

HINDUSTAN AGRIGENETICS LIMITED

CIN-L01119DL1990PLC040979, Regd. Office: 806, Meghdoot, 94 Nehru Place,
New Delhi 110019

(Correspondence address: C 63, South Extension Part-II, New Delhi 110 049)

Email: hindustanagrigenetics@gmail.com, **Tel:** +91 98102 73609

To,
The Secretary
BSE Limited
PhirozeJeejeebhoy
Tower Dalal Street, Mumbai,
Maharashtra- 400001

Date: 02.09.2024

Sub: Annual Report for the financial year 2023-24.

Ref: Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Ma'am,

In compliance with Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial year 2023-24. Notice was sent through electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent/ Depositories.

The same shall on the website of the Company at hindustanagrigenetics.co.in.

This is for your information and record.

We request you to kindly take the above disclosure on your records.

Thanking you

Yours truly,

For Hindustan Agrigenetics Limited
(ISIN No INE174101019)



PRITAM KAPUR

Managing Director

DIN - 00461538

ADDRESS - C-63, South Extension, Part -II

New Delhi - 110049

Hindustan Agrigenetics Limited

Hybrid Seeds | Tissue Culture | Floriculture

34th
Annual Report
2023 - 2024

Board of Directors

- Mr. Pranav Kapur** - Chairman
- Mr. Pritam Kapur** - Managing Director
- Ms. Chandni Kapur** - Director and CFO
- Ms. Mannu Kohli** - Independent Director
- Mr. Sunny Srivastava** - Independent Director
- Mr. Naren Parsai** - Independent Director

- Ms. Neha Mittal** - Company Secretary and Compliance officer

AUDITORS - **M/s R.K. Gulati & Associates**
Chartered Accountants
New Delhi

BANKERS - RBL Bank Limited
HDFC Bank

REGISTRARS - KFin Technologies Limited
Selenium Building, Tower-B
Plot No 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddi,
Telangana, India - 500032.

REGISTERED OFFICE - 806, Meghdoot,
94, Nehru Place,
New Delhi - 110019

CIN - L24129TG2006PLC076238

34th Annual General Meeting

Date : 24th September, 2024

Day : Tuesday

Time : 11.00 AM

Via : Video Conferencing

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Notice of Annual General Meeting

Notice is hereby given that the 34th Annual General Meeting of the Company will be held on Tuesday, the 24th day of September, 2024 at 11.00 AM through Video Conferencing (VC) /Other Audio Visual Means (OAVM) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited annual balance sheet of the Company as on 31st March, 2024 together with the reports of the Statutory Auditors, Secretarial Auditors and the Directors thereon.
2. To appoint a director in place of Mr. Pranav Kapur (DIN: 00485910), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Ms. Chandni Kapur (DIN: 07007247), who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint the Statutory Auditors of the Company to hold office from the Conclusion of this AGM until the conclusion of the 39th AGM and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution.:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), pursuant to the proposal of the Audit Committee of the Board and recommendation of the Board M/s. ANANT RAO & MALLIK, Chartered Accountants, Hyderabad (Firm Registration No 006266S), be and are hereby appointed as Statutory Auditors of the Company (in the place of the existing auditor who had tendered their resignation) to hold office for a period of 5 (five) years from the conclusion of this 34th Annual General Meeting to the conclusion of the 39th Annual General Meeting and on such remuneration plus applicable taxes, reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

Special Business:

5. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RS. 5 CRORES TO RS. 10 CRORES AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs.5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crores) Equity Shares of Rs.10/- (Rupees Ten) 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 the provisions of Section 13 and all other applicable provisions, if any, of the Act read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof) 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 Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board”) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and 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 Director of the Company be and is hereby authorized to file e-Form SH-7 with Registrar of Companies, or with appropriate authorities under the Ministry of Corporate Affairs (MCA) and to sign and execute all necessary documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions.”

6. ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO CERTAIN IDENTIFIED NON-PROMOTER ENTITIES:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any statutory modifications thereof for the time being in force and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended, Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares including warrants and other applicable regulations of SEBI, if any; and other rules, regulations, guidelines, notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (“SEBI”) and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and BSE Limited (“BSE”) and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board be deemed shall include any Committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company by way of special resolution be and is hereby accorded to the Board to Create, Offer, Issue and Allot in one or more tranches not exceeding 10,00,000(Ten Lakhs Only) convertible warrants to non-promoters as mentioned in the explanatory statement (whose names shall be recorded by the Company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws at an issue price of Rs. 50 - each and the said warrants are liable to be converted into 10,00,000 equity shares at an issue price of Rs. 50/- per share (including a premium of Rs. 40/- per share) aggregating upto Rs. 5,00,00,000 (Rupees Five Crores Only) on such other terms and conditions as may be determined by the Board.”

“RESOLVED FURTHER THAT the pricing of the convertible warrants to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date.’ The “relevant date” for the purpose of pricing of convertible warrants is 24.08.2024 i.e., thirty days prior to the date on which this Annual General Meeting is held.

“RESOLVED FURTHER THAT the resultant equity shares issued on conversion of warrants shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted on conversion of warrants during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorised to issue and allot Equity Shares of the Company upon exercise of the option in the Warrants held by the Warrant holder(s).”

“RESOLVED FURTHER THAT the resultant Equity Shares allotted on conversion of warrants in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto, from time to time.” **“RESOLVED FURTHER THAT** the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of warrants, if necessary, keeping in view of the provisions of various Statutes and Guidelines in force from time to time.”

“RESOLVED FURTHER THAT the allotment of aforesaid warrants shall be in accordance with the following terms and conditions:

- A warrant by itself shall not give to a warrant holder thereof, any rights of the shareholder of the Company.
- In the event, the equity shares of the company are either sub-divided or consolidated before the conversion of the warrants into equity shares of the Company, then the face value, the number of equity shares to be allotted on conversion of the warrants and the warrant issue price shall automatically stand adjusted in the same proportion, as the present value of the equity shares of the Company bears, to the newly sub-divided / consolidated equity shares without affecting any right or obligation of the said warrant holders and
- In the event the Company’s equity capital is affected or changed due to any other corporate actions such as a merger, demerger, consolidation of business or other reorganization or restructuring of the Company, tender offer for equity shares of sale of undertaking, necessary adjustments with

respect to the terms of the aforesaid warrants shall be made by the Company and such other action as may be deemed necessary or appropriate by the Board shall be taken to reflect such corporate actions, including but without limitation, suitable adjustment of the warrant issue price, subject to necessary approvals.”

- An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the “Warrant Exercise Period”);
- The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders’ resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;

- In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;
- The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

“RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the Company shall apply for listing of the resultant equity shares on conversion of warrants and make an application to the Depositories for admission of the said warrants and resultant equity shares on conversion of warrants.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of warrants and resultant equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

7. TO APPROVE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM , NEW DELHI TO HYDERABAD, STATE OF TELANGANA:

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

“RESOLVED THAT pursuant to the provisions of Sections 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to the confirmation/approval of the Central Government (power delegated to the Regional Directors), governments(s), judicial/quasi-judicial, Court and/or any authority(ies) as may be prescribed from time to time and further subject to such conditions and modifications as may be prescribed by such regulatory authority while granting such approvals, permissions, consents and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee thereof), the consent of Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from New Delhi, State of Delhi to Hyderabad, State of Telangana and consequently the existing Clause II of the Memorandum of Association of the Company, relating to the Registered Office be substituted with the following clause II:

“II. The Registered Office of the Company is situated in the State of Telangana”

RESOLVED FURTHER THAT the Board and/or any other person so authorized by the Board, be and is/are hereby authorized on behalf of the Company to make any modifications, variations or alterations stipulated by any authority while according approval/consent as may be considered necessary and to appoint counsels/consultants and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds and things as may be deemed necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

8 . Appointment of Mr. Ravi Shankar Kolathur (DIN:03595161) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in

force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ravi Shankar Kolathur (DIN: 03595161), has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the SEBI Regulations and who is eligible for appointment, be and is hereby appointed as a Non- Executive Independent Director of the Company to hold office for a term of five years with effect from 24.09.2024 to 23.09.2029.”

For **Hindustan Agrigenetics Limited**

PRITAM KAPUR

Managing Director

DIN- 00461538

C-63, South Ext., Part II,

New Delhi - 110049

Place : New Delhi

Date : 29.08.2024

Notes For Member's Attention

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022, 9/2023 dated 25th September 2023 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/ HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/ HO/CFD/PoD-2/P/ CIR/2023/4 dated 05th January, 2023 (hereinafter referred to as "Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Listing Regulations") permitted the holding of the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the AGM of the Company is being held through VC /OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. Since this AGM is being held pursuant to the 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 are not annexed to this Notice.
4. In compliance with the aforesaid MCA Circulars and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, the Annual Report for the Financial Year 2023-24 including Notice of the 39th AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company/Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be

available on the website of the Company at www.ipwrs.com and can also be accessed from the websites of the Stock Exchanges i.e., Bombay Stock Exchange Limited at www.bseindia.com

5. The SEBI has mandated the submission of the Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, M/s.KFIN Technologies Limited
6. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
7. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of M/s. KFIN Technologies Limited for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.
9. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 01st April 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.
10. Members who have already casted their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.

11. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 18th of September 2024 to Tuesday, 24th September 2024 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.
12. The Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date on Tuesday, 17th Day of September 2024 may cast their vote by remote e-voting. The remote e-voting period commences on Friday, 20th September 2024 at 09:00 A.M. (IST) and ends on Monday, 23rd September 2024 at 05:00 P.M. (IST). Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.
13. The Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Business(es) to be transacted at the Annual General Meeting (AGM) is annexed hereto and forms part of this notice.
14. Facility of joining the AGM through VC/OAVM shall open 15 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 to 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 Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
15. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members 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 Company or upload on the VC/OAVM portal/e-voting portal.
16. 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, will be available electronically for inspection by the members during the AGM.
17. All documents referred to in the Notice and Explanatory Statement will also

be available for electronic inspection, during business hours, without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to hindustanagrigenetics@gmail.com. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company by sending e-mail on hindustanagrigenetics@gmail.com. The same will be replied by the Company suitably.

18. Members holding shares in demat form are hereby informed to ensure that updated bank particulars be registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar and Transfer Agent (RTA) cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
19. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. KFIN Technologies Limited, Registrar and Transfer Agent of the Company or Investor Relations Department of the Company immediately.

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Friday, 20th September 2024 at 09:00 A.M. (IST) and ends on Monday, 23rd September 2024 at 05:00 P.M (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of on Thursday, 17th Day of September 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders,

in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to the above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e voting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 e-voting 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 with NSDL	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

	<p>2. If the user is 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</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:</p> <p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user, follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Depository Participant are requested to use the sequence number sent by RTA or contact RTA.

D i v i d e n d Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository, please enter the member id/folio number in the Dividend Bank details field.
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- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant I power solutions India Limited on which you choose to vote.
- x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the

User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- xvi. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at their email address, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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 Aadhaar Card) by cshag@kfintech.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at hindustanagrigenetics@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number hindustanagrigenetics@gmail.com vThese queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com.

- xvii. The Company has appointed M/s. G R Gupta and Associates, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast and she has communicated her willingness to be appointed.

The Scrutinizer, after scrutinising the votes cast during the AGM and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.hindustanagrigenetics.co.in and CDSL website. The results shall simultaneously be communicated to the Bombay Stock Exchange Limited.

For **Hindustan Agrigenetics Limited**

PRITAM KAPUR

Managing Director

DIN- 00461538

C-63, South Ext., Part II,

New Delhi - 110049

Place : New Delhi

Date : 29.08.2024

Explanatory Statement

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following statements sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

5. INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RS. 5 CRORES TO RS. 10 CRORES AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The present Authorised Share Capital of the Company is Rs.5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs.10/- each. In order to facilitate the issue of 10,00,000 (Ten Lakh) Convertible Warrants on preferential basis to non-promoters and for meeting future requirements, if any, it is proposed to increase the Authorised Share Capital of the Company to Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten) 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 .

The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

It is also proposed to authorise the Board of Directors of the Company including any Committee thereof to complete all the formalities in connection with the issue of 10,00,000 (Ten Lakh) Convertible Warrants on preferential basis to non-promoters.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require members' approval in general meeting by way of ordinary resolution in terms of Sections 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the passing of the resolution contained in Item No. 3 of the Notice as an Ordinary Resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in any way, concerned or interested in the above resolution.

6. ISSUE OF 10,00,000 CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO CERTAIN IDENTIFIED NON-PROMOTER ENTITY:

In terms of Section 62(1)(c) of the Companies Act, 2013 and the Rules made there under (“the Act”), a Company can undertake Preferential Allotment/Private Placement only after obtaining prior approval of the members by way of Special Resolution in terms of Section 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter V – “Preferential Issue” of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations. Accordingly, the Company proposes to issue and allot 10,00,000 (Ten Lakhs) Convertible Warrants, having face value of Rs.10/- (Rupees Ten Only) each at an issue price of Rs.50/- (Rupees Twenty Only) (including premium of Rs.40/- per share) aggregating to Rs. 5,00,00,000/- (Rupees Five Crores Only) (“Consideration”) to be converted into an equal number of equity shares, as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to certain identified non-promoters persons for cash on a preferential basis.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the SEBI ICDR Regulations, as amended from time to time:

- (i) The object / purpose of the preferential issue:
The proceeds of the Preferential Issue will be utilized for business activities, financing the future growth opportunities and general corporate purposes.
- (ii) Maximum number of specified securities to be issued:
It is proposed to offer, allot and issue up to 10,00,000 (Ten Lakhs) Convertible warrants of the Company having a face value of Rs.10/- (Rupees Ten Only) each to be converted into an equal number of equity shares
- (iii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:
None of the Promoter Group/Directors or Key Managerial Personnel intends to subscribe to this preferential issue of Equity Shares.
- (iv) Particulars of the Preferential Issue including date of passing of Board resolution:
The Board of Directors at its meeting held on 29th August 2024 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 10,00,000 Convertible warrants to be converted into an equal number of equity shares at an issue price of Rs.50- per share (Rupees Fifty Only) (including premium of Rs.40/- per share), aggregating to Rs. 5,00,00,000/- (Rupees Five Crore Only) to certain identified non-promoter entity, for cash, on a preferential basis as provided in point (xiii) .

(v) Kinds of securities offered and the price at which security is being offered:

Up to 10,00,000 convertible warrants at an issue price of Rs.50/- per share (Rupees Twenty Only) (including premium of Rs.40/- per share) aggregating up to Rs. 5,00,00,000/- (Rupees Five Crore Only), on such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

(vi) Pricing of the Issue:

The issue price of the convertible warrants to be converted into an equal number of equity shares, to non-promoters is fixed at Rs.50/- per equity share (including a premium of Rs.40/- per share) having a face value of Rs.10/- per share in accordance with the price determined in terms of Regulation 165 of the ICDR Regulations.

Basis on which the price has been arrived at along with report of the Registered Valuer:

The Company is listed on the BSE Limited and the equity shares of the Company are infrequently traded in accordance with ICDR Regulations.

Hence, in accordance with Regulation 165 of the ICDR Regulations, a Valuation Report dated 29-08-2024 has been obtained from an Independent Registered Valuer. The valuation is based on the valuation parameters such as book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of the Company. The valuation report dated 29-08-2024 issued by the Independent Registered Valuer, CS Ravi Shanker Nanduri (Registered Valuer number: [IBBI/RV/03/2019/12712]) certified the price to be Rs.45.30/- (Rupees Forty Five and paise thirty Only) per equity share. We also confirm that the Articles of Association do not contain any restrictive provision.

(viii) THE PERCENTAGE (%) OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THE PROPOSED ALLOTTEES CONSEQUENT TO THE PREFERENTIAL ISSUE:

The percentage (%) of Post Preferential Issue Capital that may be held by the proposed allottees as per regulation 163(fa) as mentioned in table below pursuant to the aforesaid issue.

Sl. No.	Name	Category	Pre-Preferential Holding		No of warrants Proposed to be allotted	Post-Preferential Holding assuming conversion o warrants	
			No of Equity shares held	%held		No of Equity shares held	%held
1	iPower Solutions (India) Limited	Public	Nil	Nil	10,00,000	10,00,000	18.51

(ix) Relevant Date:

The “Relevant Date” in terms of Regulation 161 of the SEBI (ICDR) Regulations, 2018 for determination of minimum price is 24th August 2024, a date which is 30 (Thirty) days prior to the date of AGM.

(x) The class or classes of persons to whom the allotment is proposed to be made: The allotment of equity shares on preferential basis is proposed to be made to the Proposed Allottee(s), belonging to Non-Promoter category.

(xi) The shareholding pattern of the issuer before and after the preferential issue:

Sr. No	Category/ Issue	Pre-Issue		No of warrants Proposed to be allotted through preferential issue	Post Issue	
		Number of shares	% of share-holding		Number of shares assuming conersion	% of share-holding
A Promoters and Promoters Group Holding						
	1) Indian					
	Individuals/Hindu undivided Family	12,49,875	28.40 %	0	12,49,875	
	2) Body Corporates	0	0	0	0	
	3) Foreign Individual	0	0	0	0	
	Any Other (specify)	0	0	0	0	
	TOTAL (A)	12,49,875	28.40%		12,49,875	
B Non-Promoters Shareholding (Public Holding)						
	1) Institutions	0	0	0	0	
	Institutions (Domestic)	60600	1.38%	0	0	
	Institutions (Foreign)	5600	0.13 %	0	0	
	Central Government/ State Government(s)/ President of India	371400	8.44 %	0	0	
	2)Non-Institutions	0	0	0	0	
	Investor Education and Protection Fund (IEPF)	0	0	0	0	
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	12,38,305	28.14 %			
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	349000	7.93 %			
	Non- Resident NRI	457620	10.40 %	0		
	Body corporate	662900	15.07%	0		
	Others	4900	0.11 %	0		
	TOTAL (B)	31,50,325	71.60%	10,00,000	41,50,325	
	TOTAL (A+B)	44,00,200	100.00%	10,00,000	54,00,200	

There will not be any change of control of the existing shareholders due to issue of such equity shares and company has not issued or allotted any securities on preferential basis during the financial year 2024-2025 and till date.

