | - |
| E-waste (B) | - | - |
| Bio-medical waste (C) | 1.65 MT | - |
| Construction and demolition waste (D) | - | - |
| Battery waste (E) | - | - |
| Radioactive waste (F) | - | - |
| Other Hazardous waste. Please specify, if any. (G) | 1174.14 MT | 1048.49 MT |
| Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) | 103.1 MT | 91.5 MT |
| Total (A+B + C + D + E + F + G + H) | 1278.89 MT | 1139.99 MT |
| For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes) | | |
| Category of waste | | |
| (i) Recycled | - | - |
| (ii) Re-used | - | - |
| (iii) Other recovery operations | - | - |
| Total | - | - |
| For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes) | | |
| Category of waste | | |
| (i) Incineration | - | - |
| (ii) Landfilling | - | - |
| (iii) Other disposal operations | - | - |
| Total | - | - |

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

STATUTORY REPORT

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The process effluent is treated in Effluent treatment plant as per norms. The Unit has installed effluent treatment plant comprising of primary and secondary treatment units followed by multi effect evaporator, Agitated Thin Film Drier and Reverse Osmosis Plant. The permeate fraction from RO is utilized in the utility area. The other hazardous waste as per hazardous waste authorization by Pollution Control Board are send to authorized vendor.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:

| S. No. | Location of operations/offices | Type of operations | Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any. |
|--------|--------------------------------|--------------------|--|
|--------|--------------------------------|--------------------|--|

Not Applicable

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

| Name and brief details of project | EIA Notification No. | Date | Whether conducted by independent external agency (Yes/No) | Results communicated in public domain (Yes/No) | Relevant Web link |
|-----------------------------------|----------------------|------|---|--|-------------------|
|-----------------------------------|----------------------|------|---|--|-------------------|

Not Applicable

12. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N).

Yes. The Company is in compliance with applicable environment regulations.

Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

| Parameter | FY 2022-23 (Current Financial Year) | FY 2021-22 (Previous Financial Year) |
|--|--|---|
| From renewable sources | | |
| Total electricity consumption (A) | - | - |
| Total fuel consumption (B) | - | - |
| Energy consumption through other sources (C) | - | - |
| Total energy consumed from renewable sources (A+B+C) | - | - |
| From non-renewable sources | | |
| Total electricity consumption (D) | 7688131 Kwh | 6114160 Kwh |
| Total fuel consumption (E) | 109688 Kwh | 84055 Kwh |
| Energy consumption through other sources (F) | - | - |
| Total energy consumed from non-renewable sources (D+E+F) | 7797819 Kwh | 6198215 Kwh |

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

2. Provide the following details related to water discharged: Zero liquid discharge (ZLD) UNIT

| Parameter | FY 2022-23 (Current Financial Year) | FY 2021-22 (Previous Financial Year) |
|---|--|---|
| Water discharge by destination and level of treatment (in kilolitres) | | |
| (i) To Surface water | NA | NA |
| - No treatment | NA | NA |
| - With treatment - please specify level of treatment | NA | NA |
| (ii) To Groundwater | NA | NA |
| - No treatment | NA | NA |
| - With treatment - please specify level of treatment | NA | NA |
| (iii) To Seawater | NA | NA |
| - No treatment | NA | NA |
| - With treatment - please specify level of treatment | NA | NA |
| (iv) Sent to third-parties | NA | NA |
| - No treatment | NA | NA |
| - With treatment - please specify level of treatment | NA | NA |
| (v) Others | NA | NA |
| - No treatment | NA | NA |
| - With treatment - please specify level of treatment | NA | NA |
| Total water discharged (in kilolitres) | NA | NA |

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): Not Applicable

For each facility/plant located in areas of water stress, provide the following information:

- (i) Name of the area.
- (ii) Nature of operations.
- (iii) Water withdrawal, consumption and discharge in the following format:

| Parameter | FY 2022-23 (Current Financial Year) | FY 2021-22 (Previous Financial Year) |
|--|--|---|
| Water withdrawal by source (in kilolitres) | | |
| (i) To Surface water | - | - |
| (ii) To Groundwater | - | - |
| (iii) Third party water | - | - |
| (iv) Seawater/desalinated water | - | - |
| (v) Others | - | - |
| Total volume of water withdrawal (in kilolitres) | - | - |
| Total volume of water consumption (in kilolitres) | - | - |
| Water intensity per rupee of turnover (Water consumed/turnover) | - | - |
| Water intensity (optional) - the relevant metric may be selected by the entity | - | - |
| Water discharge by destination and level of treatment (in kilolitres) - Zero liquid discharge (ZLD) UNIT | | |
| (i) Into Surface water | NA | NA |
| - No treatment | NA | NA |
| - With treatment - please specify level of treatment | NA | NA |
| (ii) Into Groundwater | NA | NA |
| - No treatment | NA | NA |
| - With treatment - please specify level of treatment | NA | NA |

STATUTORY REPORT

| Parameter | FY 2022-23 (Current Financial Year) | FY 2021-22 (Previous Financial Year) |
|--|--|---|
| (iii) Into Seawater | NA | NA |
| - No treatment | NA | NA |
| - With treatment – please specify level of treatment | NA | NA |
| (iv) Sent to third-parties | NA | NA |
| - No treatment | NA | NA |
| - With treatment – please specify level of treatment | NA | NA |
| Total water discharged (in kilolitres) | - | - |

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Yes

Adequacy Study Report by Aligarh Muslim University, Aligarh

4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

| Parameter | Unit | FY 2022-23 (Current Financial Year) | FY 2021-22 (Previous Financial Year) |
|--|---------------------------------|---|---|
| Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tonnes of CO2 Equivalent | CH4- 3.55 MT N2O- 31.29 MT CO2- 2292.23. MT | - |
| Total Scope 3 emissions per rupee of turnover | - | - | - |
| Total Scope 3 emissions per rupee of turnover | - | - | - |

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not Applicable

6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

We take all necessary precaution to reduce impact due to emissions / effluent discharge / waste generated.

7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/web link.

Yes. We have a standardised procedure to maintain business continuity and ensure effective management of incidents. It is based on the principles of prevention, preparedness, response, and recovery. A risk-based approach is followed to identify credible business risks and the management plan is reviewed regularly to ensure that it is up to date and effective.

8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

No such incident has occurred. We provide awareness and training to the farmers to ensure proper handling and uses of Agrochemical products.

9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Not Applicable

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/associations:

b. List the top trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to:

| Sr. No. | Name of the trade and industry chambers/associations | Reach of trade and industry chambers/associations (State/National) |
|---------|--|--|
| 1. | Federation of Indian Chambers of Commerce & Industry (FICCI) | National |
| 2. | Confederation of Indian Industry (CII) | National |
| 3. | Chemicals, Cosmetics & Dyes Export Promotion Council (CHEMEXCIL) | National |

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities:

| Name of authority | Brief of the case | Corrective action taken |
|-------------------|-------------------|-------------------------|
| | | Not Applicable |

Leadership Indicators

1. Details of public policy positions advocated by the entity:

Through membership with trade and industry associations, the Company shares its feedback on matters as mentioned in the table below. Also, as and when the government seeks input from industry/stakeholders, the Company provides feedback on these issues through its associations:

| Sr. No. | Public advocated | Method resorted for such advocacy | Whether information available in public domain? (Yes/No) | Frequency of Review by Board (Annually/Half yearly/ Quarterly/Others - please specify) | Web policy Link, if available |
|---------|---|--|--|--|-------------------------------|
| | The Company is actively involved in the discussions and activities of the industry chambers and associations of which it is a member. | The Company also engages with Government and regulatory bodies while Representing the industry; or Providing inputs on behalf of the industry; | This is part of the stakeholder consultation by the respective industry association/regulator, by different channels of communication. Therefore, information is generally not available in the public domain. | - | - |
| | | | | | Not Applicable |

Principle 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

| Sr. No. | Public advocated | Method resorted for such advocacy | Whether information available in public domain? (Yes/No) | Results communicated in public domain (Yes/No) | Relevant Web link |
|---------|------------------|-----------------------------------|--|--|-------------------|
| | | | | | Not Applicable |

STATUTORY REPORT

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

| Name of Project for which R&R is ongoing | State | District | No. of Project Affected Families (PAFs) | % of PAFs covered by R&R | Amounts paid to PAFs in FY (in ₹) |
|--|-------|----------|---|--------------------------|-----------------------------------|
| Not Applicable | | | | | |

3. Describe the mechanisms to receive and redress grievances of the community.

The Company is committed to developing communities around its sites and redressing their grievances and concerns. Our people regularly engage with communities living around the sites to understand their concerns, and in case of a specific grievance, it is duly recorded, investigated, and acted upon.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

| Parameter | FY 2022-23 | FY 2021-22 |
|--|---|------------|
| Directly sourced from MSMEs/small producers | 1.86% | 0.30% |
| Sourced directly from within the district and neighbouring districts | Due to the decentralized nature of our procurement process and reliance on local small service providers, it is not practical for us to provide specific data on procurement within the district and neighbouring district. | |

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

| Details of negative social impact identified | Corrective action taken |
|--|-------------------------|
| Not Applicable | |

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

| Sr. No. | State | Aspirational District | Amounts spent (in ₹) |
|----------------|-------|-----------------------|----------------------|
| Not Applicable | | | |

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised/vulnerable groups? (Yes/No)

No

(b) From which marginalised/vulnerable groups do you procure?

Not Applicable

(c) What percentage of total procurement (by value) does it constitute?

Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

| Sr. No. | Intellectual Property based on traditional knowledge | Owned/Acquired Yes/No | Benefit shared (Yes/No) | Basis of calculating benefit share |
|----------------|--|-----------------------|-------------------------|------------------------------------|
| Not Applicable | | | | |

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not Applicable

6. Details of beneficiaries of CSR Projects:

| Sr. No. | CSR Project | No. of persons benefited from CSR Projects | % of beneficiaries from vulnerable and marginalised groups |
|----------------|-------------|--|--|
| Not Applicable | | | |

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company has activated various channels through which customers can raise complaints/queries and share feedback. The Company's sales teams across businesses are the first level of touch points to receive feedback from the customers/distributors. The Company's extension teams across business work closely with the farmers and attend to their queries/complaints through regular field visits. The Company has dedicated customer care helplines, email-IDs and query section on the website. All product related queries are responded to in a time-bound manner from respective departments and field visits are arranged as and when necessary.

2. Turnover of products/services as a percentage of turnover from all products/services that carry information about:

| | As a percentage to total turnover |
|---|-----------------------------------|
| Environmental and social parameters relevant to the product | Not Applicable |
| Safe and responsible usage | |
| Recycling and/or safe disposal | |

3. Number of consumer complaints in respect of the following:

| | FY 2022-23 | | | FY 2021-22 | | |
|--------------------------------|--------------------------|---------------------------------------|---|--------------------------|---------------------------------------|---|
| | Received during the year | Pending resolution at the end of year | Remarks | Received during the year | Pending resolution at the end of year | Remarks |
| Data Privacy | Nil | | The Company received queries related to its product performance but none from the categories mentioned in this section. | Nil | | The Company received queries related to its Product performance but none from the categories mentioned in this section. |
| Advertising | | | | | | |
| Cyber-security | | | | | | |
| Delivery of Essential Services | | | | | | |
| Restrictive Trade Practices | | | | | | |
| Unfair Trade Practices | | | | | | |
| Other | | | | | | |

4. Details of instances of product recalls on account of safety issues:

Nil

5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy:

Yes

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services:

Nil

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Leadership Indicators

1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available):

Information relating to all the products of the Company are available on the website at <https://www.bestagrolife.com> as well as various social media platforms.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services:

The Company's respective business sales as well as extension teams conduct regular interactions and field meetings with customers. Farmers are educated on a regular basis on application, storage and disposal of company's products. The Company also provides product brochure and detailed leaflets for agrochemical products which contain all the necessary information related to product. The Company adheres to regulatory requirements by disclosing information related to the safe usage of products.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services:

Not Applicable.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No):

Yes, the Company specifies products information as per regulations and carries out a survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation.

5. Provide the following information relating to data breaches:

a. Number of instances of data breaches along with impact:

Nil

b. Percentage of data breaches involving personally identifiable information of customers:

Not Applicable

Independent Auditor's Report

To the Members of **Best Agrolife Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying Standalone Financial Statements of Best Agrolife Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at

March 31, 2023, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing 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 financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matter described below to be the key audit matters to be communicated in our report:

| Key audit matter | How our audit addressed the key audit matter |
|---|--|
| <p>Revenue Recognition:</p> <p>Estimation of provision for sales returns, discounts and schemes on sales impacting revenue from sale of products.</p> <p>Refer to the Company's significant accounting policies in note 2.14(a) and the revenue related disclosures in note 25 of the Standalone Financial Statements. Revenue from sale of products is presented net of returns, discounts and schemes in the standalone financial statement.</p> <p>The estimates associated with sales returns, discounts and schemes on sale of products have been identified as a key audit matter as it is having a significant impact on the recognized revenue and the management is required to make certain judgements in respect of revenue recognition and level of expected discounts, returns and schemes which are deducted in arriving at revenue.</p> <p>Estimation of sales returns involves significant judgement and estimates. The estimation is dependent on various internal and external factors. These factors include, for example, climatic conditions, the length of time when a sale is made and when the sales return takes place, some of which are beyond the control of the Company.</p> | <p>Our audit procedure included, but were not limited to, the following procedures:</p> <ol style="list-style-type: none"> a) Obtained an understanding of the process followed by the Company to determine the amount of accrual of sales returns, discounts and schemes; b) Assessed the accounting policies of the Company regarding accounting for sales returns, discounts and schemes as against the criteria given in the accounting standards; c) Tested the Company's process and key internal controls over the accrual of sales returns, discounts and schemes. Selecting samples of revenue transactions and marketing circulars. Rechecking accrual for discounts and schemes calculated in accordance with the eligibility criteria mentioned in the schemes; d) Ensured completeness and accuracy of the data used by the Company for accrual of sales returns, discounts and schemes and also checking the accrual for a selected sample of sales; |

Independent Auditor’s Report of even date to the members of Best Agrolife Limited, on the standalone financial statement for the year ended March 31, 2023 (cont’d)

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| <p>The recognition and measurement of discounts and schemes involves significant judgement and estimates, particularly the expected level of claims of each of the customers. Assumption of level of customer wise claims for discounts and schemes relates to estimating which of the Company’s customers will ultimately be subject to a related discount and/or scheme.</p> <p>Considering the materiality of the amount involved, complexities, management judgement involved and the significant auditor attention required to test such management’s judgement, we have identified this as a key audit matter for current year audit.</p> | <p>e) Obtained the historical trends for revenue and corresponding sales returns based on the accounting records maintained by the Company;</p> <p>f) Verified if any credit notes were issued and/or their adjustment after the balance sheet date and their impact on Standalone Financial Statements;</p> <p>g) Evaluated the appropriateness of disclosures made in the Standalone Financial Statements in accordance with the applicable accounting standards.</p> |

Information other than the Financial Statements and Auditor’s Report thereon

6. The Company’s Board of Directors’ are 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. The Annual Report is expected to be made available to us after the date of this auditor’s report.

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 identified above when it becomes available 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.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

7. The accompanying Standalone Financial Statements have been approved by the Company’s Board of Directors’. The Company’s Board of Directors’ are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in

India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

- 8. In preparing the financial statements, the Board of Directors’ are 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 the Board of Directors’ either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
- 9. 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

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

Independent Auditor's Report of even date to the members of Best Agrolife Limited, on the consolidated financial statement for the year ended March 31, 2023 (cont'd)

11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
12. 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.
13. 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.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
- ### Report on Other Legal and Regulatory Requirements
15. As required by section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, 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 purpose of our audit of the accompanying Standalone Financial Statements;
 - 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 Standalone Financial Statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Standalone Financial Statements comply with Ind AS specified under section 133 of the Act;
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors', none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;

FINANCIAL STATEMENTS

Independent Auditor's Report of even date to the members of Best Agrolife Limited, on the consolidated financial statement for the year ended March 31, 2023 (cont'd)

- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on March 31, 2023 and the operating effectiveness of such controls, refer to our separate Report in Annexure B wherein we have expressed an unmodified opinion; and
- 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:
- i. The Company, as detailed in note 35 to the Standalone Financial Statements, has disclosed the impact of pending litigations on its financial position as at March 31, 2023;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2023;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023;
 - iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 52(e) to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the 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 ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The management has represented that, to the best of its knowledge and belief, as
- disclosed in note 52(f) to the Standalone Financial Statements, no funds have been received by the Company from any persons or entities, including foreign entities ('the 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
- c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The final dividend paid by the Company during the year ended March 31, 2023 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend. As stated in note 53 to the accompanying Standalone Financial Statements, the Board of Directors' of the Company have proposed final dividend for the year ended March 31, 2023 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on April 1, 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is Not Applicable for the current financial year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No.: 507892
UDIN: 23507892BGXQWB4767

Place: New Delhi
Date: May 29, 2023

Annexure A

Referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of Best Agrolife Limited on the Standalone Financial Statements for the year ended March 31, 2023

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 report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and right of use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its property, plant and equipment and right of use assets under which the assets are physically verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment and right of use assets were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 3 to the Standalone Financial Statements are held in the name of the Company, except for the following properties, for which the Company's management is in the process of getting the registration in the name of the Company:

(Figures in lakhs)

| Description of property | Gross carrying value | Held in name of | Whether promoter, director or their relative or employee | Period held | Reason for not being held in name of Company |
|-------------------------|----------------------|-------------------------------|--|--------------------------------|---|
| Building | 229.44 | Best Agrochem Private Limited | No | With effect from April 1, 2018 | The title deeds are held in the name of Best Agrochem Private Limited which was transferred as a result of amalgamation of companies. |

For properties where the Company is a lessee, the lease arrangements have been duly executed in favour of the Company except in following cases:

(Figures in lakhs)

| Description of property | Right of Use Asset Value | Location | Details of Lessor | Period held | Reason for non-execution of lease agreement |
|-------------------------|--------------------------|----------|--|--------------------------------|---|
| Land | 246.14 | Gajraula | UP State Industrial Development Corporation Limited | With effect from April 1, 2018 | The title deeds are held in the name of Best Agrochem Private Limited which was transferred as a result of amalgamation of companies. |
| Building | 508.88 | Noida | New Okhla Industrial Development Corporation Authority | With effect from April 1, 2018 | The title deeds are held in the name of Best Agrochem Private Limited which was transferred as a result of amalgamation of companies. |

For title deeds of immovable properties in the nature of building situated at Noida "Mahagun" with gross carrying values of ₹ 508.88 lakhs as at March 31, 2023, which have been mortgaged as security for loans or borrowings taken by the Company, confirmations with respect to title of the Company have been directly obtained by us from the respective lenders.

FINANCIAL STATEMENTS

Annexure A referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of Best Agrolife Limited on the Standalone Financial Statements for the year ended March 31, 2023 (Cont'd)

- (d) During the year the Company has revalued land and building classified under Property, Plant and Equipment and Right of Use assets. Such revaluation is based on the valuation by a Registered Valuer. The class of Property, Plant and Equipment and Right of Use assets. where the change is 10% or more in the aggregate of the respective net carrying value, is as below:

(Figures in lakhs)

| Class of Property, Plant or Equipment or Intangible Assets | Carrying value as on March 31, 2023 (pre-revaluation) | Amount of Change | Carrying value as on March 31, 2023 (post-revaluation) | Percentage change |
|--|---|------------------|--|-------------------|
| Building (ROU) | 341.42 | 156.03 | 497.45 | 45.70% |
| Land (ROU) | 318.85 | 103.20 | 422.05 | 32.37% |
| Building (PPE) | 290.78 | 383.55 | 674.33 | 131.90% |

The Company has not revalued any other class of its Property, Plant and Equipment, Right of Use assets and intangible asset during the year.

- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records.
- (b) As disclosed in note 17 to the Standalone Financial Statements, the Company has been sanctioned a working capital limit in excess of ₹ 500.00 lakhs by banks and financial institutions based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and financial institutions and such returns/statements are in agreement with the books of account of the Company for the respective periods which were subject to review/audit, except for the following:

(Figures in lakhs)

| Name of the Bank/ financial institution | Working capital limit sanctioned | Nature of current assets offered as security | Quarter | Information disclosed as per return | Information as per books of accounts | Difference |
|---|----------------------------------|--|----------------------------------|-------------------------------------|--------------------------------------|------------|
| 1. Yes Bank | 1. 4,000.00 | Inventories | Quarter ended June 30, 2022 | 26,529.11 | 26,562.11 | (33.00) |
| | | Trade receivable | | 42,140.90 | 42,143.25 | (2.35) |
| | | Trade payable | | 43,178.90 | 43,178.71 | (0.19) |
| 2. Standard Chartered Bank | 2. 2,500.00 | Inventories | Quarter ended September 30, 2022 | 36,828.40 | 36,828.47 | (0.07) |
| | | Trade receivable | | 41,962.20 | 41,958.64 | 3.56 |
| 3. Axis Bank | 3. 5,000.00 | Trade payable | | 43,526.50 | 43,523.89 | 2.61 |
| 4. SBI Bank | 4. 5,000.00 | Inventories | Quarter ended December 31, 2022 | 35,574.20 | 35,568.59 | 5.61 |
| | | Trade receivable | | 35,475.30 | 35,474.04 | 1.26 |
| 5. Bajaj Finance Limited | 5. 5,000.00 | Trade payable | | 29,932.40 | 29,923.48 | 8.92 |
| | | Inventories | Quarter ended March 31, 2023 | 31,830.90 | 31,830.98 | (0.08) |
| Trade receivable | 30,144.00 | 30,143.21 | | 0.79 | | |
| Trade payable | 22,424.10 | 22,423.67 | | 0.43 | | |

- (iii) (a) The Company has provided loans and guarantee to Subsidiaries during the year as per details given below:

(Figures in lakhs)

| Particulars | Guarantees | Loans |
|--|------------|----------|
| Aggregate amount provided/granted during the year: | 16,493.00 | 9,420.39 |
| - Subsidiaries | | |

Annexure A referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of Best Agrolife Limited on the Standalone Financial Statements for the year ended March 31, 2023 (Cont'd)

(Figures in lakhs)

| Particulars | Guarantees | Loans |
|---|------------|----------|
| Balance outstanding as at balance sheet date in respect of above cases: | 11,443.45 | 2,841.33 |
| - Subsidiaries | | |

- (b) In our opinion, and according to the information and explanations given to us, the guarantees provided and terms and conditions of the grant of all loans and guarantees provided are, prima facie, not prejudicial to the interest of the Company. The Company has not made any investment or given any security or granted any advances in the nature of loans during the year.
- (c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and the payment of the interest has not been stipulated and accordingly, we are unable to comment as to whether the repayments/receipts of principal interest are regular.
- (d) In the absence of stipulated schedule of repayment of principal and payment of interest in respect of loans or advances in the nature of loans, we are unable to comment as to whether there is any amount which is overdue for more than 90 days. Reasonable steps have been taken by the Company for recovery of such principal amounts and interest.
- (e) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal has not been stipulated. According to the information and explanation given to us, such loans have not been demanded for repayment as on date.
- (f) The Company has granted loans which are repayable on demand, as per details below:

(Figures in lakhs)

| Particulars | All Parties | Promoters | Related Parties |
|---|-----------------|-----------|-----------------|
| Aggregate of loans/advances in nature of loan: | | | |
| - Repayable on demand (A) | 2,841.33 | - | 2,841.33 |
| - Agreement does not specify any terms or period of repayment (B) | - | - | - |
| Total (A+B) | 2,841.33 | | 2,841.33 |
| Percentage of loans/advances in nature of loan to the total loans | 100% | - | 100% |

- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans and investments made and guarantees provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 of the Act and section 186 of the Act in respect of security.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Companies (Auditor's Report) Order, 2020 (hereinafter referred to as 'the Order') is Not Applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/services/business activities. Accordingly, reporting under clause 3(vi) of the Order is Not Applicable.
- (vii) (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

FINANCIAL STATEMENTS

Annexure A referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of Best Agrolife Limited on the Standalone Financial Statements for the year ended March 31, 2023 (Cont'd)

(b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

| Name of the statute | Nature of dues | Gross Amount (₹ in lakhs) | Amount paid under Protest (₹ in lakhs) | Period to which the amount relates | Forum where dispute is pending | Remarks |
|----------------------|----------------|---------------------------|--|------------------------------------|--------------------------------|---------|
| | | 245.96 | - | AY 2018-19 | CIT(A) Delhi | NA |
| | | 26.14 | - | AY 2019-20 | Jurisdictional AO | NA |
| | | 485.36 | - | AY 2020-21 | Jurisdictional AO | NA |
| Income Tax Act, 1961 | Income Tax | 2,082.71 | - | AY 2021-22 | CIT(A) Delhi | NA |
| | | 3,498.65 | - | AY 2022-23 | CIT(A) Delhi | NA |
| | | 14.42 | - | AY 2012-13 | ITAT Delhi | NA |
| | | 35.47 | 7.09 | AY 2017-18 | CIT(A) Delhi | NA |
| | | | | | | |

- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.
- (e) According to the information and explanations given to us and 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) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is Not Applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is Not Applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are Not Applicable to it. Accordingly, reporting under clause 3(xii) of the Order is Not Applicable to the Company.

Annexure A referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of Best Agrolife Limited on the Standalone Financial Statements for the year ended March 31, 2023 (Cont'd)

- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the Standalone Financial Statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as per the provisions of section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are Not Applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a),(b) and (c) of the Order are Not Applicable to the Company.
- (b) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is Not Applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, our knowledge of the plans of the Board of Directors' and management 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) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is Not Applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is Not Applicable in respect of audit of Standalone Financial Statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No.: 507892
UDIN: 23507892BGXQWB4767

Place: New Delhi
Date: May 29, 2023

Annexure B

Independent Auditor's Report on the internal financial controls with reference to the Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the Standalone Financial Statements of **Best Agrolife Limited** ('the Company') as at and for the year ended March 31, 2023, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors' is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to 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 ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). 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 the Company's business, including adherence to the 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.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. 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 financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal

financial controls, 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.

5. 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 financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A Company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include 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 authorisations 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 with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Annexure B Independent Auditor's Report on the internal financial controls with reference to the Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act') (Cont'd)

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at March 31, 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No.: 507892
UDIN: 23507892BGXQWB4767

Place: New Delhi
Date: May 29, 2023

Standalone Balance Sheet

As at March 31, 2023

CIN No.: L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

| | Notes | As at March 31, 2023 | As at March 31, 2022 |
|--|-------|-------------------------|-------------------------|
| Assets | | | |
| Non-current assets | | | |
| Property, plant and equipment | 3 | 1,736.77 | 991.61 |
| Right-of-use assets | 4 | 1,557.67 | 1,137.98 |
| Intangible assets | 5 | 20.69 | 16.92 |
| Intangible assets under development | 6 | 3.35 | - |
| Financial assets | | | |
| (i) Investments | 7 | 10,160.85 | 10,160.85 |
| (ii) Other financial assets | 10 | 1,587.52 | 27.13 |
| Deferred tax assets (net) | 24 | 168.54 | 167.41 |
| Other non-current assets | 11 | 1,012.59 | 0.40 |
| Total non-current assets | | 16,247.98 | 12,502.30 |
| Current assets | | | |
| Inventories | 12 | 31,830.98 | 20,243.29 |
| Financial assets | | | |
| (i) Trade receivables | 8 | 30,143.21 | 23,376.19 |
| (ii) Cash and cash equivalents | 13 | 5,768.60 | 1,275.81 |
| (iii) Bank balances other than (ii) above | 14 | 2,516.61 | 2,703.31 |
| (iv) Loans | 9 | 2,841.33 | 8,853.17 |
| (v) Other financial assets | 10 | 23.85 | 4.67 |
| Other current assets | 11 | 3,427.87 | 1,933.21 |
| Total current assets | | 76,552.45 | 58,389.65 |
| Total assets | | 92,800.43 | 70,891.95 |
| Equity and liabilities | | | |
| Equity | | | |
| Equity share capital | 15 | 2,364.47 | 2,364.47 |
| Other equity | 16 | 33,585.05 | 28,865.84 |
| Total equity | | 35,949.52 | 31,230.31 |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| (i) Borrowings | 17a | 896.47 | 164.02 |
| (ii) Lease liabilities | 18 | 532.12 | 358.72 |
| (iii) Other financial liabilities | 20 | - | 296.13 |
| Provisions | 21 | 118.51 | 85.54 |
| Total non-current liabilities | | 1,547.10 | 904.41 |
| Current liabilities | | | |
| Financial liabilities | | | |
| (i) Borrowings | 17b | 27,003.73 | 12,957.30 |
| (ii) Lease liabilities | 18 | 153.94 | 173.91 |
| (iii) Trade payables | 19 | | |
| Total outstanding dues of micro enterprises and small enterprises | | 13.84 | 3.64 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | 22,409.83 | 21,671.48 |
| (iv) Other financial liabilities | 20 | 1,772.13 | 2,122.60 |
| Other current liabilities | 22 | 3,880.73 | 1,115.25 |
| Provisions | 21 | 69.61 | 33.01 |
| Current tax liabilities (net) | 23 | - | 680.04 |
| Total current liabilities | | 55,303.81 | 38,757.23 |
| Total equity and liabilities | | 92,800.43 | 70,891.95 |

Summary of significant accounting policies 2

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No.: 507892

Place: New Delhi
Date: May 29, 2023

For and on behalf of the Board of Directors' of
Best Agrolife Limited

Vimal Kumar
Managing Director
DIN: 01260082
Place: New Delhi
Date: May 29, 2023

Shuvendu Kumar Satpathy
Director
DIN: 07552741
Place: New Delhi
Date: May 29, 2023