(xii) Proposed time within which allotment shall be completed:

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(xiii) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Investors:

Pursuant to the SEBI ICDR Regulations, 2018, stipulates that if in the chain of ownership of the Company there is any listed company, mutual fund, bank or insurance company, no further disclosure will be necessary.

The following are the disclosures of Ultimate Beneficial Ownership details as applicable:

Sl. No.	Name of the Allottee	Category	Beneficial Ownership
1.	iPower Solutions (India) Ltd.	Public	Not applicable as it is a listed entity

(xiv) Changes in control, if any, in the Company consequent to the issue:

The present allotment is being made to the Non- Promoters of the Company but, will not result in any change in the control of the Company.

(xv) Number of persons to whom allotment has already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotments during the year.

(xvi) Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:

The allotment is not being made for consideration other than cash.

(xvii) Lock in restrictions:

The equity shares to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations.

(xviii) Certificate from Practicing Company Secretary:

A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations shall be placed before the shareholders at the Annual General Meeting of the Company. The Certificate will also available on the Company's website.

(xix) Undertakings:

- In accordance with the SEBI ICDR Regulations;
- all the Equity Shares held by the proposed allottees, if any in the Company are in dematerialized form only;
- The Proposed Allottees have not sold/transferred any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.
- The Proposed Allottees have not previously subscribed to any warrants of the Company but failed to exercise them;

The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations where it is required to do so.

The Company undertakes that if the amount payable on account of re-computation of price is not paid/within the time stipulated in the SEBI (ICDR) Regulations, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottee.

a. Disclosure pertaining to willful defaulters or a fraudulent borrower:

Neither the Company nor its Promoter/Promoter Group or its Directors are willful defaulters or a fraudulent borrower.

b. Disclosure pertaining to Fugitive Economic Offender:

None of our Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

c. Current and proposed Status of the Proposed Allottees post preferential issue:

The proposed allotment shall be made to certain identified non-promoters. After allotment there will be no change in Control of the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investors is being sought by way of a Special Resolution as set out in the said item of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in any way, concerned or interested in the above resolution.

7. TO APPROVE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM NEW DELHI, TO HYDERABAD, STATE OF TELANGANA

At present, the registered office of the Company is situated at 96, Meghdoot, 806, Nehru Place, New Delhi 110019, Delhi. For administrative convenience and operational efficiency, it is recommended to shift the registered office of the Company from New Delhi in the State of Delhi to Hyderabad in the State of Telangana, by way of alteration to Clause II of Memorandum of Association of the Company.

This move is anticipated to benefit the Company, its members, and the general public by streamlining operations and leveraging local opportunities. The Board of Directors recommends the passing of the resolution contained in Item No. 5 of the Notice as a Special Resolution. None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

8. APPOINTMENT OF Mr. RAVI SHANKAR KOLATHUR AS AN INDEPENDENT DIRECTOR

Based on the approval and the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 29th August 2024, approved and recommended the appointment of Mr. Ravi Shankar Kolathur as an Independent Director for a period of five years, commencing from 24th September, 2024 till 23rd September, 2029, subject to approval of the shareholders by Special Resolution. Mr. Ravi Shankar Kolathur has vast and rich experience of more than three decades in senior and top management positions in India and abroad. The brief profile and other particulars required as per Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice. The Company has also received from Mr. Ravi Shankar, a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations, (ii) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority. Further, Mr. Ravi Shankar Kolathur has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Ravi Shankar Kolathur has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

INFORMATION AS REQUIRED TO BE FURNISHED IN PURSUANCE OF REGULATION-17 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 WITH STOCK EXCHANGES

1. Mr. Pranav Kapur

Director of the Company retires by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment. The Brief particulars of Mr. Pranav Kapur, proposed to be re-appointed are as given below:

Mr. Pranav Kapur

Age : 42 years

Qualification and Experience:

Mr. Pranav Kapur aged about 42 years is a Chartered Accountant and has completed his MBA from INSEAD, France and his schooling from Doon School, Dehradun. He has helped Companies chart their strategies and provided deep insights into valuation and mergers & acquisitions. He currently runs a real estate management Company.

Membership/Chairmanship of Committees:

Stakeholders Relationship Committee	: Member and Chairman
Audit Committee	: Nil
Nomination & Remuneration Committee	: Member and Chairman
Shareholding in the Company	: Nil (As on 31st March, 2024)

2. Ms. Chandani Kapur

Non-Independent and Executive Director of the Company retires by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment. The Brief particulars of Ms. Chandani Kapur, proposed to be re-appointed are as given below:

Ms. Chandni Kapoor

Age : 45 years

Qualification and Experience:

Ms. Chandni Kapur aged about 45 years is an Economic Honors graduate from Jesus and Mary College, New Delhi. She has also done course on film editing etc. She has worked as an Episode Producer for Across Seven Seas aired on Doordarshan (DD) News, as a producer for On-Air Promotions in Aaj Tak etc. She is currently working as a copywriter with Wunderman Thompson, one of the leading advertising companies of India and has worked on various leading brands such as Lux, Sunsilk, Kimberly Klark etc.

Membership/Chairmanship of Committees:

Stakeholders Relationship Committee	: Nil
Audit Committee	: Nil
Nomination & Remuneration Committee	: Nil

Directors' Report

Dear Members,

Your Directors have pleasure in presenting the 34th ANNUAL REPORT on the business and operations of your Company along with the Audited annual Accounts for the financial year ended on 31st March, 2024.

1. Financial Summary/Highlights

The Financial of the Company as on 31st March, 2024 is as under:-

(Rs Lakhs)

	Current Year As on 31.3.2024	Previous Year As on 31.3.2023
Receipts/Income	103.31	1074.84
Profit before Taxes	60.59	990.74
Less Current Tax	---	---
Less Mat credit Reversed	---	10.96
Less Deferred Tax	13.64	6.02
Profit/ (Loss) after Taxes	46.94	985.80
Share Capital	440.02	440.02

2. Transfer To Reserves

During the year under review, no amount has been transferred to reserves.

3. Dividend

The Board of Directors of your Company do not recommend the declaration of any Dividend for the financial year.

4. State of Company's Affairs

On annual basis, revenue from operations for the financial year 2023-24 at Rs. 7.19 lakhs was less over last year (Rs. 7.26 lakhs in 2022-23).

5. Change in the nature of Business

During the year, the Company continues to engage in the business of Hybrid seeds, Tissue culture, Floriculture and no significant changes have taken place, during the year, in the nature of business carried on by the Company.

6. Share Capital

During the year, no changes have taken place in the Share Capital of the Company.

7. Subsidiaries, Joint Ventures or Associate Companies

The Company does not have any Subsidiary, Joint Venture or an Associate Company. During the year, no Company have become or ceased to be a subsidiary, joint venture or associate of the Company. Therefore, the provisions

relating to performance reports of Subsidiary, Joint Venture or an Associate Company, as required under Rule 8(1) of the Companies (Accounts) Rules, 2014, are not applicable to the Company.

8. Adequate Internal Financial Control with reference to Financial Statements

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2023-24.

9. Order of Authority

As specified in Rule 8 (vii) of Companies (Accounts) Rules, 2014, no significant and material orders have been passed by any regulators or courts or tribunals etc which have the impact on the going concern status and Company's operations in future.

10. INFORMATION UNDER SECTION 197 READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION), RULES, 2014 WITH RESPECT TO REMUNERATION

As per Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 information required are given below:

(a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Non – Executive Directors	Ratio to median remuneration
Ms. Mannu Kohli	NA
Mr. Pranav Kapur	NA
Mr. Sunny Srivastava	NA
Mr. Naren Parsai	NA

Executive Directors	Ratio to median remuneration
Mr. Pranav Kapur	NA
Ms. Chandni Kapur	Nil

(b) The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
None	NA

- (c) The percentage increase in the median remuneration of employees in the financial year : NIL
- (d) The number of permanent employees on the rolls of Company : Two
- (e) The explanation on the relationship between average increase in remuneration and company performance : NA
- (f) Comparison of the remuneration of Key Managerial Personnel against the performance of the Company:

Aggregate remuneration of Key Managerial Personnel (KMP) in FY 2023-24	NIL
Total Revenue	Rs. 103.31 Lakhs
Remuneration of KMPs (as % of total revenue)	Not Applicable
Profit Before Tax (PBT)	Rs. 60.59 Lakhs
Remuneration of KMP (as % of PBT)	Not Applicable

- (g) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2024	March 31, 2023	% change
Market Capitalisation	Rs. 440 Lacs	Rs. 440 Lacs	Nil
Price Earnings ratio	-	-	-

- (h) Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer :

Particulars	March 31, 2024	(Public issue Price)	% change
Market Price (BSE)		10.00	NA

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

- (j) Comparison of each remuneration of the key managerial personnel against the performance

Particulars	Pritam Kapur Executive Director and Managing Director	CHANDNI KAPUR Chief Financial Officer	Neha Mittal Company Secretary
Remuneration in FY 2023-24 (Rs Lakhs)	NIL	NA	
Total Revenue (Rs Lakhs)	Rs. 103.31 Lakhs		
Remuneration as % of Revenue	NA	NA	
Profit before tax (PBT) (Rs Lakhs)	60.59 Lakhs		
Remuneration as % of PBT	NA	NA	

- (k) The key parameters for any variable component of remuneration availed by the directors: **None**.