Sanjeev Kharbanda
Chief Financial Officer
Place: New Delhi
Date: May 29, 2023

Astha Wahi
Company Secretary
Place: New Delhi
Date: May 29, 2023

Standalone Statement of Profit and Loss

For the year ended March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

| | Notes | For the year ended March 31, 2023 | For the year ended March 31, 2022 | |
|------|--|--------------------------------------|--------------------------------------|--------------------|
| I | Revenue from operations | 25 | 1,49,996.20 | 1,13,427.44 |
| II | Other income | 26 | 1,008.71 | 535.37 |
| III | Total income | | 1,51,004.91 | 1,13,962.81 |
| IV | Expenses: | | | |
| | Purchase of stock in trade | 27 | 1,40,811.56 | 1,01,432.49 |
| | Change in inventories of stock-in-trade | 28 | (11,587.69) | (4,877.16) |
| | Employee benefits expense | 29 | 3,381.77 | 1,864.90 |
| | Finance costs | 30 | 2,396.25 | 1,055.06 |
| | Depreciation and amortisation expense | 31 | 515.82 | 384.34 |
| | Other expenses | 32 | 8,786.09 | 2,496.80 |
| | Total expenses | | 1,44,303.80 | 1,02,356.43 |
| V | Profit before tax | | 6,701.11 | 11,606.38 |
| VI | Tax expense: | | | |
| | Current tax | 33 | 2,156.92 | 3,070.82 |
| | Deferred tax | 33 | (163.92) | (150.67) |
| | Tax relating to earlier years | 33 | - | (20.79) |
| VII | Profit for the year | | 4,708.11 | 8,707.02 |
| VIII | Other comprehensive income (OCI) | | | |
| | Items that will not be classified to profit or loss | | | |
| | (a) Revaluation of immovable properties | | 642.78 | (79.24) |
| | Tax impact on remeasurement of revaluation of immovable properties | | (161.78) | (91.34) |
| | (b) Remeasurement gain/(loss) of defined benefit obligations | | 4.00 | 10.71 |
| | Tax impact on remeasurement of defined benefit obligations | | (1.01) | (2.69) |
| IX | Total comprehensive income for the year | | 5,192.10 | 8,544.46 |
| X | Earnings per share (of ₹ 10 each): | 34 | | |
| | Basic | | 19.91 | 38.22 |
| | Diluted | | 19.91 | 38.22 |

Summary of significant accounting policies 2

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors' of
Best Agrolife Limited

Tarun Gupta
Partner
Membership No.: 507892

Place: New Delhi
Date: May 29, 2023

Vimal Kumar
Managing Director
DIN: 01260082

Place: New Delhi
Date: May 29, 2023

Shuvendu Kumar Satpathy
Director
DIN: 07552741

Place: New Delhi
Date: May 29, 2023

Sanjeev Kharbanda
Chief Financial Officer

Place: New Delhi
Date: May 29, 2023

Astha Wah
Company Secretary

Place: New Delhi
Date: May 29, 2023

Standalone Cash Flow Statement

For the year ended March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| A. Cash flow from operating activities: | | |
| Net profit before tax | 6,701.11 | 11,606.38 |
| Adjustments for: | | |
| Depreciation and amortisation | 515.82 | 384.34 |
| (Profit)/loss on sale of property, plant and equipment | (2.10) | (1.02) |
| Unrealised foreign exchange loss/(gain) | 149.41 | (45.99) |
| Provision for doubtful debts | 550.20 | 300.00 |
| Gain on sale of investments | - | (51.53) |
| Finance costs | 2,396.25 | 1,055.06 |
| Gain on lease cancellation | (61.08) | - |
| Liabilities written back | - | 0.19 |
| Interest income | (934.56) | (404.91) |
| Operating profit before working capital changes | 9,315.05 | 12,842.51 |
| Adjustments for movement in: | | |
| Inventories | (11,587.69) | (4,877.16) |
| Trade receivables | (7,314.16) | (10,537.74) |
| Other financial assets | (685.59) | (298.67) |
| Other assets | (1,497.07) | 744.34 |
| Trade payables | 591.91 | 5,192.05 |
| Other financial liabilities | (615.96) | 2,083.27 |
| Other liabilities | 2,765.49 | (2,379.50) |
| Provisions | 73.56 | 39.79 |
| Cash (used in)/generated from operations before tax | (8,954.46) | 2,808.90 |
| Income tax paid (net) | (3,846.74) | (2,832.68) |
| Net cash used in operating activities [A] | (12,801.20) | (23.78) |
| B. Cash flow from investing activities | | |
| Purchase of property, plant and equipment | (701.82) | (720.48) |
| Proceeds from sale of property, plant and equipment | 4.50 | 1.70 |
| Loan to subsidiary | (9,418.35) | (11,716.11) |
| Repayments received from loan to subsidiary | 16,113.94 | 3,595.00 |
| Proceeds from sale of investments in equity instruments | - | 198.76 |
| Investments in deposits with banks | (7,029.08) | (3,235.55) |
| Investments redeemed from deposits | 5,658.95 | 1,758.58 |
| Interest received | 914.55 | 402.52 |
| Net cash generated from/(used in) investing activities [B] | 5,542.69 | (9,715.58) |
| C. Cash flow from financing activities | | |
| Proceeds from non-current borrowings | 1,806.48 | 184.99 |
| Repayment of non-current borrowings | (1,074.03) | (308.85) |
| Proceeds from/(repayment of) current borrowings (net) | 14,046.43 | 10,581.86 |
| Payment for principal portion of lease liabilities | (131.97) | (33.21) |
| Payment for interest portion of lease liabilities | (57.06) | - |
| Dividend paid | (472.89) | (440.64) |
| Finance costs | (2,365.66) | (1,017.31) |
| Net cash generated from financing activities [C] | 11,751.30 | 8,966.84 |
| Net increase/(decrease) in cash and cash equivalents [A+B+C] | 4,492.79 | (772.52) |
| Cash and cash equivalents at the beginning of the year | 1,275.81 | 2,048.33 |
| Cash and cash equivalents at the end of the year | 5,768.60 | 1,275.81 |
| Components of cash and cash equivalents (refer note 13) | | |
| Cash on hand | 8.53 | 9.76 |
| Balances with banks | 5,760.07 | 1,266.05 |
| Cash and cash equivalents at the end of the year | 5,768.60 | 1,275.81 |

Standalone Cash Flow Statement (Cont'd)

For the year ended March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

Notes:

1. Reconciliation of liabilities arising from financing activities

| Particulars | As at March 31, 2022 | Cash flows | Non-cash changes | As at March 31, 2023 |
|-----------------------------------|-------------------------|------------------|---------------------|-------------------------|
| Non-current borrowings | 164.02 | 732.45 | - | 896.47 |
| Current borrowings (net) | 12,957.30 | 14,046.43 | - | 27,003.73 |
| Lease liabilities (refer note 42) | 532.63 | (189.03) | 342.46 | 686.06 |
| | 13,653.94 | 14,589.85 | 342.46 | 28,586.25 |

| Particulars | As at March 31, 2021 | Cash flows | Non-cash changes | As at March 31, 2022 |
|-----------------------------------|-------------------------|------------------|---------------------|-------------------------|
| Non-current borrowings | 287.89 | (123.87) | - | 164.02 |
| Current borrowings (net) | 2,375.44 | 10,581.86 | - | 12,957.30 |
| Lease liabilities (refer note 42) | 564.13 | (33.21) | 1.71 | 532.63 |
| | 3,227.46 | 10,424.78 | 1.71 | 13,653.94 |

Summary of significant accounting policies

2

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors' of
Best Agrolife Limited

Tarun Gupta
Partner
Membership No.: 507892

Place: New Delhi
Date: May 29, 2023

Vimal Kumar
Managing Director
DIN: 01260082

Place: New Delhi
Date: May 29, 2023

Shuvendu Kumar Satpathy
Director
DIN: 07552741

Place: New Delhi
Date: May 29, 2023

Sanjeev Kharbanda
Chief Financial Officer

Place: New Delhi
Date: May 29, 2023

Astha Wahi
Company Secretary

Place: New Delhi
Date: May 29, 2023

Standalone Statement of Changes in Equity

For the year ended March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

A. Equity share capital

| Particulars | As at March 31, 2023 | | As at March 31, 2022 | |
|--------------------------------------|----------------------|----------|----------------------|----------|
| | No. of shares | Amounts | No. of shares | Amounts |
| Balance at the beginning of the year | 2,36,44,740 | 2,364.47 | 2,20,32,066 | 2,203.21 |
| Issued during the year | - | - | 16,12,674 | 161.26 |
| Balance at the end of the year | 2,36,44,740 | 2,364.47 | 2,36,44,740 | 2,364.47 |

B. Other equity

Attributable to the equity holders

| Particulars | Reserves and surplus | | | Revaluation reserve | Total other equity |
|---|----------------------|--------------------|-------------------|---------------------|--------------------|
| | Capital reserve | Securities premium | Retained earnings | | |
| Balance as at March 31, 2021 | 3,201.72 | 1,028.23 | 6,091.31 | 442.18 | 10,763.44 |
| Profit for the year | - | - | 8,707.02 | - | 8,707.02 |
| Other comprehensive income for the year (net) | - | - | 8.02 | (170.58) | (162.57) |
| Share issued during the year | - | 9,998.58 | - | - | 9,998.58 |
| Dividend paid during the year (refer note 54) | - | - | (440.64) | - | (440.64) |
| Balance as at March 31, 2022 | 3,201.72 | 11,026.81 | 14,365.71 | 271.60 | 28,865.84 |
| Profit for the year | - | - | 4,708.11 | - | 4,708.11 |
| Other comprehensive income for the year (net) | - | - | 2.99 | 481.00 | 483.99 |
| Dividend paid during the year (refer note 54) | - | - | (472.89) | - | (472.89) |
| Balance as at March 31, 2023 | 3,201.72 | 11,026.81 | 18,603.92 | 752.60 | 33,585.05 |

Summary of significant accounting policies

2

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors' of
Best Agrolife Limited

Tarun Gupta
Partner
Membership No.: 507892

Place: New Delhi
Date: May 29, 2023

Vimal Kumar
Managing Director
DIN: 01260082

Place: New Delhi
Date: May 29, 2023

Shuvendu Kumar Satpathy
Director
DIN: 07552741

Place: New Delhi
Date: May 29, 2023

Sanjeev Kharbanda
Chief Financial Officer

Place: New Delhi
Date: May 29, 2023

Astha Wahi
Company Secretary

Place: New Delhi
Date: May 29, 2023

Notes to the Standalone Financial Statements

For the year ended March 31, 2023

1. Corporate information

Best Agrolife Limited (formerly known as Sahyog Multibase Limited) ('the Company') is a public limited Company domiciled in India and incorporated on January 10, 1992 under the provisions of the Companies Act applicable in India having corporate identification number L74110DL1992PLC116773. These are Standalone Financial Statements and, accordingly, these Indian Accounting Standard (Ind AS) financial statements incorporate amounts and disclosures related to the Company only.

Honorable National Company Law Tribunal ('NCLT') via its order dated May 5, 2020 approved the scheme of amalgamation of Best Agrochem Private Limited with the Company with effect from April 1, 2018 and Best Agrochem Private Limited was amalgamated into the Company accordingly.

The Company is engaged in the business of trading of agro based products. Registered office of the Company is situated at B-4, Bhagwan Das Nagar, East Punjabi Bagh, Punjabi Bagh, New Delhi, India. The Company has its primary listings on the Bombay Stock Exchange of India Limited.

2. Significant accounting policies

2.1 Basis of preparation and presentation

The financial statements (standalone financial statement) of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III) and the guidelines issued by Securities and Exchange Board of India, as applicable to the financial statements.

The Standalone Financial Statements have been prepared on a historical cost convention, except for the following assets and liabilities:

- i) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
- ii) Land and building measured at fair value;
- iii) Defined benefit liabilities are measured at present value of defined benefit obligation;
- iv) Certain financial assets and liabilities at amortised cost.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The financial statements have been prepared on accrual and going concern basis.

The financial statements are presented in INR "(Indian Rupees)" or "₹". All values are rounded to the nearest lakhs, and two decimals thereof, except when otherwise indicated.

2.2 Significant judgements, accounting estimates and assumptions

The preparation of the Company's financial statements in conformity with the Indian Accounting Standards requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures (including contingent liabilities). The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. In the process of applying the Company's accounting policies, management has made the following judgements, estimates and assumptions, which have the most significant effect on the amounts recognised in the financial statements:

i) Estimation of defined benefit obligation

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds with term that correspond with the expected term of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Notes to the Standalone Financial Statements

For the year ended March 31, 2023

ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

iii) Useful lives of depreciable/amortisable assets

Management reviews the estimated useful lives and residual value of property, plant and equipment and intangibles at the end of each reporting period. Factors such as changes in the expected level of usage could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and may have an impact on the profit of the future years.

iv) Provision for expected credit losses of trade receivables

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management believes that there is uncertainty of collections. Provision is recognised based on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

v) Estimation of provision for sales returns and discounts/schemes

Certain contracts for the sale of stock-in-trade includes a right of return and discounts/schemes that give rise to variable consideration. In estimating the variable consideration, the Company is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The Company estimates variable considerations to be included in the transaction price for the sale returns and discounts/schemes.

vi) Leases-estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates

the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

2.3 Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period;
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Current assets include current portion of non-current of financial assets.

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- Due to be settled within twelve months after the reporting period;
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

Current liabilities includes current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.4 Dividend

The Company recognises a liability to make cash or non-cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved

Notes to the Standalone Financial Statements

For the year ended March 31, 2023

by the shareholders. A corresponding amount is recognised directly in other equity.

2.5 Property, plant and equipment

Recognition and measurement

An item of property, plant and equipment recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes and duties, to the location and condition necessary for it to be capable of operating in the manner intended by management. When parts of an item of property, plant and equipment have different useful life, they are recognized separately. Items of spare parts, stand-by equipment and servicing equipment which meet the definition of property, plant and equipment are capitalized. Property, plant and equipment which are not ready for intended use as on the date of balance sheet are disclosed as 'capital work-in-progress'.

Land and building are valued at fair value. Surplus from revaluation is transferred to revaluation reserve.

When significant parts of property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Depreciation

Depreciation is recognized in the statement of profit or loss on a written down value over the estimated useful life of each item of property, plant and equipment. Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Depreciation on property, plant and equipment is provided on their estimated useful life as prescribed by Schedule II of Companies Act, 2013 as follows:

| Category of assets | Useful life |
|------------------------|-------------|
| Buildings | 30 years |
| Furniture and fixtures | 8-10 years |
| Vehicles | 8 years |
| Office equipments | 3-10 years |

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or

when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.6 Intangible assets

Recognition and measurement

Intangible assets include software and trademarks, that are acquired by the Company, that are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss, if any.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Subsequent expenditure

Subsequent expenditure related to an item of intangible asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard or period of performance. All other expenses are charged to the Statement of Profit and Loss for the year during which such expenses are incurred.

Amortisation

Intangible assets include software and trademarks that are amortised over the useful economic life of 6 years and 10 years respectively. Amortisation is recognized in the statement of profit or loss on a written down value over the estimated useful life of each item of intangible asset. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

2.7 Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs

Notes to the Standalone Financial Statements

For the year ended March 31, 2023

to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated to reduce the carrying amounts of the assets of the CGU (or group of CGUs) on a pro rata basis.

In respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2.8 Inventories

Inventories are valued at the lower of cost and net realisable value.

Stock-in-trade:

Cost: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on First In First Out (FIFO) basis.

Net realisable value (NRV): NRV is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.9 Cash and cash equivalents

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

For the purpose of the standalone statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

2.10 Investment in subsidiary

Investments in subsidiary is carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of these investments, the difference between net

disposal proceeds and the carrying amounts are recognised in the statement of profit and loss.

2.11 Financial instruments

Recognition and initial measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets. These excludes trade receivables, cash and cash equivalents, other bank balances, fixed deposits with banks, investments, loans and other financial assets. A financial instrument is measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss (FVTPL) which are measured initially at fair value. Company measure trade receivables at their transaction price unless the trade receivables contains a significant financing component in accordance with Ind AS 115. The general terms of the payment is between 60-180 days and there is no significant financing component.

Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at amortised cost or at FVTPL. Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

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

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL.

For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a

Notes to the Standalone Financial Statements

For the year ended March 31, 2023

portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

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

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition. Financial assets at amortised cost are measured at amortised cost using the effective interest method. Interest income recognised in Statement of Profit and Loss.

Subsequent measurement and gains and losses

| | |
|------------------------------------|--|
| Financial assets at FVTPL | These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Statement of Profit and Loss. |
| Financial assets at FVOCI | These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in OCI. |
| Financial assets at amortised cost | These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is recognised in Statement of Profit and Loss. |

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in Statement of Profit and Loss.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

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

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

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

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

Notes to the Standalone Financial Statements

For the year ended March 31, 2023

Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously.

2.12 Fair value measurement

The Company measures certain financial instruments at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i. in the principal market for the asset or liability, or
- ii. in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use

when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the Company's management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the Company's management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company's management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Notes to the Standalone Financial Statements

For the year ended March 31, 2023

2.13 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle, or reliable estimate of the amount cannot be made. Therefore, in order to determine the amount to be recognised as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management. In case of provision for litigations, the judgements involved are with respect to the potential exposure of each litigation and the likelihood and/or timing of cash outflows from the Company and requires interpretation of laws and past legal rulings.

Possible inflows of economic benefits to the Company that do not yet meet the recognition criteria of an asset are considered contingent assets.

2.14 Revenue recognition

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods.

To determine whether to recognize revenue, the Company follows a 5-step process:

1. Identifying the contract with a customer;
2. Identifying the performance obligations;
3. Determining the transaction price;
4. Allocating the transaction price to the performance obligations;

5. Recognising revenue when/as performance obligation(s) are satisfied.

The Company recognised revenue from sale of goods measured upon satisfaction of performance obligation which is at a point in time when control is transferred to the customer which is usually on shipment/dispatch. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discount, scheme allowances and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government.

A receivable is recognised where the Company's right to consideration is unconditional. When either party to a contract has performed, an entity shall present the contract in the balance sheet as contract asset or contract liability, depending on the relationship between the entity's performance and the customer's payment.

Other income

Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest is accrued on time proportion basis, by reference to the principle outstanding at the effective interest rate.

All other income is recognized on accrual basis when no significant uncertainty exists on their receipt.

2.15 Foreign currency conversions/ transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transactions. Gains and losses arising out of subsequent fluctuations are accounted for on actual payments or realisations, as the case may be. Monetary assets and liabilities denominated in foreign currency as on balance sheet date are translated into functional currency at the exchange rates prevailing on that date and exchange differences arising out of such conversion are recognised in the statement of profit and loss.

2.16 Taxes

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to any business combination or to an item which is recognised directly in equity or in other comprehensive income.

i) Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the

Notes to the Standalone Financial Statements

For the year ended March 31, 2023

tax authorities in accordance with the Indian Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity) are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and liability simultaneously.

ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognized outside statement of profit or loss is recognized outside statement of profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.17 Employee benefits

i) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii) Post-employment benefits

Employee benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Company operates a defined benefit gratuity plan.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability or the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability, taking into account any changes in the net defined benefit liability during the period as a result of benefit payments.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment; and
- The date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability. The Company recognises the following changes in the net defined benefit obligation as an expense in the standalone statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

Notes to the Standalone Financial Statements

For the year ended March 31, 2023

iii) Compensated absences

Entitlements to annual leave are recognised when they accrue to employees. Leave entitlements may be availed while in service or encashed at the time of retirement/termination of employment, subject to a restriction on the maximum number of accumulation.

2.18 Earnings per share (EPS)

Basic earnings per share is calculated by dividing the profit or loss for the period attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share are computed and disclosed after adjusting the effects of all dilutive potential equity shares, if any, except when the results will be anti-dilutive.

2.19 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for

terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

2.20 Statement of cash flows

Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS-7 'Statement of Cash Flows'.

2.21 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company's Managing Director assesses the financial performance and position of the Company and makes strategic decision and has been identified as the chief operating decision maker. The Company's primary business segment is reflected based on principal business activities carried on by the Company. As per Indian Accounting Standard 108, Operating Segments, as notified under the Companies (Indian Accounting Standards) Rules, 2015, the Company operates in one reportable business segment i.e., trading of agro based products. The geographical information analyses the Company's revenue and trade receivables from such revenue in India and other countries. The Company primarily sells its products in India.

2.22 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. Acquisition related costs are recognised in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognised at their fair value at

Notes to the Standalone Financial Statements

For the year ended March 31, 2023

the acquisition date, except certain assets and liabilities that are required to be measured as per the applicable standard. Purchase consideration in excess of the Company's interest in the acquiree's net fair value of identifiable assets, liabilities and contingent liabilities is recognised as goodwill. Excess of the Company's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the purchase consideration is recognised, after reassessment of fair value of net assets acquired, in the Capital Reserve.

2.23 Amended Accounting Standards (Ind AS) and interpretations effective during the year

a. Ind AS 103 Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The amendment did not have any material impact on Standalone Financial Statements of the Company.

b. Ind AS 16 Proceeds before intended use

The amendment specify that an entity shall deduct from the cost of an item of property, plant and equipment any proceeds received from selling items produced while the entity is preparing the asset for its intended use. The amendment did not have any material impact on Standalone Financial Statements of the Company.

c. Ind AS 37 Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the amendment did not have

any material impact on Standalone Financial Statements of the Company.

d. Ind AS 109 Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The amendment did not have any material impact on Standalone Financial Statements of the Company.

2.24 Recent accounting pronouncements which are not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. MCA, vide its circular dated March 31, 2023 has issued Companies (Indian Accounting Standards) Amendment Rules, 2023 to further amend the Companies (Indian Accounting Standards) Rules, 2015 as below:

Ind AS 1 Presentation of Financial Statement

Requirement to disclose 'material accounting policies' instead of 'significant accounting policies' and related guidance included to determine whether the policy is material or not.

Ind AS 8 Accounting Policies, Change in Accounting Estimates and Errors

Definition of 'accounting estimates' now included in the standard enabling distinction between change in accounting estimates from change in accounting policies.

Ind AS 12 Income Taxes

Transactions that does not give rise to equal taxable and deductible temporary differences at the time of initial transaction have now been included in the exemptions for recognition of deferred tax liability and deferred tax assets in case of taxable temporary differences.

The Company is currently evaluating the impact of amendments to the aforementioned accounting standards on its Standalone Financial Statements.

Notes to Standalone Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

3. Property plant and equipment

| Particulars | Buildings (refer note b) | Furniture and fixtures | Vehicles (refer note a) | Office equipments | Total |
|---|-----------------------------|---------------------------|----------------------------|----------------------|-----------------|
| Gross block | | | | | |
| Balance as at March 31, 2021 | 79.80 | 123.30 | 817.66 | 181.97 | 1,202.72 |
| Additions | 6.72 | 49.77 | 231.88 | 17.52 | 305.89 |
| Acquisition through business combination (refer note 51) | 199.57 | 1.22 | 0.08 | 31.31 | 232.18 |
| Revaluation of immovable properties (refer note c) | 102.31 | - | - | - | 102.31 |
| Disposals | - | - | 13.60 | - | 13.60 |
| Balance as at March 31, 2022 | 388.40 | 174.29 | 1,036.02 | 230.80 | 1,829.50 |
| Additions | 257.88 | 3.17 | 343.05 | 85.13 | 689.23 |
| Revaluation of immovable properties (refer note c) | 383.55 | - | - | - | 383.55 |
| Disposals | - | - | 47.91 | - | 47.91 |
| Balance as at March 31, 2023 | 1,029.83 | 177.46 | 1,331.16 | 315.93 | 2,854.37 |
| Accumulated depreciation | | | | | |
| Balance as at March 31, 2021 | 30.20 | 38.60 | 437.76 | 105.54 | 612.11 |
| Charge for the year | 7.81 | 29.71 | 161.64 | 39.54 | 238.70 |
| Disposals | - | - | 12.92 | - | 12.92 |
| Balance as at March 31, 2022 | 38.01 | 68.31 | 586.48 | 145.07 | 837.89 |
| Charge for the year | 49.20 | 27.73 | 195.53 | 52.77 | 325.22 |
| Disposals | - | - | 45.52 | - | 45.52 |
| Balance as at March 31, 2023 | 87.21 | 96.04 | 736.50 | 197.84 | 1,117.60 |
| Net block | | | | | |
| As at March 31, 2022 | 350.39 | 105.97 | 449.54 | 85.73 | 991.61 |
| As at March 31, 2023 | 942.62 | 81.42 | 594.66 | 118.09 | 1,736.77 |

Notes:

- Vehicles under loan contracts as at March 31, 2023 are ₹ 505.11 lakhs (March 31, 2022: ₹ 359.23 lakhs). Vehicles are hypothecated as security for the related loan.
- Below table represents the Title deeds of immovable properties not held in the name of the Company:

| Description of item of property | Gross carrying value | Title deeds held in the name of | Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director | Property held since which date | Reason for not being held in the name of the Company |
|---|----------------------|---------------------------------|---|--------------------------------|--|
| Building situated at C-2, Industrial Area, UPSIDC, Gajraula II, Amroha, UP. | 229.44 | Best Agrochem Private Limited | No | April 1, 2018 | The title deeds are held in the name of Best Agrochem Private Limited which were transferred as a result of amalgamation of companies. |

Notes to Standalone Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

- c. Fair value of the buildings was determined by using the market comparable method. This means that valuations performed by the valuer are based on active market prices, significantly adjusted for difference in the nature, location or condition of the specific building. As at the date of revaluation of March 31, 2023, the buildings are measured at fair value which has been determined basis report from a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.

If buildings were measured using the cost model. The carrying amounts would be as follows:

| | As at March 31, 2023 | As at March 31, 2022 |
|----------------------------|-------------------------|-------------------------|
| Cost | 543.97 | 286.09 |
| Accumulated depreciation | 81.14 | 36.73 |
| Net carrying amount | 462.83 | 249.36 |

4. Right-of-use assets

| | Land | Buildings | Total |
|--|---------------|-----------------|-----------------|
| A. Gross block | | | |
| Balance as at March 31, 2021 | 405.91 | 1,019.50 | 1,425.41 |
| Additions | - | 69.80 | 69.80 |
| Acquisition through business combination (refer note 51) | 70.87 | - | 70.87 |
| Revaluation of immovable properties (refer note b) | (142.69) | (38.86) | (181.55) |
| Balance as at March 31, 2022 | 334.09 | 1,050.43 | 1,384.52 |
| Additions | - | 652.46 | 652.46 |
| Disposals | - | 549.67 | 549.67 |
| Revaluation of immovable properties (refer note b) | 103.20 | 156.03 | 259.23 |
| Balance as at March 31, 2023 | 437.29 | 1,309.25 | 1,746.54 |
| B. Accumulated amortisation | | | |
| Balance as at March 31, 2021 | 5.34 | 99.37 | 104.71 |
| Amortisation for the year | 5.52 | 136.31 | 141.84 |
| Balance as at March 31, 2022 | 10.86 | 235.68 | 246.55 |
| Amortisation for the year | 4.38 | 181.64 | 186.02 |
| Disposals | - | 243.69 | 243.69 |
| Balance as at March 31, 2023 | 15.24 | 173.63 | 188.88 |
| Net block | | | |
| As at March 31, 2022 | 323.23 | 814.75 | 1,137.98 |
| As at March 31, 2023 | 422.05 | 1,135.62 | 1,557.67 |

Notes to Standalone Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

Notes:

a. Below table represents the title deeds of immovable properties not held in the name of the Company:

| Description of item of property | Gross carrying value | Title deeds held in the name of | Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director | Property held since which date | Reason for not being held in the name of the Company |
|---|----------------------|---------------------------------|---|--------------------------------|--|
| Land situated at C-2, Industrial Area, UPSIDC, Gajraula II, Amroha, UP | 246.14 | Best Agrochem Private Limited | No | April 1, 2018 | The title deeds are held in the name of Best Agrochem Private Limited which were transferred as a result of amalgamation of companies. |
| Building situated at Manhattan Street, Mahagun Moderne, Sector 78, Noida UP | 508.88 | | | | |

b. Fair value of the land and building was determined by using the market comparable method. This means that valuations performed by the valuer are based on active market prices, significantly adjusted for difference in the nature, location or condition of the specific land and building. As at the date of revaluation of March 31, 2023, the land and building are measured at fair value which has been determined basis report from a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.

If land and building were measured using the cost model. The carrying amounts would be as follows:

| | Land | | Buildings | | Total | |
|----------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Cost | 153.26 | 153.26 | 1,002.79 | 899.76 | 1,156.05 | 1,053.02 |
| Accumulated amortisation | 14.75 | 9.08 | 172.41 | 236.17 | 187.16 | 245.26 |
| Net carrying amount | 138.51 | 144.18 | 830.38 | 663.59 | 968.89 | 807.76 |

5. Intangible assets

| | Trademarks | Softwares | Total |
|-------------------------------------|--------------|--------------|--------------|
| A. Gross block | | | |
| Balance as at March 31, 2021 | 11.43 | 4.36 | 15.79 |
| Additions | 3.35 | 4.14 | 7.49 |
| Balance as at March 31, 2022 | 14.78 | 8.50 | 23.28 |
| Additions | 0.22 | 8.12 | 8.34 |
| Balance as at March 31, 2023 | 15.00 | 16.63 | 31.63 |
| B. Accumulated amortisation | | | |
| Balance as at March 31, 2021 | 1.14 | 1.42 | 2.56 |
| Amortisation for the year | 1.31 | 2.49 | 3.80 |

Notes to Standalone Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

| | Trademarks | Softwares | Total |
|-------------------------------------|--------------|-------------|--------------|
| Balance as at March 31, 2022 | 2.45 | 3.91 | 6.36 |
| Amortisation for the year | 1.49 | 3.08 | 4.57 |
| Balance as at March 31, 2023 | 3.95 | 7.00 | 10.94 |
| Net block | | | |
| As at March 31, 2022 | 12.33 | 4.59 | 16.92 |
| As at March 31, 2023 | 11.06 | 9.63 | 20.69 |

Note: The additions does not include any internally generated assets or any assets which were acquired as part of any business combination.

6. Intangibles under development

| | As at March 31, 2023 | As at March 31, 2022 |
|---------------------------------|-------------------------|-------------------------|
| Opening | - | - |
| Add: additions during the year* | 3.35 | - |
| Less: Capitalisations | - | - |
| | 3.35 | - |

*pertains to product licenses applied to Central Insecticides Board but not yet allotted in the name of the Company.

Notes:

(a) Intangibles under development ageing schedule as at March 31, 2023 and March 31, 2022:

| Particulars | Amount in intangibles under development for a period of | | | | Total |
|----------------|---|-----------|-----------|----------------------|-------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| March 31, 2023 | 3.35 | - | - | - | 3.35 |
| March 31, 2022 | - | - | - | - | - |

(b) There are no such project under intangibles under development, whose completion is overdue or has exceeded its cost compared to its original plan as of March 31, 2023 and March 31, 2022.

7. Investments

Non-current investments

| | Nominal Value per unit | Number of shares | | Amount | |
|--|------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| | | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| i) Investment in unquoted equity shares in subsidiary, valued at cost | | | | | |
| Seedlings India Private Limited (wholly owned subsidiary) | 10 | 10,000 | 10,000 | 1.00 | 1.00 |
| Best Crop Science Private Limited (wholly owned subsidiary) | 10 | 68,50,000 | 68,50,000 | 10,159.85 | 10,159.85 |
| Total investments in unquoted equity shares in subsidiary, valued at cost [A] | | | | 10,160.85 | 10,160.85 |

Notes to Standalone Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

| | Nominal Value per unit | Number of shares | | Amount | |
|---|------------------------|----------------------|----------------------|----------------------|----------------------|
| | | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| ii) Investment in unquoted equity shares, valued at fair value through profit and loss (FVTPL) | | | | | |
| Tavares Tradelinks Private Limited | 10 | - | 9,239 | - | 3.00 |
| Less: | | | | | |
| Impairment on investments* | | | | - | (3.00) |
| Total investments in unquoted equity shares, valued at FVTPL [B] | | | | - | - |
| Total non-current investments [A+B] | | | | 10,160.85 | 10,160.85 |
| Aggregate value of unquoted investments | | | | 10,160.85 | 10,163.85 |
| Aggregate value of impairment in value of investments | | | | - | 3.00 |
| Category-wise investment | | | | | |
| Measured at cost | | | | 10,160.85 | 10,160.85 |
| Measured at FVTPL | | | | - | - |

Notes:

- (i) Refer note 43 for disclosure of fair values in respect of financial assets measured at fair value and amortised cost.
- (ii) The Company has acquired 100% controlling interest in Best Crop Science Private Limited on October 13, 2021 through issue of equity shares (refer note 49).