- (l) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: **None**.

- (m) Affirmation that the remuneration is as per the remuneration policy of the Company: **NA**

- The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:
- No person, employed throughout the financial year, was in receipt of remuneration for that year of Rs. 102,00,000/- or more, nor was any of them, employed for a part of the financial year, was in receipt of remuneration of Rs. 8,50,000/- or more per month during any part of the year under consideration. Thus, the provisions of Rule 5(2) of Companies (Appointment and Remuneration) Rules, 2014 are not applicable.

11. Directors

- a. Change in the Directors/ Key Managerial Person

In pursuance of the provisions of Section 152 of the Act, Mr. Pranav Kapur and Ms. Chandni Kapur, retire at the forthcoming Annual General Meeting and being eligible offer themselves for reappointment.

The Board of Directors recommends for the reappointment of the aforesaid Directors at the forthcoming Annual General Meeting.

The present Composition of the Board of Directors and Key Managerial Personnel is as follows:

Mr. Pranav Kapur, Chairman
Mr. Pritam Kapur, Managing Director
Ms. Chandni Kapur, Director and Chief Financial Officer
Ms. Mannu Kohli, Independent Director
Mr. Sunny Srivastava, Independent Director
Mr. Naren Parsai, Independent Director
Ms. Neha Mittal, Company Secretary & Compliance Officer

b. Declaration of Independence

As per the Section 149(7) of the Act, the Board of Directors have received a Declaration of Independence from each of the Independent Director(s) to the effect that he/she meets the criteria of independence as provided in Section 149(6).

c. Formal Annual Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Regulation 17 of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("Regulation 17"). The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, 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 ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

12. Committees of the Board and Vigil Mechanism

The details pertaining to composition of Various Committees as prescribed in the Companies Act, 2013 are included in the Corporate Governance Report which forms part of this report.

13. Vigil Mechanism

The Company has not borrowed money from banks & financial institutions in excess of Rs. 50 Crores. Therefore, the Company is not required to establish a Vigil Mechanism in pursuance of Section 177(9) of the Act.

14. Number of Board and Committee Meetings

During the year under review, 7 (Seven) meetings of the Board of Directors of the Company were held. For details on the Board and Committee meetings, please refer to the Corporate Governance report, which forms part of this report.

15. Statutory Auditors

M/s R.K. Gulati & Associates, Chartered Accountants were appointed as statutory auditors of the Company in the 32nd Annual General Meeting held on 30th September 2022 for five financial years from the date of that Meeting to till 37th Annual General Meeting.

16. Auditors' Report and its Explanation

The comments made by the Auditors in their report have been duly explained in the attached Notes to Accounts and do not require any further explanation.

17. Secretarial Auditors and Secretarial Audit Report

As per the provisions of Section 204 of the Act, the Board of Directors of the Company appointed M/s. G.R Gupta & Associates, Company Secretaries to conduct the Secretarial audit of the Company for the year 2023-24.

M/s. G.R Gupta & Associates, Company Secretaries conducted the Secretarial Audit and have submitted their Report to the Board of Directors, which is annexed to and forms part and parcel of this report. The comments made by the Auditors in their report are self explanatory and do not require any further explanation.

The Board of Directors have re-appointed M/s G.R Gupta & Associates, Company Secretaries to conduct the secretarial audit for the year 2024-25.

18. Internal Auditor

In pursuance of Section 138 of the Act, M/s Hukam Vijay & Company, Chartered Accountants, practicing at 304 Rohini Complex, WA 121, Shakarpur, Delhi 110 092 have been appointed to conduct the Internal audit for the financial year 2024-25.

19. Inter - Corporate Loans, Guarantee's and Investments

There were no outstanding loans or investments or guarantees covered under the provisions of Section 186 of the Act.

20. Related Party Transactions

During the year under review, the Company has not entered into any contract or arrangement with any Related Party. Therefore, the provisions of Section 134(3)(h) read with Rule 8 of the Companies (Accounts) Rules, 2014 requiring justification entering into such contract and arrangement and other details in specified form AOC-2 are not applicable.

21. Public Deposits

The Company has neither invited or accepted any Public Deposits as per the provisions of the Companies Act, 2013 during the financial year under review neither any such deposits are unpaid or unclaimed during the year. Therefore, the provisions of Rule 8(v) and 8(vi) of the Companies (Accounts) Rules, 2014 are not applicable.

22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

The information and details as per the provisions of Rule 8(3) of the Companies (Accounts) Rules, 2014 are as follows:

CONSERVATION OF ENERGY

During the year under review adequate energy conservation measures have been put in place. The officers of the Company are made aware, from time to time, the various methods to conserve energy including the utilizing the alternate sources of energy. No capital investment on energy conversation equipments was made by the Company during the year under review.

TECHNOLOGY ABSORPTION

The Company, is not engaged into the technology dependent business activities. However, wherever possible, continuous efforts and effective improvements were made during the year for technology absorption in respect of the business being carried on by the Company.

The Company has not imported any technology during the last three years and no expenditure has been incurred on Research & Development.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

Foreign exchange spent : NIL

Foreign exchange earned : NIL

23. Corporate Social Responsibility

During the year under review, the Company has been outside the purview of Corporate Social Responsibility.

24. Management Discussion And Analysis

The Company continues to comply with the various listing requirements of the Stock Exchanges.

We are happy to inform the shareholders that the shares of the Company were relisted on the BSE in the month of September 2023.

The management Discussion and Analysis Report for the year under review as stipulated under regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock exchange is presented in a separate section forming part of the annual report.

25. Report On Corporate Governance

As per the applicable SEBI Regulations and Circulars, the Company is not required, at present, to comply with the Corporate Governance provisions.

26. Compliance Of Accounting Standards

As per requirements of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 with Stock Exchange and Accounting Standards of The Institute of Chartered Accountants of India, your company has made proper disclosures in financial statements in respect of Consolidated Financial Statements, Related Party Transactions and Deferred Taxation. The Company has duly adopted all the applicable Accounting Standards in pursuance to the provisions of the Companies Act.

27. Directors' Responsibility Statement

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013 the Directors' Responsibility Statement forms part of the Directors' Report. Your Directors give hereunder the Statement relating to the Accounts of the Company that:

- 1) All the applicable Accounting Standards have been followed in the preparation of the accompanying annual Accounts along with proper explanation relating to material departures;

- 2) The Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2024 and of the Profit or Loss of the Company for the said period;
- 3) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- 4) The Directors have prepared the Annual Accounts on a going concern basis.
- 5) The Directors have laid down internal financial Controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- 6) The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that system were adequate and operating effectively.

28.Acknowledgement

Your Directors place on record their sincere thanks to all concerned agencies for their continued co-operation extended to the Company.

On behalf of the Board of Directors

For **HINDUSTAN AGRIGENETICS LIMITED**

Pritam Kapur
Managing Director
DIN- 00461538

Pranav Kapur
Chairman
DIN: 00485910

Chandni Kapur
Director & CFO
DIN: 07007247

Neha Mittal
Company Secretary
ACS-27477

Place: New Delhi

Date: 29.08.2024

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31st March, 2024

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

To,
The Members,
Hindustan Agrigenetics Limited
Regd. Off.: 806, Meghdoot,
94, Nehru Place, New Delhi- 110019

We were appointed by the Board of Directors of M/s Hindustan Agrigenetics Limited to conduct the Secretarial Audit of the Company for the financial year ended on 31st March, 2024.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Hindustan Agrigenetics Limited (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Hindustan Agrigenetics Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion and subject to our observations mentioned later in this report, the Company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place, to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s Hindustan Agrigenetics Limited for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made 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 there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – Not Applicable as the Company did not have any foreign investments during the financial year under review.

- (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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 – Not Applicable as the Company did not issue any security during the financial year under review.
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not Applicable as the Company has not granted any options to its employees during the financial year under review.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable as the Company has not issued any debt security during the financial year under review.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review.
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- Not Applicable as the Company has not bought back any of its securities during the financial year under review.
- (vi) Other laws as applicable – Except small manufacturing activities, the Company has been non-operative during the financial year.

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings
- (b) The Listing Agreement entered into by the Company with BSE Limited and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. Trading in Shares of the Company was suspended by the BSE due to non-compliance of various provisions of the Listing Agreement. As per the

information provided, the trading in shares of the company has been resumed with effect from September 2023.