8. Trade receivables

| | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| Trade receivables | | |
| Secured, considered good | - | - |
| Unsecured, considered good | 30,143.21 | 23,376.19 |
| Receivable which have significant increase in credit risk | 1,057.12 | 506.92 |
| Receivable credit impaired | - | - |
| | 31,200.33 | 23,883.11 |
| Less: Allowance for expected credit loss | | |
| Secured, considered good | - | - |
| Unsecured, considered good | - | - |
| Receivable which have significant increase in credit risk | (1,057.12) | (506.92) |
| Receivable credit impaired | - | - |
| | 30,143.21 | 23,376.19 |
| Trade receivables from related parties (refer note 39) | 9,846.44 | 5,621.05 |

Notes to Standalone Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

Trade receivables ageing schedule as at March 31, 2023 and March 31, 2022:

| Particulars | Outstanding for following periods from date of transaction | | | | | Total |
|--|--|--------------------|---------------|---------------|-------------------|------------------|
| | Less than 6 months | 6 months to 1 year | 1-2 years | 2-3 years | More than 3 years | |
| As at March 31, 2023 | | | | | | |
| a) Undisputed trade receivables | | | | | | |
| - considered good | 23,470.20 | 6,012.72 | 660.29 | - | - | 30,143.21 |
| - which have significant increase in credit risk | - | - | 150.57 | 0.01 | 17.08 | 167.66 |
| - which are credit impaired | - | - | - | - | - | - |
| | 23,470.20 | 6,012.72 | 810.86 | 0.01 | 17.08 | 30,310.87 |
| b) Disputed trade receivables | | | | | | |
| - considered good | - | - | - | - | - | - |
| - which have significant increase in credit risk | - | - | 226.06 | 299.99 | 363.41 | 889.46 |
| - which are credit impaired | - | - | - | - | - | - |
| | - | - | 226.06 | 299.99 | 363.41 | 889.46 |
| Less: Allowance for expected credit loss | - | - | (376.63) | (300.00) | (380.49) | (1,057.12) |
| | 23,470.20 | 6,012.72 | 660.29 | - | - | 30,143.21 |
| As at March 31, 2022 | | | | | | |
| a) Undisputed trade receivables | | | | | | |
| - considered good | 21,311.78 | 1,704.28 | 342.64 | - | 17.49 | 23,376.19 |
| - which have significant increase in credit risk | - | - | - | - | - | - |
| - which are credit impaired | - | - | - | - | - | - |
| | 21,311.78 | 1,704.28 | 342.64 | - | 17.49 | 23,376.19 |
| b) Disputed trade receivables | | | | | | |
| - considered good | - | - | - | - | - | - |
| - which have significant increase in credit risk | - | - | 82.47 | 153.90 | 270.55 | 506.92 |
| - which are credit impaired | - | - | - | - | - | - |
| | - | - | 82.47 | 153.90 | 270.55 | 506.92 |
| Less: Allowance for expected credit loss | - | - | (82.47) | (153.90) | (270.55) | (506.92) |
| | 21,311.78 | 1,704.28 | 342.64 | - | 17.49 | 23,376.19 |

Notes:

- (i) Refer note 41 for the movement of allowance for expected credit loss.
- (ii) Refer note 43 for disclosure of fair values in respect of financial assets measured at amortised cost.
- (iii) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.
- (iv) There are no unbilled receivables, hence the same is not disclosed in the ageing schedule.
- (v) The general terms of the payment is between 60-180 days and there is no significant financing component.

Notes to Standalone Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

9. Loans

| | Current | |
|--|-------------------------|-------------------------|
| | As at March 31, 2023 | As at March 31, 2022 |
| Considered good, unsecured | | |
| Loan to related parties (refer note 39 and 48) | 2,841.33 | 8,853.17 |
| | 2,841.33 | 8,853.17 |

Below table represents the details of loans granted to promoters, directors, key managerial personnel and related parties which are repayable on demand as at March 31, 2023:

| Name of the borrower | Relationship | Amount of loan or advance in the nature of loan outstanding | Percentage to the total loans and advances in the nature of loans | Terms |
|-----------------------------------|-------------------------|---|---|--|
| Best Crop Science Private Limited | Wholly owned subsidiary | 514.20 | 18% | Interest bearing and repayable on demand |
| Seedlings India Private Limited | Wholly owned subsidiary | 2,327.13 | 82% | |

Below table represents the details of loans granted to promoters, directors, key managerial personnel and related parties which are repayable on demand as at March 31, 2022:

| Name of the borrower | Relationship | Amount of loan or advance in the nature of loan outstanding | Percentage to the total loans and advances in the nature of loans | Terms |
|-----------------------------------|-------------------------|---|---|--|
| Best Crop Science Private Limited | Wholly owned subsidiary | 7,137.40 | 81% | Interest bearing and repayable on demand |
| Seedlings India Private Limited | Wholly owned subsidiary | 1,715.77 | 19% | |

Note:

(i) Refer note 43 for disclosure of fair values in respect of financial assets measured at amortised cost.

10. Other financial assets

| | Non-current | | Current | |
|---|-------------------------|-------------------------|-------------------------|-------------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Interest accrued but not due on fixed deposits | - | - | 23.85 | 3.84 |
| Security deposits | 30.69 | 27.13 | - | - |
| Bank deposits with more than 12 months maturity | 1,556.83 | - | - | - |
| Others | - | - | - | 0.83 |
| | 1,587.52 | 27.13 | 23.85 | 4.67 |

Note:

(i) Refer note 43 for disclosure of fair values in respect of financial assets measured at amortised cost.

Notes to Standalone Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

11. Other assets

| | Non-current | | Current | |
|-------------------------------------|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Advances to suppliers | - | - | 201.24 | 92.71 |
| Balance with government authorities | - | - | 2,778.59 | 1,680.45 |
| Prepaid expenses | 2.80 | 0.40 | 364.26 | 76.43 |
| Advances tax (net of provision) | 1,009.79 | - | - | - |
| Employee and other advances | - | - | 83.78 | 83.62 |
| | 1,012.59 | 0.40 | 3,427.87 | 1,933.21 |

12. Inventories (valued at lower of cost or net realisable value, unless otherwise stated)

| | As at March 31, 2023 | As at March 31, 2022 |
|-----------------|----------------------|----------------------|
| Stock-in-trade* | 31,830.98 | 20,243.29 |
| | 31,830.98 | 20,243.29 |

*Inventories have been reduced by ₹ 953.71 lakhs (previous year: ₹ 309.21 lakhs) as a result of write-down to net realisable value.

13. Cash and cash equivalents

| | As at March 31, 2023 | As at March 31, 2022 |
|---------------------|----------------------|----------------------|
| Balances with banks | | |
| On current accounts | 5,760.07 | 1,266.05 |
| Cash on hand | 8.53 | 9.76 |
| | 5,768.60 | 1,275.81 |

Note:

(i) Refer note 43 for disclosure of fair values in respect of financial assets measured at amortised cost.

14. Bank balances other than cash and cash equivalents

| | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| Deposit with original maturity of more than 3 months and less than 12 months* | 2,516.61 | 2,703.31 |
| | 2,516.61 | 2,703.31 |

* Deposits are against cash credit and working capital loans from banks and financial institutions. The same are restricted for use till settlement of corresponding liability.

Note:

(i) Refer note 43 for disclosure of fair values in respect of financial assets measured at amortised cost.

Notes to Standalone Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

15. Equity share capital

| | Number of shares | | Amount | |
|--|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Authorised | | | | |
| Equity shares of ₹ 10/- each | 2,37,00,000 | 2,37,00,000 | 2,370.00 | 2,370.00 |
| | 2,37,00,000 | 2,37,00,000 | 2,370.00 | 2,370.00 |
| Issued, subscribed and fully paid up equity capital | | | | |
| Equity shares of ₹ 10/- each | 2,36,44,740 | 2,36,44,740 | 2,364.47 | 2,364.47 |
| Total share capital | 2,36,44,740 | 2,36,44,740 | 2,364.47 | 2,364.47 |

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year:

| | Number of shares | | Amount | |
|--|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Authorised share capital | | | | |
| Balance as the beginning of reporting year | 2,37,00,000 | 2,37,00,000 | 2,370.00 | 2,370.00 |
| Balance as the end of reporting year | 2,37,00,000 | 2,37,00,000 | 2,370.00 | 2,370.00 |
| Issued equity capital | | | | |
| Equity share of ₹ 10/- each issued, subscribed and fully paid | | | | |
| Balance as the beginning of reporting year | 2,36,44,740 | 2,20,32,066 | 2,364.47 | 2,203.21 |
| Issued during the year * | - | 16,12,674 | - | 161.26 |
| Balance as the end of reporting year | 2,36,44,740 | 2,36,44,740 | 2,364.47 | 2,364.47 |

* refer note 50.

(b) Terms/rights attached to equity shares:

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. 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) Details of shareholders holding more than 5% shares in the Company:

| | As at March 31, 2023 | | As at March 31, 2022 | |
|---|----------------------|--------------|----------------------|--------------|
| | Number of shares | % of holding | Number of shares | % of holding |
| Equity shares with voting rights | | | | |
| Vandana Alawadhi | 63,92,717 | 27.04% | 63,92,717 | 27.04% |
| Raj Kumar | 17,43,816 | 7.38% | 42,94,166 | 18.16% |
| Vimal Kumar | 48,65,670 | 20.58% | 37,54,955 | 15.88% |
| Resonance Opportunities Fund | 19,27,866 | 8.15% | 21,34,406 | 9.03% |

Notes to Standalone Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

(d) Details of shares held by promoters in the Company:

| | As at March 31, 2023 | | As at March 31, 2022 | | % change in share holding |
|-------------------|----------------------|--------------|----------------------|--------------|---------------------------|
| | No. of shares | % of holding | No. of shares | % of holding | |
| Vandana Alawadhi | 63,92,717 | 27.04% | 63,92,717 | 27.04% | 0.00% |
| Vimal Kumar | 48,65,670 | 20.58% | 37,54,955 | 15.88% | 4.70% |
| Kamal Kumar | 3,67,745 | 1.56% | 3,67,745 | 1.56% | 0.00% |
| Kamal Kumar (HUF) | 2,20,500 | 0.93% | 2,20,500 | 0.93% | 0.00% |
| Geeta Garg* | 140 | 0.00% | 2,640 | 0.01% | -0.01% |
| Vishesh Gupta* | 1 | 0.00% | 235 | 0.00% | 0.00% |

* Management has filed an application for reclassification of Geeta Garg and Vishesh Gupta from promoter group to public. Approval from the authorities is awaited.

(e) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding March 31, 2023:

| | March 31, 2023 | March 31, 2022 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
|---|----------------|----------------|----------------|----------------|----------------|
| Equity shares allotted as fully paid up | - | 16,12,674 # | - | - | 1,40,55,993 ## |

issued pursuant to approval of shareholders in the annual general meeting on acquisition of 100% controlling interest in Best Crop Science Private Limited on October 13, 2021. Refer note 49.

issued pursuant to order received from NCLT on May 5, 2020 for amalgamation of Best Agrochem Private Limited with the Company.

(f) The Company has not issued any bonus shares nor has there been any buy-back of shares in the current year and preceding five years.

16. Other equity

| | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| Capital reserve | | |
| Balance as the beginning of reporting year | 3,201.72 | 3,201.72 |
| Balance as the end of reporting year | 3,201.72 | 3,201.72 |
| Securities premium | | |
| Balance as the beginning of reporting year | 11,026.81 | 1,028.23 |
| Share issued during the year | - | 9,998.58 |
| Balance as the end of reporting year | 11,026.81 | 11,026.81 |
| Retained earnings | | |
| Balance as the beginning of reporting year | 14,365.71 | 6,091.31 |
| Add: Profit for the year | 4,708.11 | 8,707.02 |
| Add: Remeasurement gain/(loss) of defined benefit obligations (net) | 2.99 | 8.02 |
| Less: Payment of dividend on equity shares (refer note 54) | (472.89) | (440.64) |
| Balance as the end of reporting year | 18,603.92 | 14,365.71 |

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(All amounts in ₹ lakhs, unless stated otherwise)

| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| Revaluation reserve | | |
| Balance as the beginning of reporting year (net) | 271.60 | 442.18 |
| Less: Revaluation during the year (net) | 481.00 | (170.58) |
| Balance as the end of reporting year (net) | 752.60 | 271.60 |
| | 33,585.05 | 28,865.84 |

Nature and purpose of reserve

Capital reserve

Capital reserve was created on account of loss on business combinations.

Securities premium

Securities premium comprises of the premium on issue of shares. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

Retained earnings

Retained earnings refer to the net profit/(loss) retained by the Company for its core business activities. It also includes the gain/(loss) on remeasurement of defined employee benefit obligations.

Revaluation reserve

This represents the cumulative gains and losses arising on the revaluation of land and building. It is not available for distribution as dividend.

17. Borrowings

17 (a) Non-current borrowings

| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| Secured | | |
| Term loans | | |
| Indian rupee loan from financial institutions (refer note a) | 1,161.29 | - |
| Vehicle loans | | |
| Indian rupee loan from bank (refer note b) | 430.32 | 288.48 |
| | 1,591.61 | 288.48 |
| Less: Current maturities of non-current borrowings (refer note 17(b)) | (695.15) | (124.46) |
| | 896.47 | 164.02 |
| Secured | 896.47 | 164.02 |
| Unsecured | - | - |

| Nature of Security | Terms of repayment |
|--|--|
| a. Term loan from financial institutions | |
| Term loan from Tata Capital Finance Limited has been obtained against hypothecation of current assets and fixed assets of the Company. | Repayable in 36 equal monthly installment of ₹ 43.01 lakhs from July 5, 2022. Rate of interest at 10.00% per annum. |

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As at March 31, 2023

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| Nature of Security | Terms of repayment |
|---|---|
| b. Vehicle loans from banks | |
| Vehicle loans have been obtained from banks and the same are secured by hypothecation of respective vehicles. | Repayable in 36 to 60 equal monthly installment of ₹ 0.18 lakhs to ₹ 2.97 lakhs (previous year ₹ 0.18 lakhs to ₹ 3.87 lakhs). |
| | Rate of interest at 8.20% to 12.35% per annum (previous year 8.25% to 12.75% per annum) |

Notes:

- Refer note 43 for disclosure of fair values in respect of financial liabilities measured at fair value and amortised cost.
- The Company has not defaulted in repayment of interest during the current financial year. Further, there have been no default in repayment of loan and no breaches in the financial covenants of any interest-bearing non-current loans and borrowing in the current year.

17 (b) Current borrowings

| | As at March 31, 2023 | As at March 31, 2022 |
|--|-------------------------|-------------------------|
| Secured | | |
| Cash credit from banks (refer note a) | 3,881.06 | 8,382.84 |
| Working capital loan from banks and financial institution (refer note b) | 22,427.52 | 4,450.00 |
| | 26,308.58 | 12,832.84 |
| Add: Current maturities of non-current loans (refer note 17(a)) | 695.15 | 124.46 |
| | 27,003.73 | 12,957.30 |
| Secured | 27,003.73 | 12,957.30 |
| Unsecured | - | - |

Notes:

- Cash credit facilities have been obtained from banks which has been secured by first pari passu charge on present and future current assets and movable property, plant and equipment except vehicles. The facilities taken from banks are secured by personal guarantee of promoter Mr. Vimal Kumar, Mrs Vandana Alawadhi and Mr Kamal Kumar and director Mr. Shuvendu Satpathy. These loans carry interest rate of 7.60% to 10.50% per annum (previous year: 7.60% to 11.70% per annum).
- Working capital loan facility was obtained from banks and financial institution during the year which has been secured by first pari passu charge on present and future current assets and movable property, plant and equipment except vehicles. The facilities taken from banks and financial institution are secured by personal guarantee of promoter Mr. Vimal Kumar and Mrs Vandana Alawadhi and director M. Shuvendu Satpathy on behalf of the Company. These loan carry interest rate of 6.75% to 9.10% per annum (previous year: 6.75% to 8.80% per annum). Further, working capital facility have been obtained from one bank which has been secured against assigned trade receivables. This facility carry interest rate of 9% per annum (previous year: Nil).
- Refer note 43 for disclosure of fair values in respect of financial liabilities measured at fair value and amortised cost.

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(All amounts in ₹ lakhs, unless stated otherwise)

d. Below table represents the summary of reconciliation of the quarterly statements of current assets filed by the Company with banks and financial statements:

| Particulars | Name of bank | As per statement filed | As per books of accounts | Difference | Remarks |
|---|---|------------------------|--------------------------|------------|--|
| i) Quarter ended June 30, 2022 | | | | | |
| Inventories | The statement has been filed with Yes Bank, | 26,529.11 | 26,562.11 | (33.00) | |
| Trade receivables | Standard Chartered Bank | 42,140.90 | 42,143.25 | (2.35) | |
| Trade payables | Axis Bank, SBI, Bajaj Finance Ltd. and State Bank of Mauritius. | 43,178.90 | 43,178.71 | 0.19 | |
| ii) Quarter ended September 30, 2022 | | | | | |
| Inventories | The statement has been filed with Yes Bank, | 36,828.40 | 36,828.47 | (0.07) | |
| Trade receivables | Standard Chartered Bank | 41,962.20 | 41,958.64 | 3.56 | |
| Trade payables | Axis Bank, SBI, Bajaj Finance Ltd. and State Bank of Mauritius. | 43,526.50 | 43,523.89 | 2.61 | Differences are mainly on account of provisions and period end adjustment entries. |
| iii) Quarter ended December 31, 2022 | | | | | |
| Inventories | The statement has been filed with Yes Bank, | 35,574.20 | 35,568.59 | 5.61 | |
| Trade receivables | Standard Chartered Bank | 35,475.30 | 35,474.04 | 1.26 | |
| Trade payables | Axis Bank, SBI, Bajaj Finance Ltd. and State Bank of Mauritius. | 29,932.40 | 29,923.48 | 8.92 | |
| iv) Quarter ended March 31, 2023 | | | | | |
| Inventories | The statement has been filed with Yes Bank, | 31,830.90 | 31,830.98 | (0.08) | |
| Trade receivables | Standard Chartered Bank | 30,144.00 | 30,143.21 | 0.79 | |
| Trade payables | Axis Bank, SBI, Bajaj Finance Ltd. and State Bank of Mauritius. | 22,424.10 | 22,423.67 | 0.43 | |

f. There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

g. The Company has not defaulted in repayment of dues during the current financial year.

h. The Company is required to comply with certain debt covenants as mentioned in the loan agreement for working capital loans and cash credit facilities, failure of which makes the loan to be repaid on demand at the discretion of the bank. During the year, there has been one breach in the financial covenants of current borrowings obtained from one bank. The same has already been classified under current borrowings.

18. Lease liabilities

| | Non-current | | Current | |
|-----------------------------------|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Lease liabilities (refer note 42) | 532.12 | 358.72 | 153.94 | 173.91 |
| | 532.12 | 358.72 | 153.94 | 173.91 |

Note: Refer note 43 for disclosure of fair values in respect of financial liabilities measured at fair value and amortised cost.

Notes to Standalone Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

19. Trade payables

| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| Trade payables of micro and small enterprises (refer note 46) | 13.84 | 3.64 |
| Trade payables other than micro enterprises and small enterprises | 22,409.83 | 21,671.48 |
| | 22,423.67 | 21,675.12 |
| Trade payables to related parties (refer note 39) | 284.27 | 130.99 |

Trade payables ageing schedule as at March 31, 2023 and March 31, 2022:

| Particulars | Outstanding for following periods from date of transaction | | | | Total |
|---|--|--------------|---------------|----------------------|------------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| As at March 31, 2023 | | | | | |
| a) Undisputed trade payables | | | | | |
| Micro enterprises and small enterprises | 13.84 | - | - | - | 13.84 |
| Others | 22,349.09 | 59.65 | 1.09 | - | 22,409.82 |
| | 22,362.93 | 59.65 | 1.09 | - | 22,423.66 |
| b) Disputed trade payables | | | | | |
| Micro enterprises and small enterprises | - | - | - | - | - |
| Others | - | - | - | - | - |
| | 22,362.93 | 59.65 | 1.09 | - | 22,423.66 |
| As at March 31, 2022 | | | | | |
| a) Undisputed trade payables | | | | | |
| Micro enterprises and small enterprises | 3.64 | - | - | - | 3.64 |
| Others | 21,215.53 | - | 455.95 | - | 21,671.48 |
| | 21,219.17 | - | 455.95 | - | 21,675.12 |
| b) Disputed trade payables | | | | | |
| Micro enterprises and small enterprises | - | - | - | - | - |
| Others | - | - | - | - | - |
| | 21,219.17 | - | 455.95 | - | 21,675.12 |

Notes:

- (i) There are no unbilled trade payables, hence the same is not disclosed in the ageing schedule.
- (ii) Refer note 43 for disclosure of fair values in respect of financial liabilities measured at fair value and amortised cost.

20. Other financial liabilities

| | Non-current | | Current | |
|--|-------------------------|-------------------------|-------------------------|-------------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Unpaid dividend | - | - | 14.11 | 6.59 |
| Employee related liabilities | - | - | 362.81 | 259.86 |
| Security deposits | - | 296.13 | 513.21 | - |
| Payable for business acquisition (refer note 50) | - | - | 808.06 | 1,777.94 |

Notes to Standalone Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

| | Non-current | | Current | |
|--------|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Others | - | - | 73.94 | 78.21 |
| | - | 296.13 | 1,772.13 | 2,122.60 |

Note: Refer note 43 for disclosure of fair values in respect of financial liabilities measured at fair value and amortised cost.

21. Provisions

| | Non-current | | Current | |
|--|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Provision for gratuity (refer note 38) | 118.51 | 85.54 | 21.05 | 16.14 |
| Provision for compensated absence | - | - | 48.56 | 16.87 |
| | 118.51 | 85.54 | 69.61 | 33.01 |

22. Other current liabilities

| | As at March 31, 2023 | As at March 31, 2022 |
|-----------------------------|----------------------|----------------------|
| Revenue received in advance | 3,397.58 | 978.38 |
| Statutory dues payable | 483.15 | 85.13 |
| Others | - | 51.74 |
| | 3,880.73 | 1,115.25 |

23. Current tax liability (net)

| | As at March 31, 2023 | As at March 31, 2022 |
|--|----------------------|----------------------|
| (A) Current tax liabilities | | |
| Provision for income tax | - | 3,070.82 |
| Total (A) | - | 3,070.82 |
| (B) Income tax assets | | |
| Advance income tax | - | 2,390.78 |
| Total (B) | - | 2,390.78 |
| Current tax liabilities (net) (A-B) | - | 680.04 |

24. Deferred tax assets

| | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| Deferred tax asset arising on account of: | | |
| Property, plant and equipment: impact of differences between tax depreciation and depreciation/amortisation charged in the financial statements | 104.25 | 89.91 |
| Provision for doubtful debt and advances | 266.05 | 127.58 |
| Employee benefits obligations | 47.34 | 35.53 |
| Right of use assets and lease liabilities | 4.02 | 5.73 |

Notes to Standalone Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| | 421.66 | 258.75 |
| Deferred tax liability arising on account of | | |
| Revaluation of immovable properties measured through other equity | (253.12) | (91.34) |
| | (253.12) | (91.34) |
| Total Deferred Tax Assets | 168.54 | 167.41 |

Changes in deferred tax assets (net)

| | As at March 31, 2021 | Recognised in | | As at March 31, 2022 | Recognised in | | As at March 31, 2023 |
|---|----------------------------|----------------|--------------------|----------------------------|-----------------|--------------------|----------------------------|
| | | OCI | Profit and loss | | OCI | Profit and loss | |
| Items leading to creation of deferred tax assets/deferred tax liabilities | | | | | | | |
| Property, plant and equipment: impact of differences between tax depreciation and depreciation/amortisation charged in the financial statements | 29.90 | - | 60.01 | 89.91 | - | 14.33 | 104.25 |
| Provision for doubtful debt and advances | 52.07 | - | 75.51 | 127.58 | - | 138.48 | 266.05 |
| Employee benefits obligations | 20.47 | (2.69) | 17.75 | 35.53 | (1.01) | 12.82 | 47.34 |
| Right of use assets and lease liabilities | 8.33 | - | (2.60) | 5.73 | - | (1.71) | 4.02 |
| Total deferred tax assets | 110.78 | (2.69) | 150.67 | 258.75 | (1.01) | 163.92 | 421.66 |
| Items leading to creation of deferred tax liabilities | | | | | | | |
| Revaluation of immovable properties | - | (91.34) | - | (91.34) | (161.78) | - | (253.12) |
| Total deferred tax liabilities | - | (91.34) | - | (91.34) | (161.78) | - | (253.12) |
| Net deferred tax assets | 110.78 | (94.03) | 150.67 | 167.41 | (162.79) | 163.92 | 168.54 |

Note: Refer note 33 for effective tax reconciliation.

25. Revenue from operations

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|------------------|--------------------------------------|--------------------------------------|
| Sale of products | 1,49,996.20 | 1,13,427.44 |
| | 1,49,996.20 | 1,13,427.44 |
| India | 1,49,444.77 | 1,13,234.92 |
| Outside India | 551.43 | 192.52 |
| | 1,49,996.20 | 1,13,427.44 |

Contract balances

| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| Revenue received in advance (refer note 22) * | 3,397.58 | 978.38 |

Notes to Standalone Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

Contract liabilities - Revenue received in advance

| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| Opening balance of Contract liabilities | 978.38 | 3,448.02 |
| Less: Amount of revenue recognised against opening contract liabilities/refunds | (978.38) | (1,003.07) |
| Add: Addition in balance of contract liabilities for current year | 3,397.58 | (1,466.57) |
| Closing balance of Contract liabilities | 3,397.58 | 978.38 |

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

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| Revenue from contract with customer as per the contract price | 1,68,805.45 | 1,21,530.39 |
| Adjustments made to contract price on account of: | | |
| a) Discounts and rebates | (6,138.51) | (2,010.33) |
| b) Sales returns | (12,669.60) | (6,092.62) |
| Revenue from contract with customer | 1,49,997.34 | 1,13,427.44 |

Performance obligation

Information about the Company's performance obligations are summarised below:

Traded goods

The performance obligation is satisfied once the goods are dispatched to the customer.

* The significant increase in contract balances in FY 2022-2023 is mainly due to increase in advance from customers is on account of additional advances against sales to be made during the subsequent period. The year end balances are on account of advances received in the normal course of business.

26. Other income

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| Interest income | | |
| From banks* | 177.10 | 38.20 |
| From others* | 757.46 | 366.71 |
| Profit on sale of investment | - | 51.53 |
| Liabilities written back | - | 0.19 |
| Gain on lease cancellation | 61.08 | - |
| Profit on sale of property, plant and equipment | 2.10 | 1.02 |
| Others | 10.97 | 77.72 |
| | 1,008.71 | 535.37 |

*underlying assets on which income is recognised are carried at amortised cost.

Notes to Standalone Financial Statements

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(All amounts in ₹ lakhs, unless stated otherwise)

27. Purchase of stock-in-trade

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|-----------|--------------------------------------|--------------------------------------|
| Purchases | 1,40,811.56 | 1,01,432.49 |
| | 1,40,811.56 | 1,01,432.49 |

28. (Increase)/decrease in inventories of stock-in-trade

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| Inventory at the end of the year | | |
| Stock-in-trade | (31,830.98) | (20,243.29) |
| Inventory at the beginning of the year | | |
| Stock-in-trade | 20,243.29 | 15,366.12 |
| | (11,587.69) | (4,877.16) |

29. Employee benefits expense

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Salaries and wages | 3,269.79 | 1,790.14 |
| Contribution to provident fund and other funds (refer note 38) | 62.88 | 36.46 |
| Staff welfare expenses | 49.10 | 38.30 |
| | 3,381.77 | 1,864.90 |

30. Finance costs

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|------------------------|--------------------------------------|--------------------------------------|
| Interest expense | | |
| - On borrowings | 1,973.21 | 684.21 |
| - On lease liabilities | 57.06 | 42.59 |
| Other borrowing cost* | 365.98 | 328.26 |
| | 2,396.25 | 1,055.06 |

* includes processing charges and other related costs.

31. Depreciation and amortisation expense

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Depreciation on property, plant and equipment (refer note 3) | 325.22 | 238.70 |
| Amortisation on right-of-use assets (refer note 4) | 186.02 | 141.84 |
| Amortisation on intangible assets (refer note 5) | 4.57 | 3.80 |
| | 515.82 | 384.34 |

Notes to Standalone Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

32. Other expenses

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Rent expenses (refer note 42) | 111.78 | 90.55 |
| Repair and maintenance | 74.24 | 70.96 |
| Travelling and conveyance | 1,449.96 | 536.81 |
| Outsourced service cost | 787.93 | 205.41 |
| Loading and unloading charges | 96.51 | 15.56 |
| Insurance | 164.59 | 91.69 |
| Advertisement and business promotions | 633.65 | 190.37 |
| Printing and stationery | 134.98 | 60.28 |
| Communication charges | 49.05 | 10.13 |
| Water and electricity | 43.45 | 27.87 |
| Clearing and forwarding charges | 226.92 | 222.99 |
| Payment to auditors (refer note 36) | 41.68 | 42.34 |
| Foreign exchange fluctuation | 2,001.65 | 67.45 |
| Legal and professional | 377.11 | 270.82 |
| Provision for doubtful debts | 550.20 | 300.00 |
| Donation | 1,001.37 | - |
| Commission paid | - | 20.36 |
| Corporate social responsibility expenses (refer note 44) | 121.00 | 47.28 |
| Miscellaneous expenses | 920.02 | 225.93 |
| | 8,786.09 | 2,496.80 |

33. Tax expense

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|-------------------------------|--------------------------------------|--------------------------------------|
| Current tax | 2,156.92 | 3,070.82 |
| Deferred tax | (163.92) | (150.67) |
| Tax relating to earlier years | - | (20.79) |
| | 1,993.00 | 2,899.36 |

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2023 and March 31, 2022:

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Accounting profit before tax | 6,701.11 | 11,606.38 |
| Tax at India's statutory income tax rate of 25.17% (March 31, 2022: 25.17%) | 1,686.67 | 2,921.09 |
| Tax impact of non-deductible expenses | 306.33 | 34.58 |
| Tax relating to earlier years | - | (20.79) |
| Other adjustments | - | (35.52) |
| Income tax expense reported in the statement of profit and loss | 1,993.00 | 2,899.36 |
| At the effective income tax rate of 29.74% (March 31, 2022: 24.98%) | 1,993.00 | 2,899.36 |

Notes to Standalone Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

34. Earnings per share (EPS)

The following reflects the income and share data used in the basic and diluted EPS computations:

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| Profit attributable to equity holders of the Company | 4,708.11 | 8,707.02 |
| Weighted average number of equity shares used for computing Earning per Share (shares in lakhs) | 236.45 | 227.83 |
| Basic and diluted earnings per share | 19.91 | 38.22 |

35. Contingent liabilities and commitments

Contingent Liabilities

(i) Claims against the Company not acknowledged as debts

| | As at year ended March 31, 2023 | As at year ended March 31, 2022 |
|--|------------------------------------|------------------------------------|
| Claims made by direct tax authorities | | |
| Income tax (refer note a and b) | 49.89 | 49.89 |
| Total | 49.89 | 49.89 |

Notes:

- In respect of Assessment Year 2012-2013, demand was raised due to disallowance of certain expenses under section 14A of the Income Tax Act and also certain other disallowances. The amount involved is ₹ 14.42 lakhs (March 31, 2022: ₹ 14.42 lakhs).
- In respect of Assessment Year 2017-2018, demand was raised due to addition of income under section 56(2)(viib) of the Income Tax Act and also certain other additions. The amount involved is ₹ 35.47 lakhs (March 31, 2022: ₹ 35.47 lakhs).
- The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its Standalone Financial Statements. The Company also believes that the above issues, when finally settled, are not likely to have any significant impact on the financial position of the Company. The Company does not expect any reimbursements in respect of the above contingent liabilities.