2. The Company has not published newspaper notices/results etc. as required under the Listing Agreement including but not limited to quarterly/annual Financial Results, notices of Board Meetings, Book closure notices etc.
3. The Company has failed to comply the Regulation 3(5) of SEBI (PIT) Regulations, 2015 which required Structured Digital Database (SDD) to be maintained by the company capturing all the details regarding Unpublished Price Sensitive Information ("UPSI"). However, it has placed the SDD software capturing all data with effect from 17th August 2023.
4. The Company has failed to comply the timely intimation and outcome of Board meetings to the Exchange in many occasions.

We further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors that took place during the period under review.
- (b) Adequate notice of at least seven days is generally given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least three days in advance and an informal system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period no specific event/actions took place having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: New Delhi
Date: 26.08.2024

For **G. R. Gupta & Associates**
Company Secretaries

Govind Ram Gupta, Prop.
FCS No : 8733
CP No : 8554

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

Management Discussion and Analysis

a. Macro Economic Overview

During the year under review, inflation continued to be an area of concern and the real earnings of the farmers and other rural population continued to be under pressure. This resulted in their having to cut back on their expenses, particularly the input expenses for their agriculture.

b. Industry Structure and Developments

The seed business of the country continues to be very competitive. However, many industry leaders who were major producers of GM seeds are facing pressure as the pests seem to have developed resistance to the bt genes transferred in the seeds. Further, due to a drop in the prices of cotton, the farmers are going slow on sowings of cotton and overall area of cotton is expected to reduce. The government has expressed its concern to the seed industry to ensure quality of seeds in the wake of news of suicides by farmers.

c. Opportunities and Threats

The entry barriers to the seed business have become high as the market is now dominated by propriety brands of seeds and technology of public bred seeds is unable to compete. Development of genetically modified seeds continue to face opposition from the environmental groups and several scientists as well. On the other hand, with competition intensifying there may be new opportunities in the business of providing services such as extension services to large players.

d. Business opportunities under examination

In view of the high technology barriers for entry in seed industry, your company has been examining other opportunities in the agriculture space. A possible area under examination is trading of seeds on the internet by using warehouse receipts as trading note. Other business opportunities are also under examination.

e. Resources and liquidity

The company has invested its liquid resources mostly in debt based Mutual Funds with a view to use the income so earned to meet the day to day expenses of the company. In addition, to keep the R&D farms in good order, the land is being used for production of seeds and selling them in the nearby market.

f. Risks and concerns

The main risk of seed business continues to be the dependence of business on monsoon. Lack or excess of rainfall has the effect of changing the sowing pattern and crops sown with an immediate impact on seed demand. This can result in shortages or in carry over, both of which have an impact on the business.

g. Internal Control Systems and Adequacy

The Company has adequate internal control procedures commensurate with its size and nature of the business. These business control procedures ensure deficient use and protection of the resources and compliance with the policies, procedures and statutes.

h. Human Resources

The company currently has only two employee and the executive director of the Company is looking after the various statutory and other requirements as also looking at the possibilities of starting the business once again. However in view of reverses suffered in the past it is proposed to be cautious in undertaking any new venture.

i. Future outlook

As mentioned earlier, the business is quite dependant on monsoon and its progress. At the time of writing this review. Due to climate change there are report of flooding and heavy rains in various part of the Company. It remains to be seem as to the impact of this rains in our major selling areas. Besides these as abnormality, the monsoon is expected to be normal.

On behalf of the Board of Directors

For **HINDUSTAN AGRIGENETICS LIMITED**

Pritam Kapur

Managing Director
DIN- 00461538

Pranav Kapur

Chairman
DIN: 00485910

Chandni Kapur

Director & CFO
DIN: 07007247

Neha Mittal

Company Secretary
ACS-27477

Place: New Delhi

Date: 29.08.2024

Annexure-II to the Director's report

Report on Corporate Governance

Your Company has always believed in the principle of good Corporate Governance with a view to enhance stakeholder value, improved growth, achievement of goals etc. and therefore it has committed itself to attain highest levels of transparency. For this purpose certain measures have been adopted in line with the provisions of listing agreement.

1. Board of Directors

The Composition of the Board during the year 31.03.2024 is follows:

Director	Number
Non Executive	4
Executive	2
Total	6

The constitution of the Board is as given below:

Director	ED/ NE/ IND	No. of Outside Directorship	No. of Board Meeting attended	Whether attended last AGM	No. of Committee Memberships	
					Member	Chairman
Mr. Pritam Kapur	ED	1	5	Y	2	NIL
Mr. Pranav Kapur	NE	9	5	Y	2	2
Ms. Chandni Kapur	ED	NIL	5	NO	NIL	NIL
Ms. Mannu Kohli	NE & IND	NIL	5	NO	1	1
Mr. Sunny Srivastava	NE & IND	NIL	5	NO	2	NIL
Mr. Naren Parsai	NE & IND	1	5	NO	NIL	NIL

Notes:

- i) NE – Non Executive
- ii) IND – Independent
- iii) ED – Executive Director
- iv) While calculating number of outside directorships, directorships held in foreign companies, private companies and alternate directorships are excluded.

2. Committees**i) Audit Committee**

During the year ended March 31, 2024, four meetings of the Audit Committee were held. The said meetings were held on 29th May 2023, 14th August 2023, 14th November 2023 and 12th February 2024.

The constitution of the Audit Committee as given below:

1. Ms. Mannu Kohli : Member and Chairman (Independent Director)
2. Mr. Sunny Srivastava : Member (Independent Director)
3. Mr. Pritam Kapur : Member (Independent Director)

Terms of reference of the Audit Committee are as per section 177 of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Stock Exchange.

ii) Stakeholders Relationship Committee

As per the provisions of the Companies Act, the Board has formed a Stakeholders Relationship Committee' in place of 'Investor Grievance Committee which shall consider and resolve the grievances of security holders of the Company.

During the year ended on 31st March, 2024 Two (2) Meeting held on 14th August, 2023 and 12th February 2024.

The following are the members of the committee:-

1. Mr. Pranav Kapur : Member and Chairman
(Non- Independent Director)
2. Mr. Pritam Kapur : Member (Managing Director)

There have been no complaints that have not been resolved to the satisfaction of the shareholders.

iii) Nomination and Remuneration Committee

the year ended on 31st March, 2024 One (1) Meeting held on 14th August, 2023.

The following are the members of the committee:

1. Mr. Pranav Kapur : Member and Chairman
(Non-Independent Director)
2. Ms. Mannu Kohli : Member (Independent Director)
3. Mr. Sunny Srivastava : Member (Independent Director)

The responsibilities of the Committee shall be :-

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommended to the Board their appointment and removal and shall carry out evaluation of every director's performance.

- Formulate the criteria for determining qualifications, positive attributes and independence of directors and recommend to the board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

3. Remuneration of Directors

Details of remuneration paid to Directors are given below:

Director	Loans and Advances from the Company	Remuneration paid during 2023-24 (Rs.)			
		Sitting Fee	Salary	Comm.	Total
Mr. Pritam Kapur	---	Nil	Nil	Nil	Nil
Mr. Pranav Kapur	---	Nil	Nil	Nil	Nil
Ms. Mannu Kohli	---	Nil	Nil	Nil	Nil
Ms. Chandni Kapur	---	Nil	Nil	Nil	Nil
Mr. Sunny Srivastava	---	Nil	Nil	Nil	Nil
Mr. Naren Parsai	---	Nil	Nil	Nil	Nil

4. BOARD MEETINGS & ATTENDANCE AT BOARD MEETINGS & ANNUAL GENERAL MEETING

The Board of the company met five times during the year 2023-24. The said meetings were held on 29.05.2023, 14.08.2023, 02.09.2023, 14.11.2023 and 12.02.2024.

The company placed before the Board the performance of Company, minutes of the meetings of various committees of the Board from time to time. Information regarding material developments in external environment is also placed before the Board as and when the same takes place. Two directors were present at the last Annual General Meeting.

5. Management Discussions and Analysis Report

The Management discussion and Analysis report for the year ended March 31, 2024 is published separately in this Annual Report.

6. Disclosures

- No transaction of material nature is entered into by the Company with Promoters, Directors or Management, or their relatives etc., except for transaction of a routine nature as disclosed in the notes on accounts, which may have an adverse effect on the Company's business. There are no pecuniary transactions with the independent/ non-executive directors other than the payment of remuneration disclosed in point no. 3 above.
- During the last three years there were no strictures or penalties imposed by either Securities and Exchange Board of India (SEBI) or the Stock Exchanges or any Statutory Authority for non-Compliance of any matter related to the capital markets.

7. Notes on Directors Appointment / Re-Appointment

Relevant details form part of the Director's Report/Notice of the Annual General Meeting.

8. Share Transfers

SEBI has recently amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares and other types of securities of listed companies in physical form even after this date, will not be able to lodge the shares with company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the listed companies / their RTAs.

All the Share holders who are holding shares in physical form may open a demat account and submit request for dematerialization of their shares in order to protect the liquidity of the shares. The Company has got its Shares admitted with CDSL and NSDL for providing the Shareholders facility of converting the shares from physical mode to demat. The Company has the ISIN number INE092301014. Members having demat account with CDSL or NSDL may contact their respective depository participants for converting the shares from physical mode to demat.

Share transfers/transmission approved by the Committee are placed before the Board from time to time and transfers authorized are affected immediately.

9. Means of Communication

The company's plant at Gundla Pochampalli remains inoperative for more than seven years with no commercial activity whatsoever. For the same reason there is no income from sales or operations except for a small amount of seeds traded from our R&D farm. The Board of Directors by taking into account the aforesaid situation thought it prudent not to publish very low sales figures, and hence dispensed with publishing of results on quarterly and half yearly basis. With plans of revival, the Board of Directors expects to comply with all the requirements of publishing of results etc.

Shareholders' Information

1. Annual General Meeting

Date and Time : Tuesday, 24st September, 2024 at 11.00 A.M.

Via : Video Conference or Other Audio Visual Means

2. Details of Last 3 AGMs

Year	Location	Date	Time
2020-21	806, Meghdoot, 94, 94, Nehru Place, New Delhi – 110019	27.09.2021	11.00 A.M.
2021-22	806, Meghdoot, 94, 94, Nehru Place, New Delhi – 110019	30.09.2022	11.00 A.M.
2022-23	Paharpur conference room Amaltas, 6th Floor	30.09.2023	11.00 A.M.

3. Registered Office : 806, Meghdoot, 94, Nehru Place
New Delhi-110019

4. Corporate Office : C-63, South Extension Part- II,
New Delhi-110019

5. Share Transfer System

A Committee of Directors is authorized to approve transfer of shares and the said Committee approves transfer of shares. If the transfer documents are in order, the transfer of shares is registered within 15 working days of receipt of transfer documents.

SEBI has recently amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares and other types of securities of listed companies in physical form even after this date, will not be able to lodge the shares with company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the listed companies / their RTAs.

All the Share holders who are holding shares in physical form may open a demat account and submit request for dematerialization of their shares in order to protect the liquidity of the shares.

The Company has got its Shares admitted with NSDL for providing the Shareholders facility of converting the shares from physical mode to demat. The Company has the ISIN number INE092301014. Members wishing to have their shares demated should quote the number as above. Members having demat account with NSDL may contact their respective depository participants for converting the shares from physical mode to demat. The Company has also applied to CDSL for obtaining demat facility from them and the application in this regard is pending. Members having demat account with CDSL may wait for further communication by the Company in this regard.

Registrars & Share Transfer Agents:

KFin Technologies Limited.

Financial District, Nanakramguda, Serilingampally, Hyderabad,
Rangareddi, Telangana-500032, India
Tel. 040-67162222

6. Distribution of shareholding as on 31st March 2024.

Range	Shareholder		Shares Amount	
	Number	% to total holders	Total (in Rs.)	% to Total
Shareholding of nominal value of Rs. 10				
Up to-5000	5249	91.56	7447000.00	16.92
5001-10000	240	4.19	2099000.00	4.77
10001-20000	105	1.83	1606000.00	3.65
20001-30000	32	0.56	849000.00	1.93
30001-40000	26	0.45	949000.00	2.16
40001-50000	24	0.42	1122000.00	2.55
50001-100000	20	0.35	1410000.00	3.20
100000 & Above	37	0.65	28520000.00	64.82
Total	5733	100.00	44002000.00	100.00

7. Share holding Pattern of the Company as on 31st March, 2024

	Category	No. of Shares held	% of shareholding
(A)	Shareholding of Promoter and Promoter Group		
	Indian Promoters	1294500	29.42
	Foreign Promoters	-	-
(B)	Public Shareholding		
(a)	Financial Institutions/Banks/Mutual Funds/FII's	66200	1.51
(b)	Bodies Corporate	371400	8.44

	Category	No. of Shares held	% of shareholding
(c)	Individuals holding nominal share capital up to Rs.2 lakh	1491100	33.89
(d)	Individuals holding nominal share capital in excess of Rs.2 lakh	613700	13.95
	Total Public Shareholding	3105700	70.58
	Total(A)+(B)	4400200	100.00

8. Dematerialization of Shares

The Company has got its Shares admitted with NSDL for providing the Shareholders facility of converting the shares from physical mode to demat. The Company has received the ISIN number INE092301014. Members wishing to have their shares demated should quote the number as above. The Company has received the ISIN number INE092301014. Members having demat account with NSDL may contact their respective depository participants for converting the shares from physical mode to demat. The Company has also applied to CDSL for obtaining demat facility from them and the application in this regard is pending. Members having demat account with CDSL may wait for further communication by the Company in this regard. Status of Dematerialization as on March 31, 2024:

Particulars	No. of equity Shares	% to total equity share capital
National Securities Depository Limited	21,39,887	48.63
Central Depository Services (India)	1,32,113	03.00
Total Dematerialized	22,72,000	51.63
Physical	21,28,200	48.37
Grand Total	4400200	100

9. Script Code : BSE – 519574 (A Group)
ISIN No.- INE092301014

10. Market Price Data: Average monthly High and Low price at BSE

The trading of the shares of your Company is resumed with effect from September 2023. The average monthly high and low price at BST is as follow during 2023-24.

11. CEO and CFO Certification

The Managing Director of the Company give quarterly certification on Financial Results while placing Financial Results before the Board in terms of Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015. The Managing Director has also given certificate on CEO and CFO Certification for the year ended 31st March 2024 and the same is attached with the Annual Report.

12. Nomination Facility:

Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the Company the prescribed Form for this purpose.

For **HINDUSTAN AGRIGENETICS LIMITED**

Pritam Kapur
Managing Director
DIN- 00461538

Pranav Kapur
Chairman
DIN: 00485910

Chandni Kapur
Director & CFO
DIN: 07007247

Neha Mittal
Company Secretary
ACS-27477

Place: New Delhi
Date: 29.08.2024

CEO Certification

Pursuant to the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 with BSE, I Pritam Kapur, Managing Director of Hindustan Agrigenetics Ltd. hereby certify to the Board that:

- a) I have reviewed the financial statements and cash flow statement for the year and that to the best of my knowledge and belief
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affair and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year 2023-24 which are fraudulent, illegal or violative of the Company's code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) They have indicated to the auditors and the Audit Committee
 - i) There has not been any significant change in internal control over financial reporting during the year under reference;
 - ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii) I am not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting

Place: New Delhi
Date: 29.08.2024

Pritam Kapur
DIN-00461538
Address – C-63, South Ext
Part II, New Delhi – 110049

INDEPENDENT AUDITOR'S REPORT

To
The Members of
M/S HINDUSTAN AGRIGENETICS LIMITED.
DELHI

Report on the Standalone financial statements

We have audited the accompanying standalone Ind AS financial statements of **M/S HINDUSTAN AGRIGENETICS LIMITED (CIN No.: L01119DL1990PLC040979)**, which comprises the standalone Balance Sheet as at **31st March 2024**, and the standalone Statement of Profit and Loss (including Other Comprehensive Income), the statement of changes in Equity and statement of Cash Flows for the year ended on that date and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

Basis for Opinion

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

Responsibilities of Management and those charged in the governance for

1. The Company's Board of Directors is responsible for the matter stated in Section 134(5) of the companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss, and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of standalone financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.



In preparing the standalone financial statements, managements, and 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 management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of Standalone financial statements.

2. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matter which are required to be included in the audit report under the provisions of the Act and Rules made there under.

We conducted our audit in accordance with the standards on auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatements.

An audit involves performing procedure to obtain audit evidence about the amounts and disclosure in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatements of the standalone financial statements, whether due to fraud or error. In making those risk assessment, the auditor considers internal control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the company's Directors, as well as evaluating the overall presentation of standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.



Opinion

3. In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- In case of the Balance Sheet, of the state of affairs of the Company as at **31st March 2024**;
 - In case of Profit and Loss Account (total comprehensive income changes in Equity), of the **Profit** for the year ended on that date.
 - In case of Cash flow statements, of the cash flows for the year ended **31st March 2024**.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statement of the current period. These matters were addressed in the context of our audit of the financial statement as a whole, and in forming our opinion thereon and we do not provide a separate opinion on these matters.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2020 ("the order"), issued by Central Government of India in terms of sub-section (11) of section 143 of the **companies Act, 2013, We give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the order.**
- (A) As Required by section 143(3) of the Act, we report that:**
 - We have sought and obtained all information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - In our opinion proper books of account as required by Law have been kept by the Company so far as it appears from our examinations of those books
 - The Balance Sheet, statement of Profit and Loss and the cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - In our opinion, the aforesaid financial standards comply with the specified under section 133 of the Act.
 - On the basis of written representations received from the directors as on **31st March 2024** taken on record by the Board of Directors, none of the director is disqualified as on **31st March 2024**, from being appointed as a director in terms of section 164(2) of the Act.
 - With respect to the adequacy of internal financial controls with reference to financial statement of the company and the operating effectiveness of such controls, refer to our separate report in Annexure B
 - With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the companies (Audit and Auditors) Rules, 2014. In our opinion and to the best of our information and according to the explanations gives to us:



- i. The Company did not have any pending litigation hence no impacts on its financial position;
- ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. The company has not transferred Rs. 1,53,692 refund outstanding more than eight years under the head share application money to the Investor Education and Protection Fund.
- iv. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
- v. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For R.K.GULATI & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm's Registration No.: 007226N**

Place: New Delhi

Dated: 29.05.2024



**(CA RAKESH GULATI)
PARTNER
M. No.: 084895**
29.05.2024

M/S HINDUSTAN AGRIGENETICS LIMITED.**Annexure A to Independent Auditor's Report for the financial year ended on 31st March 2024**

Referred to in paragraph I Under Report on Other Legal and Regulatory Requirement Return of our report of even date.