36. Payment to auditors

| | As at year ended March 31, 2023 | As at year ended March 31, 2022 |
|--------------------------|------------------------------------|------------------------------------|
| As auditor | | |
| - Audit fee | 26.00 | 26.00 |
| - Limited review | 12.00 | 11.00 |
| In other capacity | | |
| For other services | - | 2.75 |
| Out of pocket expenses | 3.68 | 2.59 |
| Total | 41.68 | 42.34 |

Notes to Standalone Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

37. Unhedged foreign currency exposure

The amount of foreign currency exposure that are not hedged by derivative instrument or otherwise as on March 31, 2023 and March 31, 2022 are as under:

| | Foreign currency | Amount in foreign currency in lakhs | | Amount in ₹ lakhs | |
|------------------------|------------------|-------------------------------------|----------------------|-----------------------|------------------------|
| | | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023* | As at March 31, 2022** |
| Trade receivables | USD | 0.59 | 1.50 | 48.66 | 114.03 |
| Trade payables | USD | 187.05 | 189.80 | 15,377.42 | 14,388.19 |
| Advances to suppliers | USD | 0.36 | 0.35 | 29.58 | 26.91 |
| Advance from customers | USD | - | 0.94 | - | 71.13 |

*Exchange Rate for March 31, 2023, 1 USD = ₹ 82.21

**Exchange Rate for March 31, 2022, 1 USD = ₹ 75.81

Refer note 41 for sensitivity analysis.

38. Employee benefit obligations

a. Defined contribution plan

An amount of ₹ 61.64 lakhs [March 31, 2022: ₹ 35.18 lakhs] for the year has been recognised as an expense in respect of the Company's contributions towards Provident Fund and an amount of ₹ 1.24 lakhs [March 31, 2021: ₹ 1.28 lakhs] for the year has been recognised as an expense in respect of Company's contributions towards Employee State Insurance which are deposited with the government authorities and have been included under employee benefit expenses in the Statement of Profit and Loss.

A. Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. The Company has a defined benefit gratuity plan. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service or part thereof in excess of six months subject to a maximum of ₹ 20.00 lakhs. The scheme is unfunded.

Statement of profit & loss account

(i) Amount recognised in the statement of profit and loss is as under:

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|-----------------------------------|-----------------------------------|
| Current service cost | 35.06 | 24.71 |
| Interest cost on defined obligation | 6.82 | 5.46 |
| Net impact on profit (before tax) | 41.88 | 30.17 |
| Actuarial (gain)/loss recognised during the year | (4.00) | (10.71) |
| Amount recognised in total comprehensive income | 37.88 | 19.46 |

(ii) Change in the present value of obligation:

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|-----------------------------------|-----------------------------------|
| Opening defined benefit obligation | 101.68 | 86.59 |
| Current service cost | 35.06 | 24.71 |

Notes to Standalone Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| Interest cost | 6.82 | 5.46 |
| Benefits paid | - | (4.37) |
| Actuarial losses | (4.00) | (10.71) |
| Closing defined benefit obligation | 139.56 | 101.68 |
| Provision for gratuity | | |
| Current | 21.05 | 16.14 |
| Non-current | 118.51 | 85.54 |

(iii) Breakup of actuarial (gain)/loss:

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| Actuarial (gain)/loss from change in demographic assumption | - | - |
| Actuarial (gain)/loss from change in financial assumption | (4.12) | (2.02) |
| Actuarial (gain)/loss from experience adjustment | 0.12 | (8.69) |
| Total actuarial (gain)/loss | (4.00) | (10.71) |

(iv) Actuarial assumptions:

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|----------------------------------|--------------------------------------|--------------------------------------|
| Discount rate | 7.30% | 6.70% |
| Expected rate of salary increase | 10.00% | 10.00% |
| Retirement age: | | |
| - Directors' & Mr. TK Maini | 70 yrs. | 70 yrs. |
| - Head Office employees | 68 yrs. | 68 yrs. |
| - Field employees | 60 yrs. | 60 yrs. |
| Mortality rate | IALM (2012-14) Ultimate | IALM (2012-14) Ultimate |

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

The Expected contribution to the defined benefit plan in future year i.e March 31, 2024 is ₹ 21.05 lakhs.

(v) The impact of sensitivity analysis due to changes in the significant actuarial assumptions on the defined benefit obligations is given in below table:

| | Change in assumptions | As at March 31, 2023 | As at March 31, 2022 |
|----------------------------------|--------------------------|-------------------------|-------------------------|
| Discount rate | +1% | 133.18 | 96.96 |
| | -1% | 146.55 | 106.89 |
| Expected rate of salary increase | +1% | 144.76 | 105.94 |
| | -1% | 134.56 | 97.68 |

Notes to Standalone Financial Statements

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

The above defined benefit plan exposes the Company to following risks:

Interest rate risk:

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary inflation risk:

Expected increases in salary will increase the defined benefit obligation.

Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

(vi) The following payments are expected future cash flows to the defined benefit plan (undiscounted in future years):

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|------------------|--------------------------------------|--------------------------------------|
| Year 1 | 21.05 | 16.14 |
| Year 2 | 19.04 | 12.17 |
| Year 3 | 17.43 | 11.69 |
| Year 4 | 18.41 | 10.14 |
| Year 5 | 20.74 | 10.00 |
| Year 6 and above | 113.42 | 41.53 |

39. Related party transactions

(A) List of key management personnel/directors

| | |
|--|--------------------------|
| Mr. Vimal Kumar | Managing Director |
| Mr. Braj Kishore Prasad | Independent Director |
| Ms. Shweta Grover (upto June 30, 2021) | Independent Director |
| Ms. Chetna (with effect from July 1, 2021) | Independent Director |
| Mr. Shuvendu Kumar Satpathy | Non Executive Director |
| Mr. Raajan Kumar Ailawadhi | Executive Director (WTD) |
| Ms. Isha Luthra | Executive Director (WTD) |
| Mr. Atul Garg (with effect from April 10, 2021 upto March 1, 2023) | Chief Financial Officer |
| Mr. Sanjeev Kharbanda (with effect from March 1, 2023) | Chief Financial Officer |
| Mrs. Astha Wahi | Company Secretary |

(B) List of subsidiaries

| | |
|---|-------------------------|
| M/s Seedlings India Private Limited | Wholly Owned Subsidiary |
| M/s Best Crop Science Private Limited (with effect from October 13, 2021) | Wholly Owned Subsidiary |

Notes to Standalone Financial Statements

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(C) List of relatives

Mrs. Vandana Alawadhi (wife of Mr. Vimal Kumar)

Mr. Pankaj Luthra (spouse of Mrs. Isha Luthra)

(D) Entities in which a Director or his/her relative is a member or Director

Seedlings Solutions India Private Limited

Pavas Chemicals Private Limited

Best Fertilizers Private Limited

Agfarm India Private Limited

Sudarshan Farm Chemicals India Private Limited (with effect from July 2, 2022)

Best Crop Science Private Limited (with effect from August 28, 2021 and upto October 12, 2021)

Best Crop Science LLP (upto August 27, 2021)

Yatin Wahi & Associates

(E) Disclosure of transactions between the Company and its related parties

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| i) Other group entities over which Key Management Personnel and their relatives are able to exercise significant influence | | |
| Sale of products | | |
| Best Crop Science LLP | - | 10,812.21 |
| Best Crop Science Private Limited | - | 1,165.40 |
| Pavas Chemicals Private Limited | 4.93 | - |
| Sudarshan Farm Chemicals India Private Limited | 145.23 | - |
| Transfer of property, plant and equipment | | |
| Best Crop Science Private Limited | - | 2.05 |
| Purchases of goods | | |
| Best Crop Science LLP | - | 2,722.16 |
| Best Crop Science Private Limited | - | 235.32 |
| Seedlings Solutions India Private Limited | 118.24 | 101.89 |
| Pavas Chemicals Private Limited | - | 64.09 |
| Rent paid (including lease liabilities payment) | | |
| Vandana Alawadhi | | 32.80 |
| Pavas Chemicals Private Limited | 28.07 | 26.73 |
| Professional fees paid | | |
| Yatin Wahi & Associates | 1.28 | - |
| Commission | | |
| Pavas Chemicals Private Limited | - | 7.50 |
| ii) Subsidiary Company | | |
| Sale of products | | |
| Best Crop Science Private Limited | 23,225.59 | 4,700.99 |
| Seedlings India Private Limited | 1,938.72 | 1,294.80 |

Notes to Standalone Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Purchases of goods | | |
| Best Crop Science Private Limited | 8,981.70 | 921.75 |
| Seedlings India Private Limited | 16,575.45 | 1,365.96 |
| Interest income | | |
| Seedlings India Private Limited | 312.54 | 211.93 |
| Best Crop Science Private Limited | 444.91 | 154.78 |
| Investments made | | |
| Best Crop Science Private Limited | - | 10,159.85 |
| Financial guarantee given | | |
| Seedlings India Private Limited | 4,500.00 | 5,000.00 |
| Best Crop Science Private Limited | 11,993.00 | 12,353.00 |
| Loans given | | |
| Seedlings India Private Limited | 500.00 | 4,718.01 |
| Best Crop Science Private Limited | 8,920.40 | 6,998.10 |
| Repayments received | | |
| Seedlings India Private Limited | (7,523.62) | (3,595.00) |
| Best Crop Science Private Limited | (8,590.32) | - |
| iii) Key Managerial Personnel and their relatives | | |
| Rent paid (including lease liabilities payment) | | |
| Vimal Kumar | 49.15 | 65.08 |
| Vandana Alawadhi | 78.48 | 52.08 |
| Travelling expenses | | |
| Raajan Kumar Ailawadhi | 22.32 | 9.48 |
| Vimal Kumar | 31.73 | 10.02 |
| Shuvendu Kumar Satpathy | 2.99 | 0.91 |
| Remuneration* | | |
| Vimal Kumar | 240.00 | 114.00 |
| Shuvendu Kumar Satpathy | 12.18 | 10.31 |
| Isha Luthra | 10.84 | 8.07 |
| Raajan Kumar Ailawadhi | 120.00 | 49.50 |
| Astha Wahi | 10.18 | 8.77 |
| Sanjeev Kharbanda | 13.77 | - |
| Atul Garg | 27.90 | 21.15 |
| Braj Kishore Prasad | 6.00 | 4.00 |
| Chetna | 1.06 | 0.94 |
| Pankaj Luthra | 9.81 | 7.47 |

Notes to Standalone Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

(F) Disclosure of related parties year end balances

| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| i) Other group entities over which Key Management Personnel and their relatives are able to exercise significant influence | | |
| Trade receivable | | |
| Sudarshan Farm Chemicals India Private Limited | 171.38 | - |
| Trade payables | | |
| Pavas Chemicals Private Limited | - | 36.63 |
| Seedlings Solutions India Pvt Ltd | 142.26 | 2.80 |
| ii) Subsidiary Company | | |
| Investments | | |
| Seedling India Private Limited | 1.00 | 1.00 |
| Best Crop Science Private Limited | 10,159.85 | 10,159.85 |
| Loans | | |
| Seedling India Private Limited | 2,327.13 | 1,715.76 |
| Best Crop Science Private Limited | 514.20 | 7,137.40 |
| Trade receivable | | |
| Best Crop Science Private Limited | 7,879.71 | 5,621.05 |
| Seedling India Private Limited | 1,795.35 | - |
| Trade payable | | |
| Seedling India Private Limited | - | 83.98 |
| Financial guarantee | | |
| Best Crop Science Private Limited | 13,673.25 | 5,752.16 |
| Seedling India Private Limited | 3,745.85 | 2,507.84 |
| iii) Key managerial personnel and their relatives | | |
| Trade payables | | |
| Vimal Kumar (rent payable) | 56.31 | 6.63 |
| Vandana Alawadhi (rent payable) | 85.71 | 0.95 |
| Other advances (staff advance) | | |
| Pankaj Luthra | 2.40 | 4.80 |
| Employee related liabilities | | |
| Directors'/KMP remuneration payable* | | |
| Vimal Kumar | 11.75 | 10.02 |
| Raajan Kumar Ailawadhi | 2.03 | 3.87 |
| Shuvendu Kumar Satpathy | 1.56 | 1.10 |
| Isha Luthra | 1.18 | 0.72 |
| Sanjeev Kharbanda | 10.11 | - |
| Atul Garg | 3.45 | 2.16 |
| Astha Wahi | 1.31 | 1.03 |

Notes to Standalone Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

(G) Key managerial personnel remuneration

| Nature of transactions | As at March 31, 2023 | As at March 31, 2022 |
|------------------------------|-------------------------|-------------------------|
| Short-term employee benefits | 441.93 | 216.74 |
| Post-employment benefits * | - | - |
| Other long-term benefits* | - | - |
| | 441.93 | 216.74 |

* Does not include gratuity, since the provision is based upon actuarial for the Company as a whole.

40. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company measures underlying net debt as total liabilities, comprising interest bearing loans and borrowings, excluding any dues to subsidiaries or group companies less cash and cash equivalents. For the purpose of capital management, total capital includes issued equity capital, share premium and all other reserves attributable to the equity holders of the Company, as applicable.

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| Borrowings (note 17) (including current maturities) | 27,900.19 | 13,121.32 |
| Less: cash and cash equivalents (note 13) | (5,768.60) | (1,275.81) |
| Adjusted net debt (A) | 22,131.59 | 11,845.51 |
| Equity | 35,949.52 | 31,230.31 |
| Total equity (B) | 35,949.52 | 31,230.31 |
| Total equity and net debt [C = (A+B)] | 58,081.11 | 43,075.82 |
| Gearing ratio (A/C) | 38% | 27% |

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

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.

41. Financial Instruments: Financial risk management objectives and policies

The Company's principal financial liabilities, comprises of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments in equity shares, loans to related party, trade and other receivables, security deposits, cash and short-term deposits that are derived directly from its operations.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks and advises on financial risks and the appropriate financial risk governance framework for the Company. The board provides assurance to the shareholders that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors' reviews and agrees policies for managing each of these risks, which are summarised below.

Notes to Standalone Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

(i) Credit risk

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

The carrying amounts of financial assets represent the maximum credit risk exposure.

The ageing analysis of trade receivables (net) before adjustment of expected credit loss provision of ₹ 1057.12 lakhs (March 31, 2022: ₹ 506.92 lakhs) as of the reporting date is as follows:

| Age bracket | 0-180 Days | 180-365 Days | More than 365 days | Total |
|--|------------------|-----------------|--------------------|------------------|
| As at March 31, 2023 | | | | |
| Trade receivables (gross) | 23,470.20 | 6012.72 | 1717.40 | 31,200.32 |
| Less: Allowance for expected credit loss | 0.00 | 0.00 | (1,057.12) | (1,057.12) |
| Trade receivables (net) | 23,470.20 | 6,012.72 | 660.29 | 30,143.21 |
| Expected credit loss % | 0.00% | 0.00% | 61.55% | 3.39% |
| As at March 31, 2022 | | | | |
| Trade receivables (gross) | 21,311.78 | 1704.28 | 867.05 | 23,883.11 |
| Less: Allowance for expected credit loss | 0.00 | 0.00 | (506.92) | (506.92) |
| Trade receivables (net) | 21,311.78 | 1704.28 | 360.13 | 23,376.19 |
| Expected credit loss % | 0.00% | 0.00% | 58.47% | 2.12% |

The movement in the allowance for expected credit loss in respect of trade receivables is as follows:

| Nature of transactions | As at March 31, 2023 | As at March 31, 2022 |
|---------------------------------------|----------------------|----------------------|
| Balance at the beginning of the year | 506.92 | 206.92 |
| Additions | 550.20 | 300.00 |
| Balance at the end of the year | 1,057.12 | 506.92 |

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, and bank loans. The Company's approach to managing liquidity to ensure, as far as possible, that it will have sufficient liquidity to meet its liability when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company closely monitors its liquidity position and deploys a robust cash management system. The Company manages liquidity risk by maintaining adequate reserves, borrowing liabilities, by continuously monitoring forecast and actual cash flows, profile of financial assets and liabilities. It maintain adequate sources of financing including loans from banks at an optimised cost. The table below provides the details regarding contractual maturities of financial liabilities.

| | As at March 31, 2023 | As at March 31, 2022 |
|------------------|----------------------|----------------------|
| On demand | | |
| - Borrowings | 26,308.58 | 12,832.84 |
| | 26,308.58 | 12,832.84 |

Notes to Standalone Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| Less than 1 year | | |
| - Borrowings (current maturities of non-current borrowings) | 695.15 | 124.46 |
| - Lease liabilities | 153.94 | 173.91 |
| - Trade payables | 22,423.67 | 21,675.12 |
| - Other financial liabilities | 1,772.13 | 2,122.60 |
| | 25,044.88 | 24,096.09 |
| 1 to 5 year | | |
| - Borrowings | 896.47 | 164.02 |
| - Other financial liabilities | - | 296.13 |
| - Lease liabilities | 532.12 | 358.72 |
| | 1,428.59 | 818.87 |
| More than 5 year | | |
| - Borrowings | - | - |
| | - | - |

Details of undrawn facilities of the Company from bank:

| | As at March 31, 2023 | As at March 31, 2022 |
|----------------------|-------------------------|-------------------------|
| Cash credit accounts | 7,418.94 | 9,367.66 |
| | 7,418.94 | 9,367.66 |

(iii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, foreign currency rate risk and other price risk.

(a) Interest rate risk:

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

Interest rate risk exposure

Below is the overall exposure of the Company to the interest rate risk.

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--------------------------|-------------------------|-------------------------|
| Variable rate borrowings | 22,742.35 | 11,382.84 |
| Fixed rate borrowing | 5,157.85 | 1,738.48 |
| Total borrowings | 27,900.20 | 13,121.32 |

Notes to Standalone Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Sensitivity

| | Increase/decrease in basis points | Effect on profit before tax |
|-----------------------------|--------------------------------------|--------------------------------|
| As at March 31, 2023 | | |
| ₹ borrowings | +0.50% | 113.71 |
| | -0.50% | (113.71) |
| As at March 31, 2022 | | |
| ₹ borrowings | +0.50% | 65.61 |
| | -0.50% | (65.61) |

(b) Foreign currency rate risk:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in exchange rates of any currency. The Company's exposure to the risks of changes in foreign exchange rates relates primarily to the Company's trade payables and trade receivables in the foreign countries.

The Company does not hedge its foreign currency exposure, however the sensitivity analysis is given as below for the for the currencies, in which Company has foreign exposure:

| | Increase/decrease in basis points | Effect on profit before tax |
|--|--------------------------------------|--------------------------------|
| For the year ended March 31, 2023 | | |
| USD | 1% | (152.99) |
| | -1% | 152.99 |
| For the year ended March 31, 2022 | | |
| USD | 1% | (143.18) |
| | -1% | 143.18 |

Refer note 37 for unhedged foreign currency exposure.

(c) Other price risk

The Company's investments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The investment in unlisted equity securities (other than investment in subsidiaries) is not significant.

Commodity Price Risk

Commodity price risk arises due to fluctuation in prices of agro chemical products. The Company has risk management framework aimed at prudently managing the risk arising from volatility in the commodity prices. The Company's commodity risk is managed centrally through well established control processes. Further the selling price of finished goods fluctuates due to fluctuation in price of agro chemical products and the Company expects that the net impact of such fluctuation would not be material.

42. Leases

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2023

| | Year ended March 31, 2023 | Year ended March 31, 2022 |
|---|------------------------------|------------------------------|
| Balance at the beginning of reporting year | 1,137.98 | 1,320.70 |
| Additions (note 4) | 652.46 | 69.80 |

Notes to Standalone Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

| | Year ended March 31, 2023 | Year ended March 31, 2022 |
|---|------------------------------|------------------------------|
| Deletion | (305.98) | - |
| Acquisition through business combination (note 4) | - | 70.87 |
| Revaluation through revaluation reserve (note 4) | 259.23 | (181.55) |
| Amortisation expense (note 31) | (186.02) | (141.84) |
| Balance at the end of reporting year | 1,557.67 | 1,137.98 |

Set out below are the carrying amounts of lease liabilities and the movements during the period:

| | Year ended March 31, 2023 | Year ended March 31, 2022 |
|--|------------------------------|------------------------------|
| Balance as at the beginning of reporting year | 532.63 | 564.13 |
| Additions (net) | 652.46 | 69.80 |
| Deletions | (305.98) | (110.68) |
| Gain on lease cancellation | (61.08) | - |
| Accretion of interest | 57.06 | 42.59 |
| Payments | (189.03) | (33.21) |
| Balance as at the end of reporting year | 686.06 | 532.63 |
| Non-current | 532.12 | 358.72 |
| Current | 153.94 | 173.91 |

Contractual maturities of lease liabilities

| | Year ended March 31, 2023 | Year ended March 31, 2022 |
|---------------------|------------------------------|------------------------------|
| - Within one year | 153.94 | 173.91 |
| - 1-5 years | 532.12 | 358.72 |
| - More than 5 years | - | - |
| | 686.06 | 532.63 |

Note: The weighted average incremental borrowing rate applied to lease liabilities is 9.5% (previous year 9.25%) with maturity between 2023-2027.

The following are the amounts recognised in Statement of Profit or Loss:

| | Year ended March 31, 2023 | Year ended March 31, 2022 |
|--|------------------------------|------------------------------|
| Depreciation expense of right-of-use assets | 186.02 | 141.84 |
| Interest expense on lease liabilities | 57.06 | 42.59 |
| Expense relating to other than long-term leases (included in other expenses) # | 111.78 | 90.55 |
| | 354.86 | 274.98 |

Lease payments not recognised as a liability

The Company has elected not to recognise a lease liability for short-term leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. The Company does not have any liability to make variable lease payments for the right-to-use the underlying asset recognised in the financials.

Notes to Standalone Financial Statements

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(All amounts in ₹ lakhs, unless stated otherwise)

Total cash outflow for short term-leases and leases of low value for the year ended March 31, 2023 was ₹ 111.78 lakhs (March 31, 2022: ₹ 90.55 lakhs).

The Company has leases for office premises, residential properties and storage facilities. With the exception of short-term leases and low value leases, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The Company classifies its right-of-use assets to its property, plant and equipment.

The table below describes the nature of the Company's leasing activities by type of right-of-use asset recognised on balance sheet:

| | No. of right-of-use assets leased | Range of remaining term (in years) | Average remaining lease term | No. of leases with extension options | No. of leases with termination options |
|------------------|-----------------------------------|------------------------------------|------------------------------|--------------------------------------|--|
| Buildings* | | | | | |
| - March 31, 2023 | 14 | 0.5 - 5 years | 1.77 | 14 | 14 |
| - March 31, 2022 | 9 | 1.5 - 5 years | 2.72 | 9 | 9 |

*excludes leasehold land and buildings against which no lease liability exist.

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Note:

The aggregate amortisation on ROU assets has been included under depreciation and amortisation expense in the Statement of Profit and Loss.

43. Fair Values

The Carrying values of financial instruments by categories is as under:

| Particulars | As at March 31, 2023 | | | As at March 31, 2022 | | |
|--|----------------------|--------|-------|----------------------|--------|-------|
| | Amortized cost | FVTOCI | FVTPL | Amortized cost | FVTOCI | FVTPL |
| Assets | | | | | | |
| Non-current financial assets | | | | | | |
| - Investments* | - | - | - | - | - | - |
| - Other financial assets | 1,587.52 | - | - | 27.13 | - | - |
| Current financial assets | | | | | | |
| - Trade receivables | 30,143.21 | - | - | 23,376.19 | - | - |
| - Cash and cash equivalents | 5,768.60 | - | - | 1,275.81 | - | - |
| - Bank balances other than cash and cash equivalents | 2,516.61 | - | - | 2,703.31 | - | - |
| - Loans | 2,841.33 | - | - | 8,853.17 | - | - |
| - Other financial assets | 23.85 | - | - | 4.67 | - | - |
| Non-current financial liabilities | | | | | | |
| - Borrowings | 896.47 | - | - | 164.02 | - | - |
| - Lease liabilities | 532.12 | - | - | 358.72 | - | - |
| - Other financial liabilities | - | - | - | 296.13 | - | - |
| Current financial liabilities | | | | | | |
| - Borrowings | 27,003.73 | - | - | 12,957.30 | - | - |

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As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

| Particulars | As at March 31, 2023 | | | As at March 31, 2022 | | |
|-------------------------------|----------------------|--------|-------|----------------------|--------|-------|
| | Amortized cost | FVTOCI | FVTPL | Amortized cost | FVTOCI | FVTPL |
| - Lease liabilities | 153.94 | - | - | 173.91 | - | - |
| - Trade payables | 22,423.68 | - | - | 21,675.12 | - | - |
| - Other financial liabilities | 1,772.13 | - | - | 2,122.60 | - | - |

*excludes investments in subsidiary, valued at cost

The following assumptions/methods were used to estimate the fair values:

- The fair values of loan, trade receivables, cash and cash equivalents, other financial assets, trade payables, borrowings, lease liabilities and other financial liabilities are considered to be same as their carrying values due to their short term nature.
- The carrying amount of other items carried at amortized cost are reasonable approximation of their fair value.
- The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Note:

There are no financial assets/liabilities which are measured at fair value and accordingly disclosure for fair value measurement hierarchy is not required.

4.4. Corporate social responsibility

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| (a) Gross amount required to be spent by the Company during the year | 120.54 | 45.36 |
| (b) Amount spent during the year: | | |
| (i) Construction/acquisition of any asset | - | - |
| (ii) On purposes other than (i) above | 121.00 | 47.28 |
| (c) Shortfall at the end of the year | - | - |
| (d) Total of previous years shortfall | - | - |
| (e) Reason for shortfall | Not Applicable | Not Applicable |
| (f) Nature of CSR activities | Refer table below | Refer table below |
| (g) Details of related party transactions | Not Applicable | Not Applicable |
| (h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately. | Not Applicable | Not Applicable |

| Particulars | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Promoting education and eradicating poverty and hunger | 70.00 | 11.50 |
| For animal welfare | 21.00 | 23.53 |
| Environment | - | 1.25 |
| Healthcare | 30.00 | 11.00 |
| | 121.00 | 47.28 |

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45. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company's Managing Director assesses the financial performance and position of the Company and makes strategic decision and has been identified as the chief operating decision maker. The Company's primary business segment is reflected based on principal business activities carried on by the Company. As per Indian Accounting Standard 108, Operating Segments, as notified under the Companies (Indian Accounting Standards) Rules, 2015, the Company operates in one reportable business segment i.e., trading of agro based products. The geographical information analyses the Company's revenue and trade receivables from such revenue in India and other countries. The Company primarily sells its products in India.

Information about major customers:

Revenue from two customers accounts amounting to ₹ 61,925.36 lakhs for more than 10% of Revenue for the year ended March 31, 2023 (March 31, 2022: two customers amounting to ₹ 44,741.09 lakhs).

Below table represents the geographical information of the revenue from operations:

| Particulars | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---------------|--------------------------------------|--------------------------------------|
| India | 1,49,444.77 | 1,13,234.92 |
| Outside India | 551.43 | 192.52 |
| | 1,49,996.20 | 1,13,427.44 |

Note: Non-current assets are located in India.

46. Dues to Micro, small and medium enterprises as defined under the MSMED Act, 2006

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year. | | |
| - Principal amount due to micro and small enterprises | 13.84 | 3.64 |
| - Interest due on above | - | - |
| The amount of interest paid by the buyer in terms of section 16, of the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act) along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year. | - | - |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act. | - | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year; and | - | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act. | - | - |

Note:

The above information has been determined to the extent such parties have been identified on the basis of information provided by the Company, which has been relied upon by the auditors.

Notes to Standalone Financial Statements

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(All amounts in ₹ lakhs, unless stated otherwise)

47. Disclosure related to key financial ratios:

| Key financial ratios | Numerator | Denominator | Year ended March 31, 2023 | Year ended March 31, 2022 | % Variance |
|-------------------------------------|---|------------------------------|---------------------------|---------------------------|----------------------|
| a. Current ratio | Current assets | Current liabilities | 1.38 | 1.51 | -8.12% |
| b. Debt-equity ratio | Total debt | Shareholder's equity | 0.78 | 0.42 | 84.72% ¹ |
| c. Debt service coverage ratio | Earnings available for debt service* | Debt service** | 2.51 | 7.43 | -66.19% ² |
| d. Return on equity | Net profits after taxes - Preference dividend | Average shareholder's equity | 0.14 | 0.39 | -64.43% ² |
| e. Inventory turnover Ratio | Cost of goods sold or sales | Average inventory | 4.96 | 5.42 | -8.48% |
| f. Trade receivables turnover ratio | Net credit sales | Average accounts receivable | 5.61 | 6.22 | -9.84% |
| g. Trade payables turnover ratio | Net credit purchases | Average trade payables | 6.39 | 5.31 | 20.19% |
| h. Net capital turnover ratio | Net sales | Working capital | 7.06 | 5.78 | 22.18% |
| i. Net profit ratio | Net profit | Net sales | 4.47% | 10.23% | -56.34% ² |
| j. Return on capital employed | Earning before interest and taxes | Capital employed*** | 14.29% | 28.67% | -50.15% ² |
| k. Return on investment # | Income received from investments | Average investments | - | - | - |

¹Higher ratio in the current year on account of increased working capital loans limits owing to increase in operations and related operational use. Increase in shareholders' funds is on account of increase in current year profit.