- (i) (A) (a) The company has maintained proper records showing full particulars, Including quantitative details and situation of its property, plant and Equipment.
- (b) The Company does not hold any intangible assets. Accordingly, the provisions of clause 3(i)(A)(b) of the order are 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 a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with the programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (C) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deed of all immovable properties (Other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the company.
- (D) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not re valued its property, plant and equipment (including Right of Use of Assets) or intangible assets or both during the year
- (E) According to the information and explanation given to us by the company and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the company for holding any Benami property under the Benami Transaction (Prohibition Act 1988) and the rules made thereunder.
- (ii)(A) The inventories have been physically verified at reasonable Intervals by the management during the year and in our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by the management were appropriate. For stocks lying with third parties at the year end, the written confirmations have been obtained. No discrepancies were noticed on verification between the physical verification and book records that were 10% or more in the aggregate for each class of inventory.



- (B) According to information and explanation given to us and on the basis of our examination of all the records of the company, the company has not sanctioned any working capital limit in excess of five crore rupees in aggregate from banks or financial institutions on the basis of security of Current Assets; Accordingly, the provisions of clause 3(ii)(B) of the order are not applicable to the company.
- (iii) According to the information and explanations given to us and on the basis of our examination of all the records of the Company, the company has not made any investment in or provided any guarantee or security or granted any loan or advances in the nature of loans, secured or unsecured, to companies, firms limited liability partnership or any other parties during the year.
- (iv) 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 neither made any investments nor has it given loans or provided guarantee or security as specified under complied with the provision of Section 185 of the Companies Act 2013 and the Company has not provided any security as specified under Section 186 of the companies act, 2013 .Further in our opinion, the company has complied with the provisions of Section 185 and 186 of the Companies Act 2015 in relation to loans given, guarantees provided and investment made.
- (v) According to the information and explanation given to us and the basis of our examination of the records of the Company, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public and hence the directives issued by the Reserve Bank of India and the provision of section 73 to 76 or any other relevant provision of the Act and the companies (Acceptance of Deposit) Rules 2015 with regard to the deposits accepted from the public are not applicable in the case of the company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (A) The company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1st July 2017, these statutory dues has been subsumed into Goods and Service Tax (GST). According to the information and explanations given to us and on the basis of our examination of records of the company, amount deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, provident fund, employees state insurance, income tax, duty of customs , cess and other statutory dues have generally been regularly deposited with the appropriate authorities.



- (B) According to the information and explanations given to us and on the basis of our examination of the records of the company, no undisputed amount payable in respect of provident fund, Employees' state insurance, income tax, duty of customs, goods and other material statutory dues were in arrears as at 31st March 2024 for a period of more than six months from the date they became payable.
- (viii) According to information and explanation given to us and on the basis of our examination of the records of the company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessment under the Income tax, 1961 as income during the year.
- (ix) (A) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, clause 3(x)(a),(b),(c),(d),(e) & (f) of the order is not applicable.
- (x) (A) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the order is not applicable.
- (B) According to information's and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made a private placement of shares during the year and the requirement of section 42 and section 62 of the Companies Act, 2013; Accordingly, clause, 3(x)(b) of the order is not applicable.
- (xi) (A) Based on examination of the books and records of the company and according to the information and explanation given to us, considering the principles of materiality outlined in the standards on Auditing, we report that no fraud by the company or on the Company has been noticed or reported during the course of audit.
- (B) According to information and explanations given to us, no report U/s 143(12) of the companies Act has been filed in form ADT - 4 as prescribed under rule 13 of companies (Audit & Auditors) Rules, 2014 with the central government.
- (C) We have taken into consideration the whistle blower complaints received by the company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the company is not a Nidhi company. Accordingly, the provisions of clause 3(xii) of the order are not applicable to the company.
- (xiii) In our opinion and according to the information and explanations given to us, the transaction with the related parties are in compliance with section 177 and 188 of companies act 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standard



- (xiv) (A) Based on information and explanations provided to us and our audit procedures in our opinion the company has an internal audit system commensurate with the size and nature of its business.
- (B) We have considered the Internal Audit Report of the company issued till The date of period under audit.
- (xv) In our opinion and according to the information and explanations given to us and Based upon the audit procedures performed the company has not entered into any non cash transaction with director or person connected with him. Accordingly the provisions of clause 3(xv) of the order are not applicable to the company.
- (xvi) (A) According to information and explanations given to us the company is not required to be registered u/s 45-1A of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, the clause 3(xvi)(a) of the order is not applicable to the company.
- (B) Since the company is not a NBFC or Housing finance company. Accordingly the clause 3(xvi)(b) of the order is not applicable to the company.
- (C) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly clause 3(xvi)(c) of the order is not applicable.
- (D) According to information and explanations given to us during the course of Audit, the group does not have any CIC. Accordingly, the requirement of clause 3(xvi)(d) are not applicable.
- (xvii) According to information and explanations given to us and on our examination of records of the Company, the Company has incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There are no resignation of the statutory auditors during the year hence clause 3(xviii) of the order is not applicable to the company.
- (xix) According to information and explanations given to us and on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities and other information accompanying the financial statement, our knowledge of the board of directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of 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 audit report and we neither give any guarantee nor any assurance that all the liabilities falling due within a period of one year from the balance sheet, will get discharged by the company as when they fall due.



(xx) (A) According to information and explanations given to us and on the basis of Our examination of all the records of the company, the company does not falls under the provisions of section 135 of companies Act 2013; Accordingly, clause 3(xx)(a) & (b) of the order is not applicable

**For R.K.GULATI & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm's Registration No.: 007226N**

Place: New Delhi

Dated: 29.05.2024



**(CA RAKESH GULATI)
PARTNER
M. No.: 084895
29-05-2024**

Annexure B to the Independent Auditors' report on the standalone financial statements of Hindustan Agrigenetics Limited ended 31 March 2024.

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date).

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Hindustan Agrigenetics Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls.

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.



R.K. Gulati & Associates

Chartered Accountants

Continuation Sheet No.... 11

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of 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 standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with Reference to Standalone financial statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone 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 standalone 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For R.K.GULATI & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm's Registration No.: 007226N**

**Place: New Delhi
Dated: 29.05.2023**


(CA RAKESH GULATI)
PARTNER
M. No.: 084895
29.05.2024

(Rs. in Lacs)

Statement of Assets & Liabilities as on 31.03.2024

Particulars	As at 31.03.2024	As at 31.03.2023
	Audited	Audited
I. ASSETS		
(1) Non-Current Assets		
(a) Property, Plant and Equipment	19.06	4.99
(b) Capital Work In Progress	0.00	0.00
(c) Other Intangible Assets	0.00	0.00
(d) Financial Assets		
(i) Others	0.00	0.00
(e) Deferred tax assets (net)	89.87	103.52
(f) Other non-current assets	0.00	0.00
	108.93	108.51
(2) Current Assets		
(a) Inventories	0.00	0.00
(b) Financial Assets	0.00	0.00
(i) Trade receivables	0.00	0.00
(ii) Cash and cash equivalents	947.99	1023.73
(iii) Investments	196.85	84.89
(iii) Others	0.00	0.00
(d) Other current assets	21.14	19.13
	1,165.98	1,127.75
Total Assets	1,274.91	1,236.26
II. EQUITY AND LIABILITIES		
Equity		
(a) Equity Share capital	440.02	440.02
(b) Other Equity	792.83	745.88
	1232.85	1185.90
LIABILITIES		
Non-current liabilities		
(a) Financial Liabilities	0.00	0.00
(i) Borrowings	0.00	0.00
(b) Provisions	0.00	0.00
Current liabilities		
(a) Financial Liabilities		
(i) Short Terms Borrowings	0.00	0.00
(ii) Trade payables	0.98	1.04
(a) MSME Enterprises	0.00	0.00
(a) Others	0.00	0.00
(iii) Others	0.00	0.00
(b) Other current liabilities	36.24	46.24
(c) Income Tax Liabilities (Net)	0.00	0.00
(d) Provisions	4.84	3.06
	42.06	50.35
Total Equity & Liabilities	1,274.91	1,236.26

Significant Accounting Policies
Other notes to the financial statements

The accompanying notes are an integral part of these financial statements

For and on behalf of the Board of Directors
PLACE: NEW DELHI

DATED: 29.05.2024

(PRITAM KAPUR)
Mg. DIRECTOR
DIN No 00461638

(CHANDNI KAPUR)
DIRECTOR
DIN No.: 07007247

Signed in terms of our report of even date
FOR R.K.GULATI & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registratin No. : 007226N