²Decreased primarily on account of decrease in net profits mainly attributable to lower operating profits and higher net finance charge during the current year.

Notes:

*Earnings available for debt service = Net profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of fixed assets etc.

**Debt service = Interest and lease payments + Principal repayments

***Capital employed = Tangible net worth + Total debt + Deferred tax liability (asset)

No income has been received on investment in the year ended March 31, 2023 and March 31, 2022 hence reported as Nil.

48. The previous period/year numbers have been regrouped/reclassified wherever necessary to conform to current period/year presentation. The impact of such reclassification/regrouping is not material to the Standalone Financial Statements.

49. Disclosure required under Section 186 (4) of the Companies Act, 2013

Included in loans, the particulars of which are disclosed in below as required by Sec. 186(4) of the Companies Act 2013

| Name of the borrower | Nature of relationship | Rate of interest | Secured/ unsecured | Tenure | Purpose | March 31, 2023 | March 31, 2022 |
|-----------------------------------|-------------------------|------------------|--------------------|---------------------|--------------------------|----------------|----------------|
| Seedlings India Private Limited | Wholly owned subsidiary | 12% | Unsecured | Repayable on demand | General business purpose | 2,327.13 | 1,715.76 |
| Best Crop Science Private Limited | Wholly owned subsidiary | 12% | Unsecured | Repayable on demand | General business purpose | 514.20 | 7,137.40 |

Notes to Standalone Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

Note:

- (i) Details of investments made are given in note 7.
- (ii) Details of corporate guarantees issued for the loan taken by the subsidiary companies and outstanding in accordance with Section 186 of the Act read with rules issued thereunder are given in note 40.

50. During the previous year, the Company has acquired 100% controlling interest in Best Crop Science Private Limited on October 13, 2021 through issue of equity shares. Pursuant to approval of shareholders in the annual general meeting held on September 28, 2021, the Company had allotted 16,12,674 fully paid-up equity shares of ₹ 10 each on a preferential allotment basis at an issue price of ₹ 630 per share which includes a premium of ₹ 620 per share for an aggregate consideration of ₹ 10,159.85 lakhs.

The aforementioned transaction is a non-cash transactions which has been entered with 1 of its director and persons connected with its director during the previous year and hence was covered under the provisions of section 192 of the Act. The Company has complied with the provisions of aforesaid section of the Act, by way of obtaining prior approval of shareholders in the general meeting of the Company.

51. During the previous year, the Company had acquired the business of Agrico Chemicals on February 15, 2022 pursuant to approval of board in the board meeting held on January 25, 2022 to expand the agro chemical business. The purchase consideration amounted to ₹ 1,777.94 lakhs was to be settled in cash. ₹ 808.06 lakhs is outstanding as at March 31, 2023 (previous year: ₹ 1,777.94 lakhs).

a) Business combination

The above transaction qualified as a business combination as per Ind AS 103 - "Business Combinations" and had been accounted by applying the acquisition method wherein identifiable assets acquired and liabilities assumed are fair valued against the fair value of the consideration transferred.

b) Measurement of fair values

| Particulars | Amount |
|--|-----------------|
| Fair value of consideration transferred | |
| Purchase consideration | 1,777.94 |
| Total (A) | 1,777.94 |
| Assets acquired | |
| Property, plant and equipment | 303.05 |
| Inventories | 671.66 |
| Trade receivables | 963.84 |
| Total assets acquired (B) | 1,938.55 |
| Liabilities assumed | |
| Creditors and other liabilities | 160.61 |
| Total liabilities assumed (C) | 160.61 |
| Net assets acquired [D = (B-C)] | 1,777.94 |

52. Other statutory information

- (a) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (b) The Company do not have any transactions with struck off companies.
- (c) The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

Notes to Standalone Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

- (d) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (e) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (i) 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
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (f) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (i) 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
- (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (g) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (h) The Company is not declared wilful defaulter by any bank or financial institution or government or any government authority.

53. The Board of Directors' of the Company have recommended a dividend of ₹ 3 (30%) per equity share of ₹ 10 each for the financial year ended March 31, 2023 subject to the approval of shareholders. The Board of Directors' of the Company had recommended a dividend of ₹ 2 (20%) per equity share of ₹ 10 each for the financial year ended March 31, 2022 which was subsequently approved by the shareholders in the Annual General Meeting held on September 28, 2022 and paid thereof.

54. The Standalone Financial Statements were approved for issue by the Board of Directors' of the Company on May 29, 2023.

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors' of
Best Agrolife Limited

Tarun Gupta
Partner
Membership No.: 507892

Place: New Delhi
Date: May 29, 2023

Vimal Kumar
Managing Director
DIN: 01260082

Place: New Delhi
Date: May 29, 2023

Shuvendu Kumar Satpathy
Director
DIN: 07552741

Place: New Delhi
Date: May 29, 2023

Sanjeev Kharbanda
Chief Financial Officer

Place: New Delhi
Date: May 29, 2023

Astha Wahni
Company Secretary

Place: New Delhi
Date: May 29, 2023

Independent Auditor's Report

To the Members of **Best Agrolife Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Best Agrolife Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure I, which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally

accepted in India of the consolidated state of affairs of the Group, as at March 31, 2023, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing 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 Consolidated Financial Statements section of our report. We are independent of the Group, 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 consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matter described below to be the key audit matters to be communicated in our report.

| Key audit matter | How our audit addressed the key audit matter |
|--|--|
| <p>Revenue Recognition:</p> <p>Estimation of provision for sales returns, discounts and schemes on sales impacting revenue from sale of products.</p> <p>Refer to the Holding Company's significant accounting policies in note 2.14(a) and the revenue related disclosures in note 26 of the consolidated financial statements. Revenue from sale of products is presented net of returns, discounts and schemes in the consolidated financial statement.</p> | <p>Our audit procedure included, but were not limited to, the following procedures:</p> <ol style="list-style-type: none"> a) Obtained an understanding of the process followed by the Holding Company to determine the amount of accrual of sales returns, discounts and schemes. b) Assessed the accounting policies of the Holding Company regarding accounting for sales returns, discounts and schemes as against the criteria given in the accounting standards; |

Independent Auditor's Report of even date to the members of Best Agrolife Limited, on the consolidated financial statement for the year ended March 31, 2023 (cont'd)

| Key audit matter | How our audit addressed the key audit matter |
|--|---|
| <p>The estimates associated with sales returns, discounts and schemes on sale of products have been identified as a key audit matter as it is having a significant impact on the recognized revenue and the management is required to make certain judgements in respect of revenue recognition and level of expected discounts, returns and schemes which are deducted in arriving at revenue.</p> <p>Estimation of sales returns involves significant judgement and estimates. The estimation is dependent on various internal and external factors. These factors include, for example, climatic conditions, the length of time when a sale is made and when the sales return takes place, some of which are beyond the control of the Holding Company.</p> <p>The recognition and measurement of discounts and schemes involves significant judgement and estimates, particularly the expected level of claims of each of the customers. Assumption of level of customer wise claims for discounts and schemes relates to estimating which of the Holding Company's customers will ultimately be subject to a related discount and/or scheme.</p> <p>Considering the materiality of the amount involved, complexities, management judgement involved and the significant auditor attention required to test such management's judgement, we have identified this as a key audit matter for current year audit.</p> | <p>c) Tested the Holding Company's process and key internal controls over the accrual of sales returns, discounts and schemes. Selecting samples of revenue transactions and marketing circulars. Rechecking accrual for discounts and schemes calculated in accordance with the eligibility criteria mentioned in the schemes;</p> <p>d) Ensured completeness and accuracy of the data used by the Holding Company for accrual of sales returns, discounts and schemes and also checking the accrual for a selected sample of sales;</p> <p>e) Obtained the historical trends for revenue and corresponding sales returns based on the accounting records maintained by the Holding Company;</p> <p>f) Verified if any credit notes were issued and/or their adjustment after the balance sheet date and their impact on consolidated financial statements;</p> <p>g) Evaluated the appropriateness of disclosures made in the consolidated financial statements in accordance with the applicable accounting standards.</p> |

Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors' are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of the auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors'. The Holding Company's Board of Directors' are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The respective Board of Directors' of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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

Independent Auditor's Report of even date to the members of Best Agrolife Limited, on the consolidated financial statement for the year ended March 31, 2023 (cont'd)

the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors' of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors' of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors' either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
9. Those respective Board of Directors' are also responsible for overseeing the financial reporting process of the companies included in the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated 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 Standards on Auditing 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 consolidated financial statements.
11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated 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 Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
 - Obtain sufficient appropriate audit evidence regarding the financial statements of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
12. 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.
13. 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.

Independent Auditor's Report of even date to the members of Best Agrolife Limited, on the consolidated financial statement for the year ended March 31, 2023 (cont'd)

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

Other Matter

15. We did not audit the financial statements of 2 subsidiaries, whose financial statements reflects total assets of ₹ 76,288.85 lakhs and net assets of ₹ 24,509.25 lakhs as at March 31, 2023, total revenues of ₹ 86,754.53 lakhs and net cash inflows amounting to ₹ 377.20 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the

aforesaid subsidiaries, are based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 15, on separate financial statements of the subsidiaries, we report that the Holding Company and 1 subsidiary Company incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that 1 subsidiary Company incorporated in India whose financial statements have been audited under the Act have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is Not Applicable in respect of such subsidiary Company.

17. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued till date by us and by the respective other auditors as mentioned in paragraph 15 above, of companies included in the consolidated financial statements for the year ended March 31, 2023 and covered under the Act we report that:

Following are the qualifications/adverse remarks reported by us and the other auditors in the Order reports of the companies included in the consolidated financial statements for the year ended March 31, 2023 for which such Order reports have been issued till date and made available to us:

| S No | Name | CIN | Holding Company/ subsidiary | Clause number of the CARO report which is qualified or adverse |
|------|-----------------------|-----------------------|-----------------------------|--|
| 1 | Best Agrolife Limited | L74110DL1992PLC116773 | Holding Company | Clause - (iii)(c), (iii)(d), (iii)(f) |

18. As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries, incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, 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 purpose of our audit of the aforesaid consolidated financial statements;

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

Independent Auditor's Report of even date to the members of Best Agrolife Limited, on the consolidated financial statement for the year ended March 31, 2023 (cont'd)

- d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
- e) On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors' of the Holding Company and the reports of the statutory auditors of its subsidiary companies, covered under the Act, none of the directors of the Group companies are disqualified as on March 31, 2023 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 financial statements of the Holding Company, and its subsidiary companies, covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II' wherein we have expressed an unmodified opinion; and
- 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 and based on the consideration of the report of the other auditors on separate financial statements and other financial information of the subsidiaries incorporated in India whose financial statements have been audited under the Act:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, as detailed in 36 to the consolidated financial statements;
 - ii. The Holding Company and its subsidiary companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2023;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies covered under the Act, during the year ended March 31, 2023;
 - iv. a. The respective managements of the Holding Company and its subsidiary companies, incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in note 49(d) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies, to or in any persons or entities, including foreign entities ('the 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 Holding Company, or any such subsidiary companies ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The respective managements of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in the note 49(e) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary companies from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary companies, 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
 - c. Based on such audit procedures performed by us and that performed by the auditors of the subsidiaries, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
 - v. The final dividend paid by the Holding Company during the year ended March 31, 2023 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend. As stated in note 50 to the accompanying consolidated financial statements, the Board of Directors' of the Holding Company have proposed final dividend for the year ended March 31, 2023 which is subject to the approval of the members at the ensuing Annual General

Independent Auditor's Report of even date to the members of Best Agrolife Limited, on the consolidated financial statement for the year ended March 31, 2023 (cont'd)

Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend;

- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on April 1, 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is Not Applicable for the current financial year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No.: 507892
UDIN: 23507892BGXQWD7914

Place: New Delhi
Date: May 29, 2023

Annexure-I

List of entities included in the Statement

| S No | Name of the Holding Company |
|-------------|---|
| 1 | Best Agrolife Limited |
| | Name of wholly owned subsidiary |
| 2 | Seedlings India Private Limited |
| 3 | Best Crop Science Private Limited (with effect from October 13, 2021) |

Annexure-II

Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of Best Agrolife Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended March 31, 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors' of the Holding Company and its subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). 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 the Company's business, including adherence to the 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.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. 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 financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal

financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A Company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include 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 authorisations 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 with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to 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

FINANCIAL STATEMENTS

controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary companies, the Holding Company and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at March 31, 2023, based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to 2 subsidiary companies, which are companies covered under the Act, whose financial statements reflect total assets of ₹ 76,288.85 lakhs and net assets of ₹ 24,509.25 lakhs as at March 31, 2023, total revenues of ₹ 86,754.53 lakhs and net cash inflows amounting to ₹ 377.20 lakhs for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company and its subsidiary companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No.: 507892
UDIN: 23507892BGXQWD7914

Place: New Delhi
Date: May 29, 2023

Consolidated Balance Sheet

As at March 31, 2023

CIN No.: L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

| | Notes | As at March 31, 2023 | As at March 31, 2022 |
|--|-------|-------------------------|-------------------------|
| Assets | | | |
| Non-current assets | | | |
| Property, plant and equipment | 3 | 12,062.40 | 10,784.86 |
| Right-of-use assets | 4 | 5,460.00 | 4,278.25 |
| Capital work-in-progress | 5 | 1,382.68 | 452.49 |
| Goodwill | 6 | 2,406.73 | 2,406.73 |
| Other intangible assets | 6 | 400.70 | 498.16 |
| Intangible assets under development | 7 | 4.33 | 1.58 |
| Financial assets | | | |
| (i) Investments | 8 | - | - |
| (ii) Other financial assets | 10 | 1,630.23 | 69.07 |
| Deferred tax assets (net) | 25.a | 0.89 | 41.99 |
| Other non-current assets | 11 | 3,578.73 | 215.67 |
| Total non-current assets | | 26,926.69 | 18,748.80 |
| Current assets | | | |
| Inventories | 12 | 70,879.03 | 45,457.34 |
| Financial assets | | | |
| - Investments | | | |
| (i) Trade receivables | 9 | 34,882.76 | 25,592.56 |
| (ii) Cash and cash equivalents | 13 | 6,156.41 | 1,286.42 |
| (iii) Bank balances other than (ii) above | 14 | 2,651.85 | 2,741.60 |
| (v) Other financial assets | 10 | 49.76 | 7.59 |
| Other current assets | 11 | 5,978.78 | 4,587.48 |
| Total current assets | | 1,20,598.59 | 79,672.99 |
| Total assets | | 1,47,525.28 | 98,421.79 |
| Equity and liabilities | | | |
| Equity | | | |
| Equity share capital | 15 | 2,364.47 | 2,364.47 |
| Other equity | 16 | 50,370.39 | 30,630.24 |
| Total equity | | 52,734.86 | 32,994.71 |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| (i) Borrowings | 17 | 3,403.77 | 4,857.99 |
| (ii) Lease liabilities | 19 | 871.23 | 361.47 |
| (iii) Other financial liabilities | 21 | - | 296.13 |
| Deferred tax liabilities (net) | 25.b | 1,110.23 | 1,299.59 |
| Provisions | 22 | 187.29 | 121.25 |
| Total non-current liabilities | | 5,572.52 | 6,936.43 |
| Current liabilities | | | |
| Financial liabilities | | | |
| (i) Borrowings | 18 | 52,360.79 | 21,582.69 |
| (ii) Lease liabilities | 19 | 157.29 | 175.11 |
| (iii) Trade payables | 20 | | |
| (a) Total outstanding dues of micro enterprises and small enterprises | | 13.84 | 3.64 |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 30,239.75 | 28,350.64 |
| (iv) Other financial liabilities | 21 | 1,933.37 | 2,187.88 |
| Other current liabilities | 23 | 3,937.05 | 5,251.59 |
| Provisions | 22 | 78.54 | 37.09 |
| Current tax liabilities (net) | 24 | 497.27 | 902.01 |
| Total current liabilities | | 89,217.90 | 58,490.65 |
| Total equity and liabilities | | 1,47,525.28 | 98,421.79 |

Summary of significant accounting policies 2

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

As per our report of even date

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No.: 507892
Place: New Delhi
Date: May 29, 2023

For and on behalf of the Board of Directors' of
Best Agrolife Limited

Vimal Kumar
Managing Director
DIN: 01260082
Place: New Delhi
Date: May 29, 2023

Sanjeev Kharbanda
Chief Financial Officer
Place: New Delhi
Date: May 29, 2023

Shuvendu Kumar Satpathy
Director
DIN: 07552741
Place: New Delhi
Date: May 29, 2023

Astha Wahi
Company Secretary
Place: New Delhi
Date: May 29, 2023

Consolidated Statement of Profit and Loss

For the year ended March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

| | Notes | For the year ended March 31, 2023 | For the year ended March 31, 2022 | |
|------|--|--------------------------------------|--------------------------------------|--------------------|
| I | Revenue from operations | 26 | 1,74,567.79 | 1,21,079.54 |
| II | Other income | 27 | 260.02 | 177.58 |
| III | Total income | | 1,74,827.81 | 1,21,257.12 |
| IV | Expenses: | | | |
| | Cost of material consumed | 28a | 59,055.93 | 15,058.72 |
| | Purchase of stock in trade | 28b | 78,628.61 | 99,144.79 |
| | Change in inventories of work in progress, stock-in-trade and finished goods | 29 | (12,469.08) | (15,696.59) |
| | Employee benefits expense | 30 | 4,903.81 | 2,345.13 |
| | Finance costs | 31 | 3,885.88 | 1,509.31 |
| | Depreciation and amortisation expense | 32 | 2,450.16 | 1,183.69 |
| | Other expenses | 33 | 13,082.83 | 3,646.08 |
| | Total expenses | | 1,49,538.14 | 1,07,191.13 |
| V | Profit before tax | | 25,289.67 | 14,065.99 |
| VI | Tax expense: | | | |
| | Current tax | 34 | 6,559.08 | 3,854.16 |
| | Deferred tax | 34 | (484.04) | (243.57) |
| | Tax relating to earlier years | 34 | - | (20.79) |
| VII | Profit for the year | | 19,214.63 | 10,476.19 |
| VIII | Other comprehensive income (OCI) | | | |
| | Items that will not be classified to profit or loss | | | |
| | (a) Revaluation of immovable properties | | 1,345.42 | (79.24) |
| | Tax impact on remeasurement of revaluation of immovable properties | | (338.61) | (91.34) |
| | (b) Remeasurement gain/(loss) of defined benefit obligations | | (11.23) | 3.09 |
| | Tax impact on remeasurement of defined benefit obligations | | 2.83 | (0.78) |
| IX | Total comprehensive income for the year | | 20,213.04 | 10,307.92 |
| X | Earnings per share (of ₹ 10 each): | 35 | | |
| | Basic | | 81.26 | 45.98 |
| | Diluted | | 81.26 | 45.98 |

Summary of significant accounting policies 2

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors' of
Best Agrolife Limited

Tarun Gupta
Partner
Membership No.: 507892

Place: New Delhi
Date: May 29, 2023

Vimal Kumar
Managing Director
DIN: 01260082

Place: New Delhi
Date: May 29, 2023

Shuvendu Kumar Satpathy
Director
DIN: 07552741

Place: New Delhi
Date: May 29, 2023

Sanjeev Kharbanda
Chief Financial Officer

Place: New Delhi
Date: May 29, 2023

Astha Wahni
Company Secretary

Place: New Delhi
Date: May 29, 2023

Consolidated Cash Flow Statement

For the year ended March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| A. Cash flow from operating activities: | | |
| Net profit before tax | 25,289.67 | 14,065.99 |
| Adjustments for: | | |
| Depreciation and amortisation | 2,450.16 | 1,183.69 |
| (Profit)/loss on sale of property, plant and equipment | (2.48) | (1.02) |
| Unrealised foreign exchange (gain)/loss | 174.18 | (45.99) |
| Provision for doubtful debts | 550.20 | 300.00 |
| (Gain)/loss on sale of investments | - | (51.53) |
| Finance costs | 3,885.88 | 1,915.95 |
| Gain on cancellation of lease | (61.08) | - |
| Liabilities written back/(written off) | (4.96) | 12.62 |
| Interest income | (180.49) | (405.82) |
| Operating profit before working capital changes | 32,101.08 | 16,973.89 |
| Adjustments for movement in: | | |
| Inventories | (25,421.69) | (19,991.72) |
| Trade receivables | (9,832.38) | 309.98 |
| Financial assets | (3,140.15) | 71.84 |
| Other assets | (3,740.42) | (1,298.16) |
| Trade payables | 1,717.91 | 468.01 |
| Other financial liabilities | (537.55) | 2,018.36 |
| Other liabilities | (1,314.54) | (792.46) |
| Provisions | 96.26 | 48.69 |
| Cash used in operations before tax | (10,071.48) | (2,191.57) |
| Income tax paid (net) | (7,973.60) | (3,792.30) |
| Net cash used in operating activities [A] | (18,045.08) | (5,983.87) |
| B. Cash flow from investing activities | | |
| Purchase of property, plant and equipment | (3,718.77) | (619.34) |
| Proceeds from sale of property, plant and equipment | 9.60 | 1.70 |
| Proceeds from sale of investments in equity instruments | - | 198.76 |
| Investments in deposits with banks | (7,054.49) | (3,232.58) |
| Investments in deposit redeemed | 8,701.07 | 1,758.58 |
| Acquisition of subsidiary (refer note 46) | - | 8.23 |
| Interest received | 160.48 | 403.42 |
| Net cash used in investing activities [B] | (1,902.11) | (1,481.23) |
| C. Cash flow from financing activities | | |
| Proceeds from non-current borrowings | 1,806.48 | 2,689.49 |
| Repayment of non-current borrowings | (3,260.70) | (9,850.89) |
| Proceeds from/(repayment of) current borrowings (net) | 30,778.09 | 19,207.25 |
| Payment for principal portion of lease liabilities | (134.83) | (3,028.08) |
| Payment for interest portion of lease liabilities | (91.39) | - |
| Dividend paid | (472.89) | (440.64) |
| Finance costs | (3,807.58) | (1,878.22) |
| Net cash generated from financing activities [C] | 24,817.18 | 6,698.91 |
| Net increase/(decrease) in cash and cash equivalents [A+B+C] | 4,869.99 | (766.19) |
| Cash and cash equivalents at the beginning of the year | 1,286.42 | 2,052.61 |
| Cash and cash equivalents at the end of the year | 6,156.41 | 1,286.42 |
| Components of cash and cash equivalents (refer note 13) | | |
| Cash on hand | 17.89 | 14.69 |
| Balances with banks | 6,138.52 | 1,271.73 |
| Cash and cash equivalents at the end of the year | 6,156.41 | 1,286.42 |

Consolidated Cash Flow Statement (Contd.)

For the year ended March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

Notes:

1. Reconciliation of liabilities arising from financing activities

| Particulars | As at March 31, 2022 | Cash flows | Non-cash changes | As at March 31, 2023 |
|-----------------------------------|-------------------------|------------------|---------------------|-------------------------|
| Non-current borrowings | 4,857.99 | (1,454.22) | - | 3,403.77 |
| Current borrowings (net) | 21,582.69 | 30,778.09 | - | 52,360.79 |
| Lease liabilities (refer note 42) | 536.58 | (226.22) | 718.17 | 1,028.52 |
| | 26,977.26 | 29,097.65 | 718.17 | 56,793.08 |

| Particulars | As at March 31, 2021 | Cash flows | Non-cash changes | As at March 31, 2022 |
|-----------------------------------|-------------------------|-----------------|---------------------|-------------------------|
| Non-current borrowings | 337.89 | (7,161.40) | 11,681.50 | 4,857.99 |
| Current borrowings (net) | 2,375.44 | 19,207.25 | - | 21,582.69 |
| Lease liabilities (refer note 42) | 568.92 | (3,028.08) | 2,995.74 | 536.58 |
| | 3,282.25 | 9,017.77 | 14,677.25 | 26,977.26 |

Summary of significant accounting policies

2

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors' of
Best Agrolife Limited

Tarun Gupta
Partner
Membership No.: 507892

Place: New Delhi
Date: May 29, 2023

Vimal Kumar
Managing Director
DIN: 01260082

Place: New Delhi
Date: May 29, 2023

Shuvendu Kumar Satpathy
Director
DIN: 07552741

Place: New Delhi
Date: May 29, 2023

Sanjeev Kharbanda
Chief Financial Officer

Place: New Delhi
Date: May 29, 2023

Astha Wah
Company Secretary

Place: New Delhi
Date: May 29, 2023

Consolidated Statement of Changes in Equity

For the year ended March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

A. Equity share capital

| Particulars | As at March 31, 2023 | | As at March 31, 2022 | |
|--------------------------------------|----------------------|----------|----------------------|----------|
| | No. of shares | Amounts | No. of shares | Amounts |
| Balance at the beginning of the year | 2,36,44,740 | 2,364.47 | 2,20,32,066 | 2,203.21 |
| Issued during the year | - | - | 16,12,674 | 161.26 |
| Balance at the end of the year | 2,36,44,740 | 2,364.47 | 2,36,44,740 | 2,364.47 |

B. Other equity

Attributable to the equity holders

| Particulars | Reserves and surplus | | | Revaluation reserve | Total other equity |
|---|----------------------|--------------------|-------------------|---------------------|--------------------|
| | Capital reserve | Securities premium | Retained earnings | | |
| Balance as at March 31, 2021 | 3,201.72 | 1,028.23 | 6,092.27 | 442.18 | 10,764.41 |
| Profit for the year | - | - | 10,476.19 | - | 10,476.19 |
| Other comprehensive income for the year (net) | - | - | 2.31 | (170.58) | (168.27) |
| Share issued during the year | - | 9,998.58 | - | - | 9,998.58 |
| Dividend paid during the year (refer note 54) | - | - | (440.66) | - | (440.66) |
| Balance as at March 31, 2022 | 3,201.72 | 11,026.81 | 16,130.11 | 271.60 | 30,630.24 |
| Profit for the year | - | - | 19,214.63 | - | 19,214.63 |
| Other comprehensive income for the year (net) | - | - | (8.40) | 1,006.81 | 998.39 |
| Dividend paid during the year (refer note 54) | - | - | (472.89) | - | (472.89) |
| Balance as at March 31, 2023 | 3,201.72 | 11,026.81 | 34,863.45 | 1,278.41 | 50,370.39 |

Summary of significant accounting policies

2

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors' of
Best Agrolife Limited

Tarun Gupta
Partner
Membership No.: 507892

Vimal Kumar
Managing Director
DIN: 01260082

Shuvendu Kumar Satpathy
Director
DIN: 07552741

Place: New Delhi
Date: May 29, 2023

Place: New Delhi
Date: May 29, 2023

Place: New Delhi
Date: May 29, 2023

Sanjeev Kharbanda
Chief Financial Officer

Astha Wahi
Company Secretary

Place: New Delhi
Date: May 29, 2023

Place: New Delhi
Date: May 29, 2023

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

1. Corporate information

Best Agrolife Limited (formerly known as Sahyog Multibase Limited) ('the Company' or 'the Holding Company'), together with its subsidiaries (collectively referred to as 'the Group') is a public limited Company domiciled in India and incorporated on January 10, 1992 under the provisions of the Companies Act applicable in India having corporate identification number L74110DL1992PLC116773. These are consolidated financial statements and, accordingly, these Indian Accounting Standard (Ind AS) financial statements incorporate amounts and disclosures related to the Group only.

Honorable National Company Law Tribunal ('NCLT') via its order dated May 5, 2020 approved the scheme of amalgamation of Best Agrochem Private Limited with the Holding Company with effect from April 1, 2018 and Best Agrochem Private Limited was amalgamated into the Holding Company accordingly.

The Group is engaged in the business of manufacturing and trading of agro based products. In the previous year, the Holding Company had acquired 100% controlling interest in Best Crop Science Private Limited on October 13, 2021 through issue of equity shares for manufacturing and trading of agro based products. Registered office of the Holding Company is situated at B-4, Bhagwan Das Nagar, East Punjabi Bagh, Punjabi Bagh, New Delhi, India. The Holding Company has its primary listings on the Bombay Stock Exchange of India Limited.

2. Significant accounting policies

2.1 Basis of preparation and presentation

The financial statements (consolidated financial statement) of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), and the guidelines issued by Securities and Exchange Board of India as applicable to the financial statements.

The consolidated financial statements have been prepared on a historical cost convention, except for the following assets and liabilities:

- i) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
- ii) Land and building measured at fair value;
- iii) Defined benefit liabilities are measured at present value of defined benefit obligation;

- iv) Certain financial assets and liabilities at amortised cost.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The financial statements have been prepared on accrual and going concern basis.

The consolidated financial statements are presented in INR "(Indian Rupees)" or "₹". All values are rounded to the nearest lakhs, and two decimals thereof, except when otherwise indicated.

2.2 Basis of consolidation

Subsidiary is the entity over which the Holding Company has control. Control exists when the Holding Company has power over the entity, is exposed, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. The financial statements of subsidiary is included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The financial statements of the Holding Company and the subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Indian Accounting Standard (Ind AS) 110 - "Consolidated Financial Statements". Unrealized profit/losses resulting from intra-group transactions have also been eliminated except to the extent that recoverable value of related assets is lower than their cost to the Group.

As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Holding Company's separate financial statements.

The difference between the cost to the Group of investment in subsidiaries and the proportionate share in the equity of the investee Company as at the date of acquisition of stake, if any, is recognized in the consolidated financial statements as Goodwill or Capital reserve, as the case may be. Goodwill arising on consolidation is tested for impairment at the Balance Sheet date.

Consolidated financial statements include consolidated balance sheet, consolidated statement of profit and loss, consolidated cash flow statement, consolidated statement of changes in equity and the summary of significant accounting policies and other explanatory information that form an integral part thereof.

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

Consolidated subsidiaries is having consistent reporting date of March 31, 2023. Below are the details of subsidiaries included in the consolidated financial statement:

| Name of the subsidiaries | Country of incorporation | Relationship as at March 31, 2023 | Percentage of effective ownership interest held |
|---|--------------------------|-----------------------------------|---|
| Seedlings India Private Limited | India | Subsidiary | 100% |
| Best Crop Science Private Limited (with effect from October 13, 2021) | India | Subsidiary | 100% |

2.3 Significant judgements, accounting estimates and assumptions

The preparation of the Group's financial statements in conformity with the Indian Accounting Standards requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures (including contingent liabilities). The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur. In the process of applying the Group's accounting policies, management has made the following judgements, estimates and assumptions, which have the most significant effect on the amounts recognised in the financial statements:

i) Estimation of defined benefit obligation

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds with term that correspond with the expected term of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

iii) Useful lives of depreciable/amortisable assets

Management reviews the estimated useful lives and residual value of property, plant and equipment and intangibles at the end of each reporting period. Factors such as changes in the expected level of usage could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and may have an impact on the profit of the future years.

iv) Provision for expected credit losses of trade receivables

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management believes that there is uncertainty of collections. Provision is recognised based on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

v) Estimation of provision for sales returns and discounts/schemes

Certain contracts for the sale of stock-in-trade includes a right of return and discounts/schemes that give rise to variable consideration. In estimating the variable consideration, the Holding Company is required to use either the expected value method or the most likely amount method based on

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

which method better predicts the amount of consideration to which it will be entitled.

The Holding Company estimates variable considerations to be included in the transaction price for the sale returns and discounts/schemes.

vi) Leases - estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

2.4 Current and non-current classification

The Group presents assets and liabilities in the consolidated balance sheet based on current/non-current classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period;
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Current assets include current portion of non-current of financial assets.

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- Due to be settled within twelve months after the reporting period;
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

Current liabilities includes current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

2.5 Dividend

The Group recognises a liability to make cash or non-cash distributions to equity holders of the Holding Company when the distribution is authorised and the distribution is no longer at the discretion of the Holding Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in other equity.

2.6 Property, plant and equipment

Recognition and measurement

An item of property, plant and equipment recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Items of property plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes and duties, to the location and condition necessary for it to be capable of operating in the manner intended by management. When parts of an item of property, plant and equipment have different useful life, they are recognized separately. Items of spare parts, stand-by equipment and servicing equipment which meet the definition of property, plant and equipment are capitalized. Property, plant and equipment which are not ready for intended use as on the date of consolidated balance sheet are disclosed as 'capital work-in-progress'.

Land and building are valued at fair value. Surplus from revaluation is transferred to revaluation reserve.

When significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the consolidated statement of profit and loss as incurred.

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Depreciation

Depreciation is recognized in the consolidated statement of profit or loss on a written down value over the estimated useful life of each item of property, plant and equipment. Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Depreciation on property, plant and equipment is provided on their estimated useful life as prescribed by Schedule II of Companies Act, 2013 as follows:

| Category of assets | Useful life |
|------------------------|-------------|
| Buildings | 30 years |
| Plant and equipments | 15 years |
| Furniture and fixtures | 8-10 years |
| Vehicles | 8 years |
| Office equipments | 3-10 years |

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.7 Intangible assets

Recognition and measurement

Intangible assets acquired separately are measured on initial recognition at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss, if any.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

Subsequent expenditure

Subsequent expenditure related to an item of intangible asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard or period of performance. All other expenses are charged to the Consolidated Statement of Profit and Loss for the year during which such expenses are incurred.

Amortisation

Intangible assets include software and trademarks that are amortised over the useful economic life of 6 years and 10 years respectively. Customer relationships are amortised on a straight line basis over the useful economic life of 5 years. Amortisation for intangible assets other than customer relationship is recognized in the statement of profit or loss on a written down value over the estimated useful life of each item of intangible asset. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

2.8 Impairment of non-financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Consolidated Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated to reduce the carrying amounts of the assets of the CGU (or group of CGUs) on a pro rata basis.

In respect of assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2.9 Inventories

Inventories are valued at the lower of cost and net realisable value.

Notes to the Consolidated Financial Statements

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Costs incurred in bringing each product to its present location and condition is accounted for as follows:

- **Raw materials:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- **Finished goods and work in progress:** cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on first in, first out basis.
- **Stock-in-trade:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on First In First Out (FIFO) basis.

Net realisable value (NRV): NRV is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.10 Cash and cash equivalents

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

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Group's cash management.

2.11 Financial instruments

Recognition and initial measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets. These excludes trade receivables, cash and cash equivalents, other bank balances, fixed deposits with banks, investments, loans and other financial assets. A financial instrument is measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss (FVTPL) which are measured initially at fair value. Group measure trade receivables at their transaction price unless the trade receivables contains a significant financing component in accordance with Ind AS 115. The general terms of the payment is between 60-180 days and there is no significant financing component.

Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at amortised cost or at FVTPL. Financial assets

are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

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

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL.

For all other equity instruments, the Group decides to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

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

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

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Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

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

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

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition. Financial assets at amortised cost are measured at amortised cost using the effective interest method. Interest income recognised in the Consolidated Statement of Profit and Loss.

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

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

Subsequent measurement and gains and losses

| | |
|------------------------------------|--|
| Financial assets at FVTPL | These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the Consolidated Statement of Profit and Loss. |
| Financial assets at FVOCI | These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in OCI. |
| Financial assets at amortised cost | These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the Consolidated Statement of Profit and Loss. Any gain or loss on derecognition is recognised in the Consolidated Statement of Profit and Loss. |

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Consolidated Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Consolidated Statement of Profit and Loss.

Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Group enters into transactions whereby it transfers assets recognised on its consolidated balance sheet, but retains either all or substantially all of the risks and

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rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the Consolidated Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously.

2.12 Fair value measurement

The Group measures certain financial instruments at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i. in the principal market for the asset or liability, or
- ii. in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the Group's management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the Group's management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Group's management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.13 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When

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discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle, or reliable estimate of the amount cannot be made. Therefore, in order to determine the amount to be recognised as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management. In case of provision for litigations, the judgements involved are with respect to the potential exposure of each litigation and the likelihood and/or timing of cash outflows from the Group and requires interpretation of laws and past legal rulings.

Possible inflows of economic benefits to the Group that do not yet meet the recognition criteria of an asset are considered contingent assets.

2.14 (a) Revenue recognition

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those goods.

To determine whether to recognize revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer;
2. Identifying the performance obligations;
3. Determining the transaction price;
4. Allocating the transaction price to the performance obligations;
5. Recognising revenue when/as performance obligation(s) are satisfied.

The Group recognised revenue from sale of goods measured upon satisfaction of performance obligation which is at a point in time when control is transferred to the customer which is usually on shipment/dispatch. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discount, scheme allowances and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government.

A receivable is recognised where the Group's right to consideration is unconditional. When either party to a contract has performed, an entity shall present the contract in the consolidated balance sheet as contract asset or contract liability, depending on the relationship between the entity's performance and the customer's payment.

(b) Other income

Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest is accrued on time proportion basis, by reference to the principle outstanding at the effective interest rate.

All other income is recognized on accrual basis when no significant uncertainty exists on their receipt.

2.15 Foreign currency conversions/ transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transactions. Gains and losses arising out of subsequent fluctuations are accounted for on actual payments or realisations, as the case may be. Monetary assets and liabilities denominated in foreign currency as on consolidated balance sheet date are translated into functional currency at the exchange rates prevailing on that date and exchange differences arising out of such conversion are recognised in the consolidated statement of profit and loss.

2.16 Taxes

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the consolidated statement of profit and loss except to the extent it relates to any business combination or to an item which is recognised directly in equity or in other comprehensive income.

i) Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the entities in the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss (either in other comprehensive income or in equity) are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable

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right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and liability simultaneously.

ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and

tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside statement of profit or loss is recognized outside statement of profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.17 Employee benefits

i) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii) Post-employment benefits

Employee benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the consolidated balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the consolidated balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Group operates a defined benefit gratuity plan.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, are recognised in OCI. The Group determines the net interest expense (income) on the net defined benefit liability or the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability, taking into account any changes in the net defined benefit liability during the period as a result of benefit payments.

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Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability. The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

iii) Compensated absences

Entitlements to annual leave are recognised when they accrue to employees. Leave entitlements may be availed while in service or encashed at the time of retirement/termination of employment, subject to a restriction on the maximum number of accumulation.

2.18 Earnings per share (EPS)

Basic earnings per share is calculated by dividing the profit or loss for the period attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share are computed and disclosed after adjusting the effects of all dilutive potential equity shares, if any, except when the results will be anti-dilutive.

2.19 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct

costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

2.20 Statement of cash flows

Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS-7 'Statement of Cash Flows'.

2.21 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group's Managing Director assesses the financial performance and position of the Group and makes strategic decision and has been identified as the chief

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operating decision maker. The Group's primary business segment is reflected based on principal business activities carried on by the Group. As per Indian Accounting Standard 108, Operating Segments, as notified under the Companies (Indian Accounting Standards) Rules, 2015, the Group operates in one reportable business segment i.e., trading of agro based products. The geographical information analyses the Group's revenue and trade receivables from such revenue in India and other countries. The Group primarily sells its products in India.

2.22 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.23 Business combinations and goodwill

Acquisitions of businesses are accounted for using the acquisition method. Acquisition related costs are recognised in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognised at their fair value at the acquisition date, except certain assets and liabilities that are required to be measured as per the applicable standard. Purchase consideration in excess of the Group's interest in the acquiree's net fair value of identifiable assets, liabilities and contingent liabilities is recognised as goodwill. Excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the purchase consideration is recognised, after reassessment of fair value of net assets acquired, in the Capital Reserve.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in Other Comprehensive Income ('OCI') and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

Any goodwill that arises is not amortised but is tested for impairment at least on an annual basis, based on a number of factors, including operating results, business plans and future cash flows.

2.24 Amended Accounting Standards (Ind AS) and interpretations effective during the year

a. Ind AS 103 Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The amendment did not have any material impact on consolidated financial statements of the Group.

b. Ind AS 16 Proceeds Before Intended Use

The amendment specify that an entity shall deduct from the cost of an item of property, plant and equipment any proceeds received from selling items produced while the entity is preparing the asset for its intended use. The amendment did not have any material impact on consolidated financial statements of the Group.

c. Ind AS 37 Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the amendment did not have any material impact on consolidated financial statements of the Group.

d. Ind AS 109 Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The amendment did not have any material impact on consolidated financial statements of the Group.

2.25 Recent accounting pronouncements which are not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. MCA, vide its circular dated March 31, 2023 has issued

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

Companies (Indian Accounting Standards) Amendment Rules, 2023 to further amend the Companies (Indian Accounting Standards) Rules, 2015 as below:

Ind AS 1 Presentation of Financial Statement

Requirement to disclose 'material accounting policies' instead of 'significant accounting policies' and related guidance included to determine whether the policy is material or not.

Ind AS 8 Accounting Policies, Change in Accounting Estimates and Errors

Definition of 'accounting estimates' now included in the standard enabling distinction between change in accounting estimates from change in accounting policies.

Ind AS 12 Income Taxes

Transactions that does not give rise to equal taxable and deductible temporary differences at the time of initial transaction have now been included in the exemptions for recognition of deferred tax liability and deferred tax assets in case of taxable temporary differences.

The Group is currently evaluating the impact of amendments to the aforementioned accounting standards on its consolidated financial statements.

Notes to Consolidated Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

3. Property plant and equipment

| Particulars | Buildings (refer note b) | Plant and equipments | Furniture and fixtures | Vehicles (refer note a) | Office equipments | Total |
|---|-----------------------------|-------------------------|---------------------------|----------------------------|----------------------|------------------|
| Gross block | | | | | | |
| Balance as at March 31, 2021 | 79.80 | 113.04 | 123.30 | 817.66 | 68.93 | 1,202.72 |
| Additions | 1,301.21 | 1,968.18 | 113.30 | 235.07 | 83.91 | 3,701.67 |
| Acquisition through business combination (refer note 46 and 47) | 2,959.80 | 4,517.25 | 59.94 | 136.93 | 5.54 | 7,679.46 |
| Revaluation of immovable properties (refer note b) | 102.31 | - | - | - | - | 102.31 |
| Disposals | - | - | - | 13.60 | - | 13.60 |
| Balance as at March 31, 2022 | 4,443.11 | 6,598.47 | 296.54 | 1,176.06 | 158.38 | 12,672.55 |
| Additions | 631.36 | 1,664.68 | 16.52 | 350.69 | 109.94 | 2,773.20 |
| Revaluation of immovable properties (refer note b) | 604.29 | - | - | - | - | 604.29 |
| Disposals | - | 5.47 | - | 47.91 | - | 53.38 |
| Balance as at March 31, 2023 | 5,678.76 | 8,257.68 | 313.06 | 1,478.84 | 268.32 | 15,996.65 |
| Net block | | | | | | |
| As at March 31, 2021 | 30.20 | 52.41 | 38.60 | 437.76 | 53.13 | 612.11 |
| Acquisition through business combination (refer note 46 and 47) | 19.07 | 283.89 | 5.68 | 12.10 | 1.82 | 322.56 |
| Charge for the year | 65.09 | 647.11 | 45.51 | 182.03 | 26.20 | 965.94 |
| Disposals | - | - | - | 12.92 | - | 12.92 |
| Balance as at March 31, 2022 | 114.36 | 983.41 | 89.79 | 618.97 | 81.15 | 1,887.69 |
| Charge for the year | 231.45 | 1,482.48 | 62.27 | 229.46 | 87.16 | 2,092.82 |
| Disposals | - | 0.75 | - | 45.52 | - | 46.26 |
| Balance as at March 31, 2023 | 345.81 | 2,465.14 | 152.05 | 802.92 | 168.31 | 3,934.25 |
| Net block | | | | | | |
| As at March 31, 2022 | 4,328.75 | 5,615.06 | 206.75 | 557.09 | 77.23 | 10,784.86 |
| As at March 31, 2023 | 5,332.95 | 5,792.54 | 161.01 | 675.92 | 100.00 | 12,062.40 |

Notes:

- Vehicles under loan contracts as at March 31, 2023 are ₹ 505.11 lakhs (March 31, 2022: ₹416.15 lakhs). Vehicles are hypothecated as security for the related loan.
- Fair value of the buildings was determined by using the market comparable method. This means that valuations performed by the valuer are based on active market prices, significantly adjusted for difference in the nature, location or condition of the specific building. As at the date of revaluation of March 31, 2023, the buildings are measured at fair value which has been determined basis report from a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.

If building were measured using the cost model. The carrying amounts would be as follows:

| | As at March 31, 2023 | As at March 31, 2022 |
|----------------------------|-------------------------|-------------------------|
| Cost | 4,972.16 | 4,340.80 |
| Accumulated depreciation | 336.98 | 114.36 |
| Net carrying amount | 4,635.18 | 4,226.45 |

Notes to Consolidated Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

4. Right-of-use assets

| | Land | Buildings | Total |
|---|-----------------|-----------------|-----------------|
| A. Gross block | | | |
| Balance as at March 31, 2021 | 405.91 | 1,024.26 | 1,430.17 |
| Additions | - | 78.99 | 78.99 |
| Acquisition through business combination (refer note 46 and 47) | 3,222.40 | - | 3,222.40 |
| Revaluation of Immovable properties (refer note a) | (142.69) | (38.86) | (181.55) |
| Balance as at March 31, 2022 | 3,485.62 | 1,064.39 | 4,550.01 |
| Additions | 341.39 | 652.46 | 993.85 |
| Disposal | - | 549.67 | 549.67 |
| Revaluation of Immovable properties (refer note a) | 585.10 | 156.03 | 741.13 |
| Balance as at March 31, 2023 | 4,412.12 | 1,323.21 | 5,735.33 |
| B. Accumulated amortisation | | | |
| Balance as at March 31, 2021 | 5.34 | 99.37 | 104.71 |
| Acquisition through business combination (refer note 46 and 47) | 2.01 | - | 2.01 |
| Amortisation for the year | 27.56 | 137.48 | 165.04 |
| Balance as at March 31, 2022 | 34.91 | 236.85 | 271.76 |
| Amortisation for the year | 64.63 | 182.63 | 247.25 |
| Disposals | - | 243.69 | 243.69 |
| Balance as at March 31, 2023 | 99.54 | 175.79 | 275.32 |
| Net block | | | |
| As at March 31, 2022 | 3,450.71 | 827.54 | 4,278.25 |
| As at March 31, 2023 | 4,312.59 | 1,147.42 | 5,460.00 |

Note:

- a Fair value of the land and building was determined by using the market comparable method. This means that valuations performed by the valuer are based on active market prices, significantly adjusted for difference in the nature, location or condition of the specific land and building. As at the date of revaluation of March 31, 2023, the land and building are measured at fair value which has been determined basis report from a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.

If land and building were measured using the cost model. The carrying amounts would be as follows:

| | Land | | Buildings | | Total | |
|----------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Cost | 3,375.67 | 3,375.67 | 1,016.50 | 913.71 | 4,392.16 | 4,289.38 |
| Accumulated amortisation | 64.83 | 24.06 | 402.18 | 230.23 | 467.02 | 254.29 |
| Net carrying amount | 3,310.84 | 3,351.61 | 614.32 | 683.48 | 3,925.14 | 4,035.09 |

Notes to Consolidated Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

5. Capital work-in-progress

| | As at March 31, 2023 | As at March 31, 2022 |
|---------------------------------------|-------------------------|-------------------------|
| Balance at the beginning of the year | 452.49 | - |
| Additions* | 1,141.27 | 452.49 |
| Capitalised during the year | (211.08) | - |
| Balance at the end of the year | 1,382.68 | 452.49 |

*pertains to plant and equipment under progress for setting up manufacturing facility.

Notes:

(a) Capital work-in-progress ageing schedule as at March 31, 2023 and March 31, 2022:

| Particulars | Amount in intangibles under development for a period of | | | | Total |
|----------------|---|-----------|-----------|----------------------|-----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| March 31, 2023 | 944.73 | 437.95 | - | - | 1,382.68 |
| March 31, 2022 | 452.49 | - | - | - | 452.49 |

(b) There are no such project under capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan as of March 31, 2023 and March 31, 2022.

6. Goodwill and other intangible assets

| | Goodwill | Other intangible assets | | | Total |
|--|-----------------|-------------------------|--------------|------------------------|-----------------|
| | | Trademarks | Softwares | Customer relationships | |
| Gross block | | | | | |
| Balance as at March 31, 2021 | - | 11.43 | 4.36 | - | 15.79 |
| Acquisition through business combination (refer note 46) | 2,406.73 | 7.28 | - | 521.06 | 2,935.07 |
| Additions/adjustments | - | 6.96 | 4.15 | - | 11.11 |
| Disposals | - | (1.06) | - | - | (1.06) |
| Balance as at March 31, 2022 | 2,406.73 | 24.61 | 8.51 | 521.06 | 2,960.90 |
| Additions/adjustments | - | 4.45 | 8.18 | - | 12.63 |
| Balance as at March 31, 2023 | 2,406.73 | 29.06 | 16.69 | 521.06 | 2,973.54 |
| Accumulated amortisation | | | | | |
| Balance as at March 31, 2021 | - | 1.14 | 1.42 | - | 2.56 |
| Acquisition through business combination (refer note 46) | - | 0.75 | - | - | 0.75 |
| Amortisation for the year | - | 1.68 | 2.49 | 48.54 | 52.71 |
| Balance as at March 31, 2022 | - | 3.57 | 3.91 | 48.54 | 56.02 |
| Amortisation for the year | - | 2.72 | 3.08 | 104.29 | 110.09 |
| Balance as at March 31, 2023 | - | 6.29 | 6.99 | 152.82 | 166.11 |
| Net block | | | | | |
| As at March 31, 2022 | 2,406.73 | 21.04 | 4.60 | 472.52 | 2,904.89 |
| As at March 31, 2023 | 2,406.73 | 22.77 | 9.70 | 368.23 | 2,807.43 |

Notes to Consolidated Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

(a) Impairment testing of goodwill

The Group performs test for goodwill impairment at least annually on March 31, or if indicators of impairment arise, such as the effects of obsolescence, demand, competition and other economic factors or on occurrence of an event or change in circumstances that would more likely than not reduce the fair value below its carrying amount. When determining the fair value, we utilize various assumptions, including operating results, business plans and projections of future cash flows.

During the year, the management has reviewed the carrying value of its goodwill against the recoverable amounts of these CGUs, using internal and external information available. Basis that, no impairment has been recorded.

Changes in the net carrying amount of goodwill is summarized as below:

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--|-------------------------|-------------------------|
| Opening balance | 2,406.73 | - |
| Acquisition through business combination (refer note 46) | - | 2,406.73 |
| Closing balance | 2,406.73 | 2,406.73 |

For the purpose of impairment testing, goodwill is allocated to a cash generating unit, representing the lowest level with the Group at which goodwill is monitored for internal management purposes and which is not higher than the Group's operating segment.

The carrying amount of goodwill was allocated to the cash generating units as follows:

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|-----------------------------------|-------------------------|-------------------------|
| Best Crop Science Private Limited | 2,406.73 | 2,406.73 |
| | 2,406.73 | 2,406.73 |

Impairment

An impairment test was carried out as on March 31, 2023, details of the test are as outlined below:

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--|-------------------------|-------------------------|
| Discount rate | 15.62% | 16.19% |
| Growth rate | 5.00% | 5.00% |
| Number of years for which cash flows were considered | 5 years | 5 years |
| Test result | No impairment | No impairment |

Growth rates

The growth rates used are in line with the growth rate of the industry in which the entities operates and are consistent with internal/external sources of information.

Discount rates

The discount rates takes into consideration market risk and specific risk factors of the cash generating unit. The cash flow projections are based on the forecasts made by the management.

Sensitivity

The management believes that any reasonable possible changes in the key assumptions would not cause the cash generating unit's carrying amount to exceed its recoverable amount.

Notes to Consolidated Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

7. Intangibles under development

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|---------------------------------------|-------------------------|-------------------------|
| Balance at the beginning of the year | 1.58 | - |
| Intangibles under development* | 4.84 | 1.58 |
| Capitalised during the year | (2.09) | - |
| Balance at the end of the year | 4.33 | 1.58 |

*pertains to product licenses applied to Central Insecticides Board but not yet allotted in the name of the Holding Company.

Notes:

(a) Intangibles under development ageing schedule as at March 31, 2023 and March 31, 2022:

| Particulars | Amount in intangibles under development for a period of | | | | Total |
|----------------|---|-----------|-----------|----------------------|-------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| March 31, 2023 | 4.33 | - | - | - | 4.33 |
| March 31, 2022 | 1.58 | - | - | - | 1.58 |

(b) There are no such project under intangibles under development, whose completion is overdue or has exceeded its cost compared to its original plan as of March 31, 2023 and March 31, 2022.

8. Investments

Non-current investments

| | Nominal Value per unit | Number of shares | | Amount | |
|--|------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| | | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| i) Investment in unquoted equity shares, valued at fair value through profit and loss (FVTPL) | | | | | |
| Tavares Tradelinks Private Limited | 10 | - | 9,239 | - | 3.00 |
| | - | - | - | - | 3.00 |
| Less: | | | | | |
| Impairment on investments* | | | | - | (3.00) |
| Total investments in unquoted equity shares, valued at FVTPL [A] | | | | - | - |
| Aggregate value of unquoted investments | | | | - | 3.00 |
| Aggregate value of impairment in value of investments | | | | - | 3.00 |
| Category-wise investment | | | | | |
| Measured at FVTPL | | | | - | - |

Notes:

(i) Refer note 43 for disclosure of fair values in respect of financial assets measured at fair value and amortised cost.

Notes to Consolidated Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

9. Trade receivables

| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| Trade receivables | | |
| Secured, considered good | - | - |
| Unsecured, considered good | 34,882.76 | 25,592.56 |
| Receivable which have significant increase in credit risk | 1,057.12 | 506.92 |
| Receivable credit impaired | - | - |
| | 35,939.88 | 26,099.48 |
| Less: Allowance for expected credit loss | | |
| Secured, considered good | - | - |
| Unsecured, considered good | - | - |
| Receivable which have significant increase in credit risk | (1,057.12) | (506.92) |
| Receivable credit impaired | - | - |
| | 34,882.76 | 25,592.56 |
| Trade receivables from related parties (refer note 39) | 450.34 | - |

Trade receivables ageing schedule as at March 31, 2023 and March 31, 2022:

| Particulars | Outstanding for following periods from date of transaction | | | | | Total |
|--|--|-----------------------|-----------------|-------------|----------------------|------------------|
| | Less than 6 months | 6 months to 1 year | 1-2 years | 2-3 years | More than 3 years | |
| As at March 31, 2023: | | | | | | |
| a) Undisputed trade receivables | | | | | | |
| - considered good | 24,625.20 | 8,590.57 | 1,666.99 | - | - | 34,882.76 |
| - which have significant increase in credit risk | - | - | 150.57 | 0.01 | 17.08 | 167.66 |
| - which are credit impaired | - | - | - | - | - | - |
| | 24,625.20 | 8,590.57 | 1,817.56 | 0.01 | 17.08 | 35,050.42 |
| b) Disputed trade receivables | | | | | | |
| - considered good | - | - | - | - | - | - |
| - which have significant increase in credit risk | - | - | 226.06 | 299.99 | 363.41 | 889.46 |
| - which are credit impaired | - | - | - | - | - | - |
| | - | - | 226.06 | 299.99 | 363.41 | 889.46 |
| Less: Allowance for expected credit loss | - | - | (376.63) | (300.00) | (380.49) | (1,057.12) |
| | 24,625.20 | 8,590.57 | 1,666.99 | - | 380.49 | 34,882.76 |
| As at March 31, 2022: | | | | | | |
| a) Undisputed trade receivables | | | | | | |
| - considered good | 22,333.87 | 2,893.01 | 344.63 | - | 21.05 | 25,592.56 |
| - which have significant increase in credit risk | - | - | - | - | - | - |
| - which are credit impaired | - | - | - | - | - | - |
| | 22,333.87 | 2,893.01 | 344.63 | - | 21.05 | 25,592.56 |

Notes to Consolidated Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

| Particulars | Outstanding for following periods from date of transaction | | | | | Total |
|--|--|--------------------|---------------|-----------|-------------------|------------------|
| | Less than 6 months | 6 months to 1 year | 1-2 years | 2-3 years | More than 3 years | |
| b) Disputed trade receivables | | | | | | |
| - considered good | - | - | - | - | - | - |
| - which have significant increase in credit risk | - | - | 82.47 | 153.90 | 270.55 | 506.92 |
| - which are credit impaired | - | - | - | - | - | - |
| | - | - | 82.47 | 153.90 | 270.55 | 506.92 |
| Less: Allowance for expected credit loss | - | - | (82.47) | (153.90) | (270.55) | (506.92) |
| | 22,333.87 | 2,893.01 | 344.63 | - | 21.05 | 25,592.56 |

Notes:

- (i) Refer note 41 for the movement of allowance for expected credit loss.
- (ii) Refer note 43 for disclosure of fair values in respect of financial assets measured at amortised cost.
- (iii) No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person.
- (iv) There are no unbilled receivables, hence the same is not disclosed in the ageing schedule.
- (v) The general terms of the payment is between 60-180 days and there is no significant financing component.

10. Other financial assets

| | Non-current | | Current | |
|---|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Interest accrued but not due on fixed deposits | - | - | 23.85 | 3.84 |
| Security deposits | 73.40 | 69.07 | - | - |
| Bank deposits with more than 12 months maturity | 1,556.83 | - | - | - |
| Others | - | - | 25.91 | 3.75 |
| | 1,630.23 | 69.07 | 49.76 | 7.59 |

Note:

- (i) Refer note 43 for disclosure of fair values in respect of financial assets measured at amortised cost.

11. Other assets

| | Non-current | | Current | |
|-------------------------------------|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Capital advances | 2,566.14 | 185.07 | - | - |
| Advances to suppliers | - | - | 715.00 | 298.09 |
| Balance with government authorities | - | - | 4,746.30 | 4,102.29 |
| Advances tax (net of provision) | 1,009.79 | - | - | - |
| Prepaid expenses | 2.80 | 2.52 | 425.97 | 112.69 |
| Employee and other advances | - | 28.08 | 91.51 | 74.41 |
| | 3,578.73 | 215.67 | 5,978.78 | 4,587.48 |

Notes to Consolidated Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

12. Inventories (valued at lower of cost or net realisable value, unless otherwise stated)

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|------------------|-------------------------|-------------------------|
| Raw material | 21,282.77 | 8,330.17 |
| Work-in-progress | 6,441.01 | 3,946.49 |
| Stock-in-trade* | 31,365.52 | 19,864.13 |
| Finished goods | 11,789.73 | 13,316.55 |
| | 70,879.03 | 45,457.34 |

*Inventories have been reduced by ₹ 953.71 lakhs (previous year: 309.21 lakhs) as a result of write-down to net realisable value.

13. Cash and cash equivalents

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|---------------------|-------------------------|-------------------------|
| Balances with banks | 6,138.52 | 1,271.73 |
| On current accounts | 17.89 | 14.69 |
| Cash on hand | 6,156.41 | 1,286.42 |

Note:

(i) Refer note 43 for disclosure of fair values in respect of financial assets measured at amortised cost.

14. Bank balances other than cash and cash equivalents

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| Deposit with original maturity of more than 3 months and less than 12 months* | 2,651.85 | 2,741.60 |
| | 2,651.85 | 2,741.60 |

* Deposits are against cash credit and working capital loans from banks and financial institutions. The same are restricted for use till settlement of corresponding liability.

Note:

(i) Refer note 43 for disclosure of fair values in respect of financial assets measured at amortised cost.

15. Equity share capital

| | Number of shares | | Amount | |
|--|-------------------------|-------------------------|-------------------------|-------------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Authorised | | | | |
| Equity shares of ₹ 10/- each | 2,37,00,000 | 2,37,00,000 | 2,370.00 | 2,370.00 |
| | 2,37,00,000 | 2,37,00,000 | 2,370.00 | 2,370.00 |
| Issued, subscribed and fully paid up equity capital | | | | |
| Equity shares of ₹ 10/- each | 2,36,44,740 | 2,36,44,740 | 2,364.47 | 2,364.47 |
| Total share capital | 2,36,44,740 | 2,36,44,740 | 2,364.47 | 2,364.47 |

Notes to Consolidated Financial Statements

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(a) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year

| | Number of shares | | Amount | |
|--|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Authorised share capital | | | | |
| Balance as the beginning of reporting year | 2,37,00,000 | 2,37,00,000 | 2,370.00 | 2,370.00 |
| Balance as the end of reporting year | 2,37,00,000 | 2,37,00,000 | 2,370.00 | 2,370.00 |
| Issued equity capital | | | | |
| Equity share of ₹ 10/- each issued, subscribed and fully paid | | | | |
| Balance as the beginning of reporting year | 2,36,44,740 | 2,20,32,066 | 2,364.47 | 2,203.21 |
| Issued during the year* | - | 16,12,674 | - | 161.26 |
| Balance as the end of reporting year | 2,36,44,740 | 2,36,44,740 | 2,364.47 | 2,364.47 |

* refer note 46.

(b) Terms/rights attached to equity shares

The Holding Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividends in Indian rupees. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Holding Company

| | As at March 31, 2023 | | As at March 31, 2022 | |
|---|----------------------|--------------|----------------------|--------------|
| | Number of shares | % of holding | Number of shares | % of holding |
| Equity shares with voting rights | | | | |
| Vandana Alawadhi | 63,92,717 | 27.04% | 63,92,717 | 27.04% |
| Raj Kumar | 17,43,816 | 7.38% | 42,94,166 | 18.16% |
| Vimal Kumar | 48,65,670 | 20.58% | 37,54,955 | 15.88% |
| Resonance Opportunities Fund | 19,27,866 | 8.15% | 21,34,406 | 9.03% |

(d) Details of shares held by promoters in the Holding Company

| | As at March 31, 2023 | | As at March 31, 2022 | | % change in shareholding |
|-------------------|----------------------|--------------|----------------------|--------------|--------------------------|
| | No. of shares | % of holding | No. of shares | % of holding | |
| Vandana Alawadhi | 63,92,717 | 27.04% | 63,92,717 | 27.04% | 0.00% |
| Vimal Alawadhi | 48,65,670 | 20.58% | 37,54,955 | 15.88% | 4.70% |
| Kamal Kumar | 3,67,745 | 1.56% | 3,67,745 | 1.56% | 0.00% |
| Kamal Kumar (HUF) | 2,20,500 | 0.93% | 2,20,500 | 0.93% | 0.00% |
| Geeta Garg | 140 | 0.00% | 2,640 | 0.01% | -0.01% |
| Vishesh Gupta | 1 | 0.00% | 235 | 0.00% | 0.00% |

* Management has filed an application for reclassification of Geeta Garg and Vishesh Gupta from promoter group to public. Approval from the authorities is awaited.

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(e) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding March 31, 2022:

| | March 31, 2023 | March 31, 2022 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
|---|----------------|------------------------|----------------|---------------------------|----------------|
| Equity shares allotted as fully paid up | - | 16,12,674 [#] | - | 1,40,55,993 ^{##} | - |

[#]issued pursuant to approval of shareholders in the annual general meeting on acquisition of 100% controlling interest in Best Crop Science Private Limited on October 13, 2021. Refer note 46.

^{##}issued pursuant to order received from NCLT on May 5, 2020 for amalgamation of Best Agrochem Private Limited with the Holding Company.

(f) The Holding Company has not issued any bonus shares nor has there been any buy-back of shares in the current year and preceding five years.

16. Other equity

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| Capital reserve | | |
| Balance as the beginning of reporting year | 3,201.72 | 3,201.72 |
| Balance as the end of reporting year | 3,201.72 | 3,201.72 |
| Securities premium | | |
| Balance as the beginning of reporting year | 11,026.81 | 1,028.23 |
| Share issued during the year | - | 9,998.58 |
| Balance as the end of reporting year | 11,026.81 | 11,026.81 |
| Retained earnings | | |
| Balance as the beginning of reporting year | 16,130.11 | 6,092.27 |
| Add: Profit for the year | 19,214.63 | 10,476.19 |
| Add: Remeasurement gain/(loss) of defined benefit obligations (net) | (8.40) | 2.31 |
| Less: Payment of dividend on equity shares (refer note 50) | (472.89) | (440.66) |
| Balance as the end of reporting year | 34,863.45 | 16,130.11 |
| Revaluation reserve | | |
| Balance as the beginning of reporting year (net) | 271.60 | 442.18 |
| Less: Revaluation during the year (net) | 1,006.81 | (170.58) |
| Balance as the end of reporting year (net) | 1,278.41 | 271.60 |
| | 50,370.39 | 30,630.24 |

Nature and purpose of reserve

Capital reserve

Capital reserve was created on account of loss on business combinations.

Securities premium

Securities premium comprises of the premium on issue of shares. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

Retained earnings

Retained earnings refer to the net profit/(loss) retained by the Group for its core business activities. It also includes the gain/loss on remeasurement of defined employee benefit obligations.

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Revaluation reserve

This represents the cumulative gains and losses arising on the revaluation of land and building. It is not available for distribution as dividend.

17. Borrowings- non-current

| | As at March 31, 2023 | As at March 31, 2022 |
|--|-------------------------|-------------------------|
| Secured | | |
| Term loans | | |
| Indian rupee loan from financial institutions (refer note a below) | 1,161.29 | - |
| Indian rupee loan from banks (refer note c below) | 2,478.50 | 4,968.84 |
| Vehicle loans | | |
| Indian rupee loan from bank (refer note b below) | 430.32 | 313.94 |
| Indian rupee loan from financial institution (refer note d below) | - | 4.15 |
| | 4,070.11 | 5,286.93 |
| Less: Current maturities of non-current borrowings (refer note 18) | (1,216.34) | (971.34) |
| Total secured loans (A) | 2,853.77 | 4,315.59 |
| Unsecured | | |
| From others (refer note e below) | 550.00 | 542.40 |
| Total unsecured loans (B) | 550.00 | 542.40 |
| | 3,403.77 | 4,857.99 |
| Secured | 2,853.77 | 4,315.59 |
| Unsecured | 550.00 | 542.40 |

| Nature of Security | Terms of repayment |
|---|---|
| a Term loan from financial institutions | |
| Term loan from Tata Capital Finance Limited has been obtained against hypothecation of current assets and fixed assets of the Holding Company. | Repayable in 36 equal monthly installment of ₹ 43.01 lakhs from July 5, 2022. Rate of interest at 10.00% per annum |
| b Vehicle loans from banks | |
| Vehicle loans have been obtained from banks and the same are secured by hypothecation of respective vehicles. | Repayable in 36 to 60 equal monthly installment of ₹ 0.18 lakhs to ₹ 2.97 lakhs (previous year ₹ 0.18 lakhs to ₹ 3.87 lakhs). Rate of interest at 8.20% to 12.35% per annum (previous year 8.20% to 12.75% per annum). |
| c Term loan from banks | |
| Term loans from Axis Bank has been obtained by Best Crop Science Private Limited against hypothecation of current assets and movable fixed assets except vehicles. | Repayable in 48 equal monthly installment of ₹ 7.27 lakhs to ₹ 12.32 lakhs with a moratorium of 24 months. Rate of interest at 7.95%. |
| Term loans from Bandhan Bank has been obtained by Best Crop Science Private Limited against hypothecation of current assets and movable fixed assets except vehicles. | Repayable in 20 equal monthly installments of ₹ 18.50 lakhs. Rate of interest at 9.50 % per annum. |
| d Vehicle loans from financial institution | |
| Vehicle loan has been obtained from financial institution by Best Crop Science Private Limited and the same is secured by hypothecation of respective vehicle. | Repayable in 60 equal monthly installments of ₹ 0.70 lakhs. The same has been repaid completely during the current year. Rate of interest at 8.00% |

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| Nature of Security | Terms of repayment |
|---|--|
| e Unsecured loan from others | |
| Unsecured loan has been obtained by Best Crop Science Private Limited from Transworld Finvest Private Limited | Repayable after 2 years in equal installments to be agreed between the parties. Rate of interest at 11.00% per annum. |

Notes:

- Refer note 43 for disclosure of fair values in respect of financial liabilities measured at fair value and amortised cost.
- The Group has not defaulted in repayment of interest during the current financial year. Further, there have been no default in repayment of loan and no breaches in the loan covenants of any interest-bearing non-current loans and borrowing in the current year.

18. Borrowings-current

| | As at March 31, 2023 | As at March 31, 2022 |
|--|-------------------------|-------------------------|
| Secured | | |
| Cash credit from banks (refer note a below) | 16,941.66 | 16,161.35 |
| Working capital loan from banks and financial institution (refer note b below) | 24,307.54 | 4,450.00 |
| | 41,249.20 | 20,611.35 |
| Add: Current maturities of non-current loans (refer note 17) | 1,216.34 | 971.34 |
| | 42,465.54 | 21,582.69 |
| Unsecured | | |
| From related parties (refer note c below) (refer note 39) | 9,895.26 | - |
| | 9,895.26 | - |
| Total borrowings | 52,360.80 | 21,582.69 |
| Secured | 42,465.54 | 21,582.69 |
| Unsecured | 9,895.26 | - |

Notes:

- Cash credit facilities have been obtained from banks by the Holding Company which has been secured by first pari passu charge on present and future current assets and movable property, plant and equipment except vehicles. The facilities taken from banks are secured by personal guarantee of promoter Mr. Vimal Alawadhi, Mrs. Vandana Alawadhi and Mr. Kamal Kumar and director Mr. Shuvendu Satpathy. These loans carry interest rate of 7.60% to 10.50% per annum (previous year: 7.60% to 11.70% per annum).

Cash credit facilities have been obtained from banks by Best Crop Science Private Limited which has been secured by first pari passu charge on present and future current assets and movable property, plant and equipment except vehicles. The facilities taken from banks are secured by personal guarantee of promoter Mr. Vimal Alawadhi, Mr. Raj Kumar and Mrs. Vandana Alawadhi and director Mr. Gaurav Sharma; corporate

guarantee of the Holding Company executed by Mr. Suvendhu Kumar Satpathy on behalf of the Holding Company. These loans carry interest rate of 8.25% to 9.75% per annum (previous year: 9.25% per annum).

Cash credit facilities have been obtained from banks by Seedlings India Private Limited which has been secured by first pari passu charge on present and future current assets and movable property, plant and equipment except vehicles. The facilities taken from banks are secured by personal guarantee of promoter Mr. Vimal Alawadhi and Mrs. Vandana Alawadhi; corporate guarantee of the Holding Company executed by Mr. Suvendhu Kumar Satpathy on behalf of the Holding Company. These loans carry interest rate of 7.15% to 9.00% per annum (previous year: 7.15% per annum).

- Working capital loan facility was obtained from banks and financial institution by the Holding Company during the year which has been secured by first pari

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passu charge on present and future current assets and movable property, plant and equipment except vehicles. The facilities taken from banks and financial institution are secured by personal guarantee of promoter Mr. Vimal Alawadhi and Mrs Vandana Alawadhi and director Mr. Shuvendu Satpathy on behalf of the Company. These loan carry interest rate of 6.75% to 9.10% per annum (previous year: 6.75% to 8.80% per annum). Further, working capital facility have been obtained from one bank which has been secured against assigned trade receivables. This facility carry interest rate of 9% per annum (previous year: Nil).

Working capital loan facility have been obtained from banks and financial institution by Best Crop Science Private Limited during the year which has been secured by first pari passu charge on present and future current assets and movable property, plant and equipment except vehicles. The facilities taken from banks and financial institution are secured by personal guarantee of promoter Mr. Vimal Alawadhi, Mr. Raj Kumar and Mrs. Vandana Alawadhi and director Mr. Gaurav Sharma; corporate guarantee of the Holding Company

executed by Mr. Suvendhu Kumar Satpathy on behalf of the Holding Company. These loan carry interest rate of 6.75% to 8.80% per annum.

- c. The Best Crop Science Private Limited and Seedlings India Private Limited have obtained interest free loans from its directors. The same is repayable on demand.
- d. Refer note 43 for disclosure of fair values in respect of financial liabilities measured at fair value and amortised cost.
- e. The Group has not defaulted in repayment of loan and interest during the current financial year.
- f. The Group is required to comply with certain debt covenants as mentioned in the loan agreement for working capital loans and cash credit facilities, failure of which makes the loan to be repaid on demand at the discretion of the bank. During the year, there has been one breach in the financial covenants of current borrowings obtained from one bank. The same has already been classified under current borrowings.

19. Lease liabilities

| | Non-current | | Current | |
|-----------------------------------|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Lease liabilities (refer note 42) | 871.23 | 361.47 | 157.29 | 175.11 |
| | 871.23 | 361.47 | 157.29 | 175.11 |

Note: Refer note 43 for disclosure of fair values in respect of financial liabilities measured at fair value and amortised cost.

20. Trade payables

| | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| Trade payables of micro and small enterprises | 13.84 | 3.64 |
| Trade payables other than micro enterprises and small enterprises | 30,239.75 | 28,350.64 |
| | 30,253.59 | 28,354.28 |
| Trade payables to related parties (refer note 39) | 285.81 | 56.70 |

Trade payables ageing schedule as at March 31, 2023 and March 31, 2022:

| | Outstanding for following periods from date of transaction | | | | Total |
|---|--|--------------|-------------|-------------------|------------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| As at March 31, 2023: | | | | | |
| a) Undisputed trade payables | | | | | |
| Micro enterprises and small enterprises | 13.84 | - | - | - | 13.84 |
| Others | 30,169.96 | 68.70 | 1.09 | - | 30,239.75 |
| | 30,183.80 | 68.70 | 1.09 | - | 30,253.59 |

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As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

| | Outstanding for following periods from date of transaction | | | | Total |
|---|--|--------------|---------------|-------------------|------------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| b) Disputed trade payables | | | | | |
| Micro enterprises and small enterprises | - | - | - | - | - |
| Others | - | - | - | - | - |
| | - | - | - | - | - |
| | 30,183.80 | 68.70 | 1.09 | - | 30,253.59 |
| As at March 31, 2022 | | | | | |
| a) Undisputed trade payables | | | | | |
| Micro enterprises and small enterprises | 3.64 | - | - | - | 3.64 |
| Others | 27,883.68 | 11.01 | 455.95 | - | 28,350.65 |
| | 27,887.32 | 11.01 | 455.95 | - | 28,354.28 |
| b) Disputed trade payables | | | | | |
| Micro enterprises and small enterprises | - | - | - | - | - |
| Others | - | - | - | - | - |
| | - | - | - | - | - |
| | 27,887.32 | 11.01 | 455.95 | - | 28,354.28 |

Note:

- (i) There are no unbilled trade payables, hence the same is not disclosed in the ageing schedule.
- (ii) Refer note 43 for disclosure of fair values in respect of financial liabilities measured at fair value and amortised cost.

21. Other financial liabilities

| | Non-current | | Current | |
|--|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Unpaid dividend | - | - | 14.11 | 6.59 |
| Employee related liabilities | - | - | 510.69 | 324.75 |
| Security deposits | - | 296.13 | 513.21 | - |
| Payable for business acquisition (refer note 47) | - | - | 808.06 | 1,777.94 |
| Others | - | - | 87.30 | 78.60 |
| | - | 296.13 | 1,933.37 | 2,187.88 |

Note: Refer note 43 for disclosure of fair values in respect of financial liabilities measured at fair value and amortised cost.

22. Provisions

| | Non-current | | Current | |
|--|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Provision for gratuity (refer note 38) | 187.29 | 121.25 | 29.98 | 20.22 |
| Provision for compensated absence | - | - | 48.56 | 16.87 |
| | 187.29 | 121.25 | 78.54 | 37.09 |

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23. Other current liabilities

| | As at March 31, 2023 | As at March 31, 2022 |
|-----------------------------|-------------------------|-------------------------|
| Revenue received in advance | 3,397.58 | 5,059.78 |
| Statutory dues payable | 539.47 | 140.07 |
| Others | - | 51.74 |
| | 3,937.05 | 5,251.59 |

24. Current tax liability (net)

| | As at March 31, 2023 | As at March 31, 2022 |
|--|-------------------------|-------------------------|
| (A) Current tax liabilities | | |
| Provision for income tax | 1,649.15 | 4,200.80 |
| Total (A) | 1,649.15 | 4,200.80 |
| (B) Income tax assets | | |
| Advance income tax | 1,151.88 | 3,298.79 |
| Total (B) | 1,151.88 | 3,298.79 |
| Current tax liabilities (net) (A-B) | 497.27 | 902.01 |

25. Deferred tax liabilities/assets

25. a. Deferred tax assets

| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| Deferred tax asset arising on account of: | | |
| Property, plant and equipment: impact of differences between tax depreciation and depreciation/amortisation charged in the financial statements | (7.06) | 28.46 |
| Provision for doubtful debt and advances | - | 3.52 |
| Employee benefits obligations | 1.22 | 10.01 |
| Other assets | 6.49 | - |
| Right of use assets and lease liabilities | 0.24 | - |
| Total deferred tax assets | 0.89 | 41.99 |

25. b. Deferred tax liabilities

| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| Deferred tax asset arising on account of: | | |
| Property, plant and equipment: impact of differences between tax depreciation and depreciation/amortisation charged in the financial statements | 183.63 | 148.84 |
| Provision for doubtful debt and advances | 268.57 | 127.58 |
| Employee benefits obligations | 72.90 | 35.53 |
| Right of use assets and lease liabilities | 4.02 | 18.23 |
| | 529.12 | 330.18 |

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| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| Deferred tax liability arising on account of: | | |
| Revaluation of land and building measured through other OCI | (429.95) | (91.34) |
| Revaluation of immovable properties | (1,209.40) | (1,538.43) |
| | (1,639.35) | (1,629.77) |
| Total deferred tax liabilities | (1,110.23) | (1,299.59) |

25. c. Changes in deferred tax assets (net)

| | As at March 31, 2021 | Recognised in | | As at March 31, 2022 | Recognised in | | As at March 31, 2023 |
|---|----------------------------|---------------|--------------------|----------------------------|---------------|--------------------|----------------------------|
| | | OCI | Profit and loss | | OCI | Profit and loss | |
| Items leading to creation of deferred tax assets/deferred tax liabilities | | | | | | | |
| Property, plant and equipment: impact of differences between tax depreciation and depreciation/amortisation charged in the financial statements | - | - | 28.46 | 28.46 | - | (35.52) | (7.06) |
| Provision for doubtful debt and advances | - | - | 3.52 | 3.52 | - | (3.52) | - |
| Employee benefits obligations | - | 1.91 | 8.10 | 10.01 | - | (8.79) | 1.22 |
| Other assets | - | - | - | - | - | 6.49 | 6.49 |
| Right of use assets and lease liabilities | - | - | - | - | - | 0.24 | 0.24 |
| Total deferred tax assets | - | 1.91 | 40.08 | 41.99 | - | (41.10) | 0.89 |

Changes in deferred tax liabilities (net)

| | As at March 31, 2021 | Recognised in | | As at March 31, 2022 | Recognised in | | As at March 31, 2023 |
|---|----------------------------|----------------|--------------------|----------------------------|-----------------|--------------------|----------------------------|
| | | OCI | Profit and loss | | OCI | Profit and loss | |
| Items leading to creation of deferred tax assets/deferred tax liabilities | | | | | | | |
| Property, plant and equipment: impact of differences between tax depreciation and depreciation/amortisation charged in the financial statements | 29.90 | - | 118.94 | 148.84 | - | 34.80 | 183.63 |
| Provision for doubtful debt and advances | 52.08 | - | 57.86 | 109.94 | - | 158.63 | 268.57 |
| Employee benefits obligations | 20.47 | (2.69) | 17.75 | 35.53 | 2.83 | 34.54 | 72.90 |
| Right of use assets and lease liabilities | 9.29 | - | 8.94 | 18.23 | - | (14.21) | 4.02 |
| Total deferred tax assets | 111.74 | (2.69) | 203.49 | 312.54 | 2.83 | 213.76 | 529.11 |
| Items leading to creation of deferred tax liabilities | | | | | | | |
| Revaluation of immovable properties | - | (91.34) | - | (91.34) | (338.61) | - | (429.95) |
| Total deferred tax liabilities | - | (91.34) | - | (91.34) | (338.61) | - | (429.95) |
| Add: Deferred tax asset acquired on the date of acquisition (refer note 46) | - | - | - | 17.64 | - | (17.64) | - |
| Add: Deferred tax liabilities generated on account of acquisition (refer note 6) | - | - | - | (1,538.43) | - | 329.03 | (1,209.40) |
| Net deferred tax assets/(liability) | 111.74 | (94.03) | 203.49 | (1,299.59) | (335.78) | 525.15 | (1,110.23) |

Note: Refer note 34 for effective tax reconciliation.

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(All amounts in ₹ lakhs, unless stated otherwise)

26. Revenue from operations

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|----------------------|--------------------------------------|--------------------------------------|
| Sale of products | 1,74,567.79 | 1,21,079.54 |
| | 1,74,567.79 | 1,21,079.54 |
| India | 1,74,016.36 | 1,20,887.02 |
| Outside India | 551.43 | 192.52 |
| | 1,74,567.79 | 1,21,079.54 |

Contract balances

| | As at March 31, 2023 | As at March 31, 2022 |
|--|-------------------------|-------------------------|
| Revenue received in advance (refer note 23)* | 3,397.58 | 5,059.78 |

Contract liabilities - Revenue received in advance

| | As at March 31, 2023 | As at March 31, 2022 |
|--|-------------------------|-------------------------|
| Opening balance of Contract liabilities | 5,059.78 | 3,448.02 |
| Less: Amount of revenue recognised against opening contract liabilities | (5,059.78) | (1,003.07) |
| Add: Addition in balance of contract liabilities for current year (net of refunds) | 3,397.58 | 2,614.83 |
| Closing balance of Contract liabilities | 3,397.58 | 5,059.78 |

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

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| Revenue from contract with customer as per the contract price | 1,93,377.04 | 1,30,433.39 |
| Adjustments made to contract price on account of: | | |
| a) Discounts and rebates | (6,139.65) | (2,289.97) |
| b) Sales returns | (12,669.60) | (7,063.88) |
| Revenue from contract with customer | 1,74,567.79 | 1,21,079.54 |

Performance obligation

Information about the Company's performance obligations are summarised below.

Traded goods

The performance obligation is satisfied upon delivery of the goods to the customer.

* The significant decrease in contract balances in FY 2022-2023 is mainly due to increase in revenue from operations against which these balances were settled. The year-end balances are on account of advances received in the normal course of business.

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27. Other income

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| Interest income | | |
| From banks* | 180.49 | 39.11 |
| Profit on sale of investment | - | 51.53 |
| Liabilities written back | 4.95 | 12.62 |
| Foreign exchange fluctuation gain (net) | - | - |
| Gain on lease cancellation | 61.08 | - |
| Profit on sale of property, plant and equipment | 2.10 | 1.02 |
| Miscellaneous income | 11.40 | 73.30 |
| | 260.02 | 177.58 |

*underlying assets on which income is recognised are carried at amortised cost.

28. a. Cost of material consumed

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Inventories at the beginning of the year | 8,330.17 | - |
| Add: purchases during the year | 72,008.53 | 19,353.85 |
| Add: acquisition through business combination (refer note 46 and 47) | - | 4,035.04 |
| | 80,338.70 | 23,388.89 |
| Less: inventories at the end of the year | (21,282.77) | (8,330.17) |
| Cost of material consumed | 59,055.93 | 15,058.72 |

28. b. Purchase of stock-in-trade

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|-----------|--------------------------------------|--------------------------------------|
| Purchases | 78,628.61 | 99,144.79 |
| | 78,628.61 | 99,144.79 |

29. (Increase)/decrease in inventories of work in progress, stock-in-trade and finished goods

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| Inventory at the end of the year | | |
| Work-in-progress | (6,441.01) | (3,946.49) |
| Stock-in-trade | (31,365.52) | (19,864.13) |
| Finished goods | (11,789.73) | (13,316.55) |
| | (49,596.26) | (37,127.17) |
| Inventory at the beginning of the year | | |
| Work-in-progress | 3,946.49 | - |
| Stock-in-trade | 19,864.13 | 15,366.12 |

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| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| Finished goods | 13,316.55 | - |
| | 37,127.17 | 15,366.12 |
| Add: acquisition through business combination (refer note 46 and 47) | | |
| Work-in-progress | - | 1,945.92 |
| Finished goods | - | 4,118.54 |
| | (12,469.08) | (15,696.59) |

30. Employee benefits expense

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Salaries and wages | 4,685.10 | 2,239.40 |
| Contribution to provident fund and other funds (refer note 38) | 117.31 | 56.42 |
| Staff welfare expenses | 101.40 | 49.31 |
| | 4,903.81 | 2,345.14 |

31. Finance costs

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|------------------------|--------------------------------------|--------------------------------------|
| Interest expense | | |
| - On borrowings | 3,387.04 | 1,118.80 |
| - On lease liabilities | 91.39 | 42.94 |
| Other borrowing cost* | 407.45 | 347.57 |
| | 3,885.88 | 1,509.31 |

*Includes processing charges and other related costs.

32. Depreciation and amortisation expense

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Depreciation on property, plant and equipment (refer note 3) | 2,092.76 | 965.94 |
| Amortisation on right-of-use assets (refer note 4) | 247.25 | 165.04 |
| Amortisation on other intangible assets (refer note 6) | 110.15 | 52.71 |
| | 2,450.16 | 1,183.68 |

33. Other expenses

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|----------------------------------|--------------------------------------|--------------------------------------|
| Rent expenses (refer note 42) | 134.85 | 104.35 |
| Power and fuel | 545.34 | 273.75 |
| Rates and taxes | - | 0.37 |
| Consumption of stores and spares | 545.84 | 169.27 |
| Repair and maintenance | 690.64 | 158.84 |

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| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Travelling and conveyance | 1,508.63 | 558.07 |
| Outsourced service cost | 1,012.14 | 227.05 |
| Insurance | 282.28 | 101.36 |
| Advertisement and business promotions | 687.34 | 192.21 |
| Printing and stationery | 158.14 | 62.33 |
| Water and electricity | 210.04 | 27.88 |
| Clearing and forwarding charges | 557.44 | 314.66 |
| Research and development | 302.69 | - |
| Communication charges | 49.05 | 10.13 |
| Foreign exchange fluctuation | 2,001.65 | 67.45 |
| Loading and unloading charges | 96.51 | 15.56 |
| Legal and professional | 618.08 | 314.48 |
| Security charges | 497.85 | - |
| Provision for doubtful debts | 550.20 | 300.00 |
| Commission paid | - | 21.48 |
| Donation | 1,001.37 | - |
| Corporate social responsibility expenses | 121.00 | 47.28 |
| Miscellaneous expenses | 1,511.75 | 679.56 |
| | 13,082.83 | 3,646.06 |

34. Tax expense

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|-------------------------------|--------------------------------------|--------------------------------------|
| Current tax | 6,559.08 | 3,854.16 |
| Deferred tax | (484.05) | (243.57) |
| Tax relating to earlier years | - | (20.79) |
| | 6,075.03 | 3,589.80 |

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2023 and March 31, 2022:

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Accounting profit before tax | 25,289.67 | 14,065.99 |
| Tax at India's statutory income tax rate of 25.17% (March 31, 2022: 25.17%) | 6,364.90 | 3,540.13 |
| Tax impact of non-deductible expenses | 328.22 | 38.19 |
| Tax relating to earlier years | - | (20.79) |
| Impact of different tax rate in subsidiaries | (643.64) | - |
| Other adjustments | 25.54 | 32.27 |
| Income tax expense reported in the statement of profit and loss | 6,075.03 | 3,589.80 |
| At the effective income tax rate of 24.02% (March 31, 2022: 25.52%) | 6,075.03 | 3,589.80 |

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35. Earnings per share (EPS)

The following reflects the income and share data used in the basic and diluted EPS computations:

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| Profit attributable to equity holders of the Company | 19,214.63 | 10,476.19 |
| Weighted average number of equity shares used for computing Earning per Share (shares in lakhs) | 236.45 | 227.83 |
| Basic and diluted earnings per share | 81.26 | 45.98 |

36. Contingent liabilities and commitments

A. Contingent Liabilities

(i) Claims against the Holding Company not acknowledged as debts

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| Claims made by direct tax authorities: | | |
| Income tax (refer note a and b) | 49.89 | 49.89 |
| Total | 49.89 | 49.89 |

- In respect of Assessment Year 2012-2013, demand was raised due to disallowance of certain expenses under section 14A of the Income Tax Act and also certain other disallowances. The amount involved is ₹ 14.42 lakhs (March 31, 2022: ₹ 14.42 lakhs).
- In respect of Assessment Year 2017-2018, demand was raised due to addition of income under section 56(2)(viib) of the Income Tax Act and also certain other additions. The amount involved is ₹ 35.47 lakhs (March 31, 2022: ₹ 35.47 lakhs).
- The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its consolidated financial statements. The Group also believes that the above issues, when finally settled, are not likely to have any significant impact on the financial position of the Group. The Group does not expect any reimbursements in respect of the above contingent liabilities.

B. Commitments

| | As at March 31, 2023 | As at March 31, 2022 |
|--|-------------------------|-------------------------|
| Estimated amount of contracts remaining to be executed on capital account and not provided for [(net of advances of ₹ 2,566.15 lakhs (March 31, 2022: ₹ 185.07 lakhs)] | 1,233.85 | 1,427.87 |
| | 1,233.85 | 1,427.87 |

37. Unhedged foreign currency exposure

The amount of foreign currency exposure that are not hedged by derivative instrument or otherwise as on March 31, 2023 and March 31, 2022 are as under:

| | Foreign currency | Amount in foreign currency in lakhs | | Amount in ₹ lakhs | |
|------------------------|------------------|-------------------------------------|----------------------|-----------------------|------------------------|
| | | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023* | As at March 31, 2022** |
| Trade receivables | USD | 0.59 | 1.50 | 48.66 | 114.03 |
| Trade payables | USD | 187.05 | 189.80 | 15,377.42 | 14,388.19 |
| Advances to suppliers | USD | 0.36 | 0.35 | 29.58 | 26.91 |
| Advance from customers | USD | - | 0.94 | - | 71.13 |

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*Exchange Rate for March 31, 2023, 1 USD = ₹82.21

**Exchange Rate for March 31, 2022, 1 USD = ₹75.81

Refer note 41 for sensitivity analysis.

38. Employee benefit obligations

a. Defined contribution plan

An amount of ₹ 109.94 lakhs [March 31, 2022: ₹ 52.43 lakhs] for the year has been recognised as an expense in respect of the Group's contributions towards Provident Fund and an amount of ₹ 7.37 lakhs [March 31, 2022: ₹ 3.99 lakhs] for the year has been recognised as an expense in respect of Group's contributions towards Employee State Insurance which are deposited with the government authorities and have been included under employee benefit expenses in the Statement of Profit and Loss.

A. Gratuity

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. The Group has a defined benefit gratuity plan. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service or part thereof in excess of six months subject to a maximum of ₹ 20.00 lakhs. The scheme is unfunded.

Statement of profit & loss account

(i) Amount recognised in the statement of profit and loss is as under:

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|--------------------------------------|--------------------------------------|
| Current service cost | 47.90 | 32.17 |
| Interest cost on defined obligation | 9.56 | 5.99 |
| Net impact on profit (before tax) | 57.46 | 38.16 |
| Actuarial (gain)/loss recognised during the year | 11.23 | (3.09) |
| Amount recognised in total comprehensive income | 68.69 | 35.07 |

(ii) Change in the present value of obligation:

| | Year ended March 31, 2023 | Year ended March 31, 2022 |
|--|------------------------------|------------------------------|
| Opening defined benefit obligation | 141.47 | 86.59 |
| Acquisition through business combination (refer note 46) | - | 23.26 |
| Current service cost | 55.01 | 32.17 |
| Interest cost | 9.56 | 5.99 |
| Benefits paid | - | (3.45) |
| Actuarial losses | 11.23 | (3.09) |
| Closing defined benefit obligation | 217.27 | 141.47 |
| Provision for gratuity | | |
| Current | 29.98 | 20.22 |
| Non-current | 187.29 | 121.25 |

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(iii) Breakup of actuarial (gain)/loss:

| | Year ended March 31, 2023 | Year ended March 31, 2022 |
|---|------------------------------|------------------------------|
| Actuarial (gain)/loss from change in financial assumption | (5.40) | 0.81 |
| Actuarial (gain)/loss from experience adjustment | 16.43 | 15.54 |
| Total actuarial (gain)/loss | 11.03 | 16.35 |

(iv) Actuarial assumptions:

| | Year ended March 31, 2023 | Year ended March 31, 2022 |
|----------------------------------|------------------------------|------------------------------|
| Discount rate | 7.30% | 6.70% to 6.90% |
| Expected rate of salary increase | 10.00% | 10.00% |
| Retirement age: | | |
| - Directors & Mr. TK Maini | 70 yrs. | 70 yrs. |
| - Head Office employees | 68 yrs. | 68 yrs. |
| - Other employees | 60 yrs. | 60 yrs. |
| Mortality rate | IALM (2012-14) Ultimate | IALM (2012-14) Ultimate |

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

The expected contribution to the defined benefit plan in future year i.e March 31, 2024 is ₹ 29.96 lakhs.

(v) The impact of sensitivity analysis due to changes in the significant actuarial assumptions on the defined benefit obligations is given in below table:

| | Change in assumptions | As at March 31, 2023 | As at March 31, 2022 |
|----------------------------------|--------------------------|-------------------------|-------------------------|
| Discount rate | +1% | 200.40 | 134.59 |
| | -1% | 220.81 | 149.02 |
| Expected rate of salary increase | +1% | 218.47 | 147.98 |
| | -1% | 202.12 | 135.34 |

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

The above defined benefit plan exposes the Group to following risks:

Interest rate risk:

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary inflation risk:

Expected increases in salary will increase the defined benefit obligation.

Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

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(vi) The following payments are expected future cash flows to the defined benefit plan (undiscounted in future years):

| | As at March 31, 2023 | As at March 31, 2022 |
|------------------|-------------------------|-------------------------|
| Year 1 | 29.96 | 20.20 |
| Year 2 | 29.03 | 16.05 |
| Year 3 | 27.57 | 16.12 |
| Year 4 | 28.43 | 14.75 |
| Year 5 | 30.50 | 14.15 |
| Year 6 and above | 146.12 | 60.17 |

39. Related party transactions

(A) List of key management personnel/directors

| | |
|---|--------------------------|
| Mr. Vimal Kumar | Managing Director |
| Mr. Braj Kishore Prasad | Independent Director |
| Ms. Shweta Grover (upto June 30, 2021) | Independent Director |
| Ms. Chetna (with effect from July 1, 2021) | Independent Director |
| Mr. Shuvendu Kumar Satpathy | Non Executive Director |
| Mr. Raajan Kumar Ailawadhi | Executive Director (WTD) |
| Ms. Isha Luthra | Executive Director (WTD) |
| Mr. Sanjeev Kharbanda (with effect from March 1, 2023) | Chief Financial Officer |
| Mr. Atul Garg (with effect from April 10, 2021 upto March 1, 2023) | Chief Financial Officer |
| Mrs. Astha Wahi | Company Secretary |
| Mr. Gaurav Sharma (Director in Best Crop Science Private Limited) | Director |
| Mr. Pramod Narayan Karlekar (Director in Best Crop Science Private Limited) | Director |
| Mr. Raj Kumar (Director in Best Crop Science Private Limited) (upto July 22, 2022) | Director |
| Mrs. Vandana Alawadhi (Director in Best Crop Science Private Limited and Seedlings India Private Limited) | Director |

(B) List of relatives

Mr. Pankaj Luthra (spouse of Mrs. Isha Luthra)

(C) Entities in which a Director or his/her relative is a member or Director

Best Crop Science LLP (upto August 27, 2021)
 Best Crop Science Private Limited (with effect from August 28, 2021 and upto October 12, 2021)
 Seedlings Solutions India Private Limited
 Pavas Chemicals Private Limited
 Best Fertilizers Private Limited
 Agfarm India Private Limited
 Sudarshan Farm Chemicals India Private Limited (with effect from July 2, 2022)
 Yatin Wahi & Associates

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(D) Disclosure of transactions between the Group and its related parties

| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|--------------------------------------|--------------------------------------|
| i) Other group entities over which Key Management Personnel and their relatives are able to exercise significant influence | | |
| Sale of products | | |
| Best Crop Science LLP | - | 10,812.21 |
| Best Crop Science Private Limited | - | 1,165.40 |
| Pavas Chemicals Private Limited | 4.93 | - |
| Sudarshan Farm Chemicals India Private Limited | 932.56 | - |
| Transfer of property, plant and equipment | | |
| Best Crop Science Private Limited | - | 2.05 |
| Purchases of goods | | |
| Best Crop Science LLP | - | 2,722.16 |
| Best Crop Science Private Limited | - | 235.32 |
| Seedlings Solutions India Private Limited | 118.24 | 101.89 |
| Pavas Chemicals Private Limited | 5.91 | 64.09 |
| Sudarshan Farm Chemicals India Private Limited | 596.84 | - |
| Rent paid (including lease liabilities payment) | | |
| Pavas Chemicals Private Limited | 64.07 | 62.73 |
| Sudarshan Farm Chemicals India Private Limited | 9.87 | - |
| Capital advance | | |
| Pavas Chemicals Private Limited | 202.07 | 145.00 |
| Sudarshan Farm Chemicals India Private Limited | 2,377.04 | - |
| Commission | | |
| Pavas Chemicals Private Limited | - | 7.50 |
| Professional fees paid | | |
| Yatin Wahi & Associates | 1.28 | - |
| ii) Key Managerial Personnel and their relatives | | |
| Borrowings in subsidiary | | |
| Vimal Kumar | 4,375.04 | - |
| Gaurav Sharma | 578.75 | - |
| Rent paid (including lease liabilities payment) | | |
| Vimal Kumar | 51.55 | 66.88 |
| Vandana Alawadhi | 78.48 | 52.08 |
| Travelling expenses | | |
| Raajan Kumar Ailawadhi | 22.32 | 9.48 |
| Vimal Kumar | 31.73 | 10.02 |
| Shuvendu Kumar Satpathy | 2.99 | 0.91 |
| Remuneration* | | |
| Vimal Kumar | 240.00 | 114.00 |
| Shuvendu Kumar Satpathy | 12.18 | 10.31 |
| Isha Luthra | 10.84 | 8.07 |
| Raajan Kumar Ailawadhi | 120.00 | 49.50 |
| Vandana Alawadhi | 60.00 | 27.74 |
| Sanjeev Kharbanda | 13.77 | - |

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| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|-------------------------|--------------------------------------|--------------------------------------|
| Astha Wahi | 10.18 | 8.77 |
| Atul Garg | 27.90 | 21.15 |
| Braj Kishore Prasad | 6.00 | 4.00 |
| Chetna | 1.06 | 0.94 |
| Gaurav Sharma | 24.41 | 15.51 |
| Pramod Narayan Karlekar | 53.62 | - |
| Raj Kumar | 6.46 | 9.54 |
| Pankaj Luthra | 9.81 | 7.47 |

(E) Disclosure of related parties year end balances

| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| i) Other group entities over which Key Management Personnel and their relatives are able to exercise significant influence | | |
| Advances | | |
| Pavas Chemicals Private Limited | 202.07 | 185.07 |
| Sudarshan Farm Chemicals India Private Limited | 2,377.04 | - |
| Trade receivable | | |
| Sudarshan Farm Chemicals India Private Limited | 450.34 | - |
| Trade payables | | |
| Pavas Chemicals Private Limited | - | 46.09 |
| Seedlings Solutions India Pvt. Ltd. | 142.26 | 2.80 |
| ii) Key managerial personnel and their relatives | | |
| Borrowings in subsidiary | | |
| Vimal Kumar | 9,316.52 | - |
| Gaurav Sharma | 578.75 | - |
| Trade payables | | |
| Vimal Kumar (rent payable) | 57.84 | 6.87 |
| Vandana Alawadhi (rent payable) | 85.71 | 0.95 |
| Other advances | | |
| Pankaj Luthra | 2.40 | 4.80 |
| Directors/KMP remuneration payable* | | |
| Vimal Kumar | 11.75 | 10.02 |
| Astha Wahi | 1.31 | 1.03 |
| Sanjeev Kharbanda | 10.11 | - |
| Atul Garg | 3.45 | 2.16 |
| Pankaj Luthra | 0.45 | 0.26 |
| Vishesh Gupta | - | 0.73 |
| Shuvendu Kumar Satpathy | 1.41 | 1.10 |
| Isha Luthra | 1.18 | 0.72 |
| Gaurav Sharma | 1.62 | (0.45) |
| Raj Kumar | - | 6.89 |
| Vandana Alawadhi | 3.10 | 3.69 |
| Pramod Narayan Karlekar | 4.10 | - |
| Raajan Kumar Ailawadhi | 2.03 | 3.87 |

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(F) Key managerial personnel remuneration

| Nature of transactions | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|------------------------------|--------------------------------------|--------------------------------------|
| Short-term employee benefits | 586.42 | 269.53 |
| Post-employment benefits | - | - |
| Other long-term benefits | - | - |
| | 586.42 | 269.53 |

* It includes compensated absence but does not include gratuity, since the provision is based upon actuarial for the respective Company as a whole.

40. Capital management

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group measures underlying net debt as total liabilities, comprising interest bearing loans and borrowings, excluding any dues to subsidiaries or group companies less cash and cash equivalents. For the purpose of capital management, total capital includes issued equity capital, share premium and all other reserves attributable to the equity holders of the Group, as applicable.

| | As at March 31, 2023 | As at March 31, 2022 |
|--|-------------------------|-------------------------|
| Borrowings (note 17 and 18) | 55,764.56 | 25,898.28 |
| Less: cash and cash equivalents (note 13) | (6,156.41) | (1,286.42) |
| Adjusted net debt (A) | 49,608.15 | 24,611.86 |
| Equity | 52,734.86 | 32,994.71 |
| Total equity (B) | 52,734.86 | 32,994.71 |
| Total equity and net debt [C = (A+B)] | 1,02,343.01 | 57,606.57 |
| Gearing ratio (A/C) | 48% | 43% |

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. Refer note 18 for the information regarding breach of any covenants.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.

41. Financial Instruments: Financial risk management objectives and policies

The Group's principal financial liabilities, comprises of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include investments in equity shares, loans to related party, trade and other receivables, security deposits, cash and short-term deposits that are derived directly from its operations.

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The Group is exposed to credit risk, liquidity risk and market risk. The Group's senior management oversees the management of these risks and advises on financial risks and the appropriate financial risk governance framework for the Group. The board provides assurance to the shareholders that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

(i) Credit risk

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

The carrying amounts of financial assets represent the maximum credit risk exposure.

The ageing analysis of trade receivables (net) before adjustment of expected credit loss provision of ₹ 1057.12 lakhs (March 31, 2022: ₹ 506.92 lakhs) as of the reporting date is as follows:

| Age bracket | 0-180 Days | 180-365 Days | More than 365 days | Total |
|--|------------------|-----------------|--------------------|------------------|
| As at March 31, 2023 | | | | |
| Trade receivables (gross) | 24,625.20 | 8,590.57 | 2724.10 | 35,939.86 |
| Less: Allowance for expected credit loss | - | - | (676.63) | (676.63) |
| Trade receivables (net) | 24,625.20 | 8,590.57 | 2,047.47 | 35,263.23 |
| Expected credit loss % | 0.00% | 0.00% | 24.84% | 1.88% |
| As at March 31, 2022 | | | | |
| Trade receivables (gross) | 22,333.87 | 2,893.01 | 872.60 | 26,099.48 |
| Less: Allowance for expected credit loss | - | - | (506.92) | (506.92) |
| Trade receivables (net) | 22,333.87 | 2,893.01 | 365.68 | 25,592.56 |
| Expected credit loss % | 0.00% | 0.00% | 58.09% | 1.94% |

The movement in the allowance for expected credit loss in respect of trade receivables is as follows:

| | As at March 31, 2023 | As at March 31, 2022 |
|---------------------------------------|----------------------|----------------------|
| Balance at the beginning of the year | 506.92 | 206.92 |
| Additions | 550.20 | 300.00 |
| Balance at the end of the year | 1,057.12 | 506.92 |

(ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, and bank loans. The Group's approach to managing liquidity to ensure, as far as possible, that it will have sufficient liquidity to meet its liability when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group closely monitors its liquidity position and deploys a robust cash management system. The Group manages liquidity risk by maintaining adequate reserves, borrowing liabilities, by continuously monitoring forecast and actual cash flows, profile of financial assets and liabilities. It maintain adequate sources of financing including loans from banks at an optimised cost. The table below provides the details regarding contractual maturities of financial liabilities.

| | As at March 31, 2023 | As at March 31, 2022 |
|------------------|----------------------|----------------------|
| On demand | | |
| - Borrowings | 51,144.46 | 20,611.35 |
| | 51,144.46 | 20,611.35 |

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| | As at March 31, 2023 | As at March 31, 2022 |
|---|-------------------------|-------------------------|
| Less than 1 year | | |
| - Borrowings (current maturities of non-current borrowings) | 1,216.34 | 971.34 |
| - Lease liabilities | 157.29 | 175.11 |
| - Trade payables | 30,253.59 | 28,354.28 |
| - Other financial liabilities | 1,933.37 | 2,187.88 |
| | 33,560.59 | 31,688.62 |
| 1 to 5 year | | |
| - Borrowings | 3,403.77 | 4,857.99 |
| - Other financial liabilities | - | 296.13 |
| - Lease liabilities | 871.23 | 361.47 |
| | 4,275.00 | 5,515.59 |
| More than 5 year | | |
| - Borrowings | - | - |
| | - | - |

Details of undrawn facilities of the Company from bank (fund based as well as non fund based):

| | As at March 31, 2023 | As at March 31, 2022 |
|----------------------|-------------------------|-------------------------|
| Cash credit accounts | 14,378.34 | 13,399.14 |
| | 14,378.34 | 13,399.14 |

(iii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, foreign currency rate risk and other price risk.

(a) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to the interest rate risk:

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--------------------------|-------------------------|-------------------------|
| Variable rate borrowings | 50,606.71 | 24,702.20 |
| Fixed rate borrowing | 5,157.85 | 1,738.48 |
| Total borrowings | 55,764.56 | 26,440.68 |

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

| | Increase/decrease in basis points | Effect on profit before tax |
|-----------------------------|--------------------------------------|--------------------------------|
| As at March 31, 2023 | | |
| ₹ borrowings | +0.50% | 253.03 |
| | -0.50% | (253.03) |

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(All amounts in ₹ lakhs, unless stated otherwise)

| | Increase/decrease in basis points | Effect on profit before tax |
|-----------------------------|--------------------------------------|--------------------------------|
| As at March 31, 2022 | | |
| ₹ borrowings | +0.50% | 132.20 |
| | -0.50% | (132.20) |

(b) Foreign currency rate risk:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in exchange rates of any currency. The Group's exposure to the risks of changes in foreign exchange rates relates primarily to the Group's trade payables, borrowings and trade receivables in the foreign countries.

The Group does not hedge its foreign currency exposure, however the sensitivity analysis is given as below for the for the currencies, in which Group has foreign exposure:

| | Changes in foreign currency rates | Effect on profit before tax |
|--|--------------------------------------|--------------------------------|
| For the year ended March 31, 2023 | | |
| USD | 1% | (152.99) |
| | -1% | 152.99 |
| For the year ended March 31, 2022 | | |
| USD | 1% | (143.18) |
| | -1% | 143.18 |

Refer note 37 for unhedged foreign currency exposure.

(c) Other price risk:

The Group's investments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The investment in unlisted equity securities is not significant.

Commodity price risk

Commodity price risk arises due to fluctuation in prices of agro chemical products. The Group has risk management framework aimed at prudently managing the risk arising from volatility in the commodity prices. The Group commodity risk is managed centrally through well established control processes. Further the selling price of finished goods fluctuates due to fluctuation in price of agro chemical products and the Group expects that the net impact of such fluctuation would not be material.

42. Leases

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2023:

| | Year ended March 31, 2023 | Year ended March 31, 2022 |
|---|------------------------------|------------------------------|
| Balance at the beginning of reporting year | 4,278.25 | 1,325.46 |
| Additions (note 4) | 993.85 | 78.99 |
| Acquisition through business combination (note 4) | - | 1,128.86 |
| Disposal | (305.98) | - |
| Revaluation through revaluation reserve (note 4) | 741.13 | 1,909.98 |
| Amortisation expense (note 32) | (247.25) | (165.04) |
| Balance at the end of reporting year | 5,460.00 | 4,278.25 |

Notes to Consolidated Financial Statements

As at March 31, 2023

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(All amounts in ₹ lakhs, unless stated otherwise)

Set out below are the carrying amounts of lease liabilities and the movements during the period:

| | Year ended March 31, 2023 | Year ended March 31, 2022 |
|--|------------------------------|------------------------------|
| Balance as at the beginning of reporting year | 536.58 | 568.92 |
| Additions (net) | 993.85 | 2,952.80 |
| Accretion of interest | 91.39 | 42.94 |
| Deletions | (367.08) | - |
| Payments | (226.22) | (3,028.08) |
| Balance as at the end of reporting year | 1,028.52 | 536.58 |
| Non-current | 871.23 | 361.47 |
| Current | 157.29 | 175.11 |

Contractual maturities of lease liabilities:

| | Year ended March 31, 2023 | Year ended March 31, 2022 |
|---------------------|------------------------------|------------------------------|
| - Within one year | 157.29 | 175.11 |
| - 1-5 years | 871.23 | 361.47 |
| - More than 5 years | - | - |
| | 1,028.52 | 536.58 |

Note: The weighted average incremental borrowing rate applied to lease liabilities is 9.5% (previous year 8%) with maturity between 2023-2027.

The following are the amounts recognised in Statement of Profit or Loss:

| | Year ended March 31, 2023 | Year ended March 31, 2022 |
|--|------------------------------|------------------------------|
| Depreciation expense of right-of-use assets | 247.25 | 165.04 |
| Interest expense on lease liabilities | 91.39 | 42.94 |
| Expense relating to other than long-term leases (included in other expenses)# | 134.85 | 104.35 |
| | 473.49 | 312.33 |

#Lease payments not recognised as a liability

The Company has elected not to recognise a lease liability for short-term leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. The Company does not have any liability to make variable lease payments for the right-to-use the underlying asset recognised in the financials.

Total cash outflow for short term-leases and leases of low value for the year ended March 31, 2023 was ₹ 132.78 lakhs (March 31, 2022: ₹ 104.35 lakhs).

The Group has leases for office premises, residential properties and storage facilities. With the exception of short-term leases and low value leases, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The Group classifies its right-of-use assets to its property, plant and equipment.

Notes to Consolidated Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised on balance sheet:

| | No. of right-of-use assets leased | Range of remaining term (in years) | Average remaining lease term | No. of leases with extension options | No. of leases with termination options |
|-------------------|-----------------------------------|------------------------------------|------------------------------|--------------------------------------|--|
| Buildings* | | | | | |
| - March 31, 2023 | 15 | 0.5 - 30 years | 15.89 | 15 | 15 |
| - March 31, 2022 | 10 | 1.5 - 5 years | 2.93 | 10 | 10 |

*excludes leasehold land and buildings against which no lease liability exist.

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Note:

The aggregate amortisation on ROU assets has been included under depreciation and amortisation expense in the Statement of Profit and Loss.

43. Fair Values

The Carrying values of financial instruments by categories is as under:

| Particulars | As at March 31, 2023 | | | As at March 31, 2022 | | |
|--|----------------------|--------|-------|----------------------|--------|-------|
| | Amortized cost | FVTOCI | FVTPL | Amortized cost | FVTOCI | FVTPL |
| Assets | | | | | | |
| Non-current financial assets | | | | | | |
| - Other financial assets | 1,630.23 | - | - | 69.07 | - | - |
| Current financial assets | | | | | | |
| - Trade receivables | 34,882.76 | - | - | 25,592.56 | - | - |
| - Cash and cash equivalents | 6,156.41 | - | - | 1,286.42 | - | - |
| - Bank balances other than cash and cash equivalents | 2,651.85 | - | - | 2,741.60 | - | - |
| - Other financial assets | 49.76 | - | - | 7.59 | - | - |
| Non-current financial liabilities | | | | | | |
| - Borrowings | 3,403.77 | - | - | 4,857.99 | - | - |
| - Lease liabilities | 871.23 | - | - | 361.47 | - | - |
| - Other financial liabilities | - | - | - | 296.13 | - | - |
| Current financial liabilities | | | | | | |
| - Borrowings | 52,360.79 | - | - | 21,582.69 | - | - |
| - Lease liabilities | 157.29 | - | - | 175.11 | - | - |
| - Trade payables | 30,253.59 | - | - | 28,354.28 | - | - |
| - Other financial liabilities | 1,933.37 | - | - | 2,187.88 | - | - |

The following assumptions/methods were used to estimate the fair values:

- The fair values of loan, trade receivables, cash and cash equivalents, other financial assets, trade payables, borrowings, lease liabilities and other financial liabilities are considered to be same as their carrying values due to their short term nature.
- The carrying amount of other items carried at amortized cost are reasonable approximation of their fair value.

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(All amounts in ₹ lakhs, unless stated otherwise)

iii) The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Note:

There are no financial assets/liabilities which are measured at fair value and accordingly disclosure for fair value measurement hierarchy is not required.

44. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group's Managing Director assesses the financial performance and position of the Group and makes strategic decision and has been identified as the chief operating decision maker. The Group's primary business segment is reflected based on principal business activities carried on by the Group. As per Indian Accounting Standard 108, Operating Segments, as notified under the Companies (Indian Accounting Standards) Rules, 2015, the Group operates in one reportable business segment i.e., trading of agro based products. The geographical information analyses the Group's revenue and trade receivables from such revenue in India and other countries. The Group primarily sells its products in India.

Information about major customers:

Revenue from one customers accounts amounting to ₹ 51,227.04 lakhs for more than 10% of Revenue for the year ended March 31, 2023 (March 31, 2022: one customers amounting to ₹ 36,841.84 lakhs).

Below table represents the geographical information of the revenue from operations:

| Particulars | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---------------|--------------------------------------|--------------------------------------|
| India | 1,74,016.36 | 1,20,887.02 |
| Outside India | 551.43 | 192.52 |
| | 1,74,567.79 | 1,21,079.54 |

Note:

Non-current assets are located in India.

45. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013:

As at March 31, 2023

| Name of the entity | Net assets i.e. total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|--|----------------------------------|-------------------------|--------------------------------------|-------------------------------------|--|-------------------------------------|--|
| | Amount (₹ lakhs) | As % of consolidated net assets* | Amount (₹ lakhs) | As % of consolidated profit or loss* | Amount (₹ lakhs) | As % of consolidated other comprehensive income* | Amount (₹ lakhs) | As % of consolidated other comprehensive income* |
| Holding Company | | | | | | | | |
| Best Agrolife Limited | 35,949.51 | 68.17% | 4,708.11 | 24.50% | 484.00 | 48.48% | 5,192.11 | 25.69% |
| Indian Subsidiaries | | | | | | | | |
| Seedlings India Private Limited | 7,276.08 | 13.80% | 6,656.28 | 34.64% | - | 0.00% | 6,656.28 | 32.93% |
| Best Crop Science Private Limited | 17,233.17 | 32.68% | 8,662.34 | 45.08% | 3,498.69 | 350.43% | 12,161.03 | 60.16% |
| Inter-Company eliminations/ adjustments | (7,723.90) | -14.65% | (812.10) | -4.23% | (2,984.29) | -298.91% | (3,796.40) | -18.78% |
| | 52,734.86 | 100.00% | 19,214.63 | 100.00% | 998.40 | 100.00% | 20,213.04 | 100.00% |

Notes to Consolidated Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

As at March 31, 2022

| Name of the entity | Net assets i.e. total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|--|----------------------------------|-------------------------|--------------------------------------|-------------------------------------|--|-------------------------------------|--|
| | Amount (₹ lakhs) | As % of consolidated net assets* | Amount (₹ lakhs) | As % of consolidated profit or loss* | Amount (₹ lakhs) | As % of consolidated other comprehensive income* | Amount (₹ lakhs) | As % of consolidated other comprehensive income* |
| Holding Company | | | | | | | | |
| Best Agrolife Limited | 31,230.31 | 94.65% | 8,707.02 | 83.11% | 8.01 | -4.76% | 8,715.04 | 84.55% |
| Indian Subsidiaries | | | | | | | | |
| Seedlings India Private Limited | 619.79 | 1.88% | 617.84 | 5.90% | - | 0.00% | 617.84 | 5.99% |
| Best Crop Science Private Limited | 5,072.13 | 15.37% | 1,886.21 | 18.00% | (5.70) | 3.39% | 1,880.51 | 18.24% |
| Inter-Company eliminations/ adjustments | (3,927.52) | -11.90% | (734.88) | -7.01% | (170.58) | 101.37% | (905.47) | -8.78% |
| | 32,994.71 | 100.00% | 10,476.19 | 100.00% | (168.27) | 100.00% | 10,307.92 | 100.00% |

* The above amounts/percentage of net assets and net loss in respect of Best Agrolife Limited and its Indian subsidiaries are determined based on the amounts of the respective entities included in consolidated financial statements before inter-Company eliminations/consolidation adjustments.

46. There were no acquisitions during the financial year 2022-23 however during the year 2021-22, the Holding Company had acquired 100% controlling interest in Best Crop Science Private Limited on October 13, 2021 through issue of equity shares to expand the agrochemical business. Pursuant to approval of shareholders in the annual general meeting held on September 28, 2021, the Holding Company had allotted 16,12,674 fully paid-up equity shares of ₹ 10 each on a preferential allotment basis at an issue price of ₹ 630 per share which includes a premium of ₹ 620 per share for an aggregate consideration of ₹ 10,159.85 lakhs.

a) Business combination

The above transaction qualified as a business combination as per Ind AS 103 - "Business Combinations" and had been accounted by applying the acquisition method wherein identifiable assets acquired, liabilities assumed are fair valued against the fair value of the consideration transferred and the resultant goodwill recognised.

b) Measurement of fair values

| Particulars | Amount |
|--|------------------|
| Fair value of consideration transferred | |
| Equity shares* | 10,159.85 |
| Total (A) | 10,159.85 |
| Assets acquired | |
| Property, plant and equipment | 10,276.25 |
| Intangible asset | 528.93 |
| Inventories | 10,099.49 |
| Trade receivables | 13,076.52 |
| Cash and cash equivalents | 8.23 |
| Other assets | 1,536.65 |
| Total assets acquired (B) | 35,526.07 |
| Liabilities assumed | |
| Borrowings | 11,681.50 |

Notes to Consolidated Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

| Particulars | Amount |
|--|------------------|
| Trade payables | 11,402.95 |
| Other liabilities | 3,150.07 |
| Deffered tax liability on revaluation | 1,538.43 |
| Total liabilities assumed (C) | 27,772.95 |
| Net assets acquired [D = (B-C)] | 7,753.12 |
| Goodwill# (A-D) | 2,406.73 |

*The equity shares issued to the seller was pursuant to the preferential allotment of shares as per the relevant regulations.

The aforementioned transaction was a non-cash transactions which had been entered with 1 of its director and persons connected with director of the Holding Company during the previous year and hence is covered under the provisions of section 192 of the Act. The Holding Company had complied with the provisions of aforesaid section of the Act, by way of obtaining prior approval of shareholders in the general meeting of the Holding Company.

#Goodwill has been recognised on the aforementioned transaction on account of expected synergies from combining operations. No amount of goodwill recognised in this transaction is deductible for tax purposes.

47. During the previous year, the Holding Company had acquired the business of Agrico Chemicals on February 15, 2022 pursuant to approval of board in the board meeting held on January 25, 2022 to expand the agro chemical business. The purchase consideration amounted to ₹ 1,777.94 lakhs was to be settled in cash. ₹ 808.06 lakhs is outstanding as at March 31, 2023 (previous year: ₹ 1,777.94 lakhs).

a) Business combination

The above transaction qualified as a business combination as per Ind AS 103 - "Business Combinations" and had been accounted by applying the acquisition method wherein identifiable assets acquired and liabilities assumed are fair valued against the fair value of the consideration transferred.

b) Measurement of fair values

| Particulars | Amount |
|--|-----------------|
| Fair value of consideration transferred | |
| Purchase consideration | 1,777.94 |
| Total (A) | 1,777.94 |
| Assets acquired | |
| Property, plant and equipment | 303.05 |
| Inventories | 671.66 |
| Trade receivables | 963.84 |
| Total assets acquired (B) | 1,938.55 |
| Liabilities assumed | |
| Creditors and other liabilities | 160.61 |
| Total liabilities assumed (C) | 160.61 |
| Net assets acquired [D = (B-C)] | 1,777.94 |

48. The previous period/year numbers have been regrouped/reclassified wherever necessary to conform to current period/year presentation. The impact of such reclassification/regrouping is not material to the consolidated financial statements.

Notes to Consolidated Financial Statements

As at March 31, 2023

CIN NO. L74110DL1992PLC116773

(All amounts in ₹ lakhs, unless stated otherwise)

49. Other statutory information

- (a) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (b) The Group do not have any transactions with struck off companies.
- (c) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (d) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- 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 to or on behalf of the Ultimate Beneficiaries.
- (e) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- 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.
- (f) The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (g) The Group is not declared wilful defaulter by any bank or financial institution or government or any government authority.

50. The Board of Directors of the Holding Company have recommended a dividend of ₹ 3 (30%) per equity share of ₹ 10 each for the financial year ended March 31, 2023 subject to the approval of shareholders. The Board of Directors of the Holding Company had recommended a dividend of ₹ 2 (20%) per equity share of ₹ 10 each for the financial year ended March 31, 2022 which was subsequently approved by the shareholders in the Annual General Meeting held on September 28, 2022 and paid thereof.

51. The consolidated financial statements were approved for issue by the Board of Directors of the Holding Company on May 29, 2023.

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors' of
Best Agrolife Limited

Tarun Gupta
Partner
Membership No.: 507892

Place: New Delhi
Date: May 29, 2023

Vimal Kumar
Managing Director
DIN: 01260082

Place: New Delhi
Date: May 29, 2023

Shuvendu Kumar Satpathy
Director
DIN: 07552741

Place: New Delhi
Date: May 29, 2023

Sanjeev Kharbanda
Chief Financial Officer

Place: New Delhi
Date: May 29, 2023

Astha Wahi
Company Secretary

Place: New Delhi
Date: May 29, 2023

Registered Office and Corporate Office

B-4, Bhagwan Das Nagar,

East Punjabi Bagh,

New Delhi 110026

Website: www.bestagrolife.com

E-mail: info@bestagrolife.com

Tel: 011-4580 3300