(CA RAKESH GULATI)
PARTNER
Membership No. : 084895

29.05-2024

[Rs in Thousands Unless otherwise Stated]

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2024

Sr. No	Particulars	Notes	Year ended	
			31.03.2024	31.03.2023
			(₹)	(₹)
I	Revenue from operations	13	718.84	726.30
II	Other non-operating income	14	9611.35	104758.01
III	Total Income (I + II)		10330.19	105484.31
IV	EXPENSES			
	Cost of materials consumed	15	368.13	368.28
	Purchase of stock in trade		0.00	0.00
	Manufacturing & Operating expenses	16	222.58	259.43
	Change in inventories of finished goods, work-in-progress and stock in trade and stock-in-trade		-	-
	Employee benefit expenses	17	794.05	715.03
	Finance costs		-	25.86
	Depreciation and Amortisation expenses	18	366.51	7046.06
	Other Administrative expenses	19		
	Total Expenses (IV)		1427.23	8410.66
V	Profit before exceptional items & taxes	(III-IV)	8902.96	97073.65
VI	Exceptional items		-	-
VII	Profit before tax	(V - VI)	8902.96	97073.65
VIII	Tax EXPENSES:			
	(1) Current tax		-	3095.71
	(2) Max Credit Reversed			-922.06
	(3) Deferred tax		1364.87	
			1364.87	493.66
IX	Profit/(Loss) for the year	(VII-VIII)	7538.09	96579.99
X	Earning per equity share:	20		
	(1) Basic		1.07	22.40
	(2) Diluted		1.07	22.40
	Significant Accounting Policies	3		
	The accompanying notes are an integral part of these financial statements	2-25		

For and on behalf of the Board of Directors

PLACE: NEW DELHI
DATED: 29.05.2024

(PRITAM KAPUR)
Jr. DIRECTOR
DIN No.: 00461538

(CHANDER KAPUR)
DIRECTOR
DIN No.: 07007247

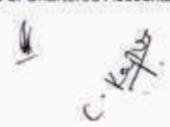

Signed in terms of our report of even date
FOR R.K.GULATI & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registered No.: 107322N

(CA RAJESH GULATI)
PARTNER
Membership No.: 084895

29.05.2024

		(Rs in Lacs)	
		As at 31.03.2024	As at 31.03.2023
		Audited	Audited
A	CASH FLOW FROM OPERATING ACTIVITIES:		
	Net profit / (loss) before taxes & interest	60.59	990.74
	Change in Retained Earning	-	-
	Adjustment for:		
	Depreciation	3.69	0.26
	Finance Cost	-	-
	Assets written off	-	-
	Profit/(loss) on sales of mutual funds	(1.27)	(0.75)
	Other Comprehensive Income	-	-
	Deferred Tax Liability on other Comprehensive income	-	-
	Dividend on Mutual funds	-	(0.01)
	Interest on FDR and others	(59.15)	(52.18)
	Revaluation of Financial Assets	(35.69)	12.57
	Profit on sales of agriculture land	-	(1,014.84)
	Mat Credit Reversed	-	-10.96
	Operating Profit before working capital changes	(31.83)	(74.97)
	Adjustment for:		
	Other Current Assets	(2.02)	(7.45)
	Current Liabilities & Provisions	(6.28)	(589.10)
	Cash generated from Operations	(42.13)	(651.52)
	Income Tax Paid	-	-
	Total cash generated from Operating Activities (I)	(42.13)	(651.52)
B.	CASH FLOW FROM INVESTING ACTIVITIES:		
	Acquisition of fixed assets including work in progress and capital advances	(17.79)	(0.44)
	Sales of Agriculture land	-	1,044.87
	Sales of investments	91.27	103.34
	Purchase of investments	(166.27)	(25.00)
	Gain on Sales of Investment	-	-
	Income from Investment	59.15	52.20
	Net Cash used in Investing Activities (II)	(33.61)	1,174.97
	Cash Flow after Investing Activities III = (I + II)	(75.74)	523.45
C.	CASH FLOW FROM FINANCING ACTIVITIES:		
	Increase/(decrease) in Proceeds From Borrowings	-	-
	Interest Expenses	-	-
	Net Cash Flow used in Financing Activities	-	-
	Net Increase in cash and cash equivalents (A) + (B) + (C)	(75.74)	523.45
	Cash and cash equivalents - Opening	1,023.73	500.28
	Cash and cash equivalents - Closing	947.99	1,023.73

Note: The cash flow statement has been prepared under the indirect method as set out under Ind AS-7 on Cash Flow Statement issued by Institute of Chartered Accountants of India

Notes to the Financial Statements for the year ended 31st March 2024

Note : 2. Property, Plant and Equipment

(Rs In Thousands Unless Otherwise Stated)

Sr. No	Particulars	Gross Block			Depreciation			Net Block		
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2024	WDV as on 31.03.2023
Tangible Assets										
1	Agricultural Land	94.66	-	-	94.66	-	-	-	94.66	94.66
2	Vehicles (Cars)	1424.21	-	-	1424.21	1397.23	-	1397.23	26.96	26.96
3	Other Equipment	108.26	-	-	108.26	105.40	0.43	-	195.83	2.44
4	Residential Plot	335.00	-	-	335.00	0.00	-	-	335.00	2.87
5	Computer	139.59	-	-	139.59	139.56	4.20	-	333.00	95.00
6	Mobile	115.22	-	-	115.22	110.10	0.77	-	199.56	0.02
7	Laptop	17.00	22.00	-	40.00	8.52	6.54	-	110.88	4.36
8	Scanner	26.85	-	-	26.85	1.31	3.83	-	14.88	25.14
9	Car - His Carens	-	1734.98	-	1734.98	-	352.75	5.15	21.70	25.52
10	S/O Software	-	17.70	-	17.70	-	4.39	-	352.75	182.23
								4.39	13.31	-
Figures for the Current Year (6)										
		2268.79	1775.68	0.00	4036.47	1163.14	368.51	0.00	2130.62	1905.82
Figures for the Previous Year (7)										
		3346.28	43.85	2023.34	2266.79	1736.28	25.84	0.00	1762.14	498.85

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(Rs In Thousands Unless otherwise Stated)

Notes to the Financial Statements for the year ended 31st March 2024

STATEMENT OF CHANGES IN EQUITY		(Rs In Thousands Unless otherwise Stated)			
(a) Equity Share Capital	No of shares	As at 31.03.2024 (₹)	No of shares	As at 31.03.2023 (₹)	
Equity share of Rs 10 each, fully paid up					
Balances at the beginning of the reporting period	44,00,200	44002.00	44,00,200	44002.00	
Changes in equity share capital during the year	-	-	-	-	
Balances at the end of the reporting period	44,00,200	44002.00	44,00,200	44002.00	
(b) Other Equity					
	Reserves and Surplus		Other Comprehensive Income	Other Equity	
	Revaluation Reserve	Retained Earning			
Balance as on 1-4-2023	1640.25	-25631.90	-	-23991.65	
Profit/(loss) for the year	-	98579.89	-	98579.89	
Other Comprehensive Income for the year	-	-	-	-	
Total Comprehensive Income for the year	-	98579.89	-	98579.89	
Transactions during the year	-	-	-	-	
Balance as on 31-3-2022	1640.25	72947.99	-	74588.24	
Profit/(loss) for the year	-	4694.36	-	4694.36	
Other Comprehensive Income for the year	-	-	-	-	
Total Comprehensive Income for the year	-	4694.36	-	4694.36	
Transactions during the year	-	-	-	-	
Balance as on 31.03.2023	1640.25	77642.36	-	79282.61	

Note 3 - Deferred Tax Assets (Net)

Deferred Tax Assets on Account of		
- Unabsorbed Depreciation	6842.04	6836.24
- Unabsorbed Losses	1428.16	2720.00
- Long Term Capital Loss	700.54	611.04
- Short Term Capital Loss	-	144.32
- Depreciation	16.17	39.98
Net Deferred Tax Assets	8986.90	10351.57

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		(Rs In Thousands Unless otherwise Stated)	
<u>Note 4 - Investment</u>			
Particulars	As at 31.03.2024 (₹)	As at 31.03.2023 (₹)	
(A) NON CURRENT INVESTMENT			
Investment	-	-	
(B) CURRENT INVESTMENT			
Investment in Mutual Fund (Quoted)	17185.24	5989.30	
Investment in STRATA	2500.00	2500.00	
	<u>19685.24</u>	<u>8489.30</u>	
	-----	-----	
Summry Debtors	-	-	
	-----	-----	
	-	-	
	-----	-----	
<u>Note 5 - Cash & Bank Balances</u>			
CASH & CASH EQUIVALENTS			
Balances with banks			
In current accounts			
Fixed Deposit with HDFC Bank	2236.76	10221.50	
Accrued Interest on Fixed Deposit	91700.00	91700.00	
Cash in hand	379.04	-	
	<u>503.24</u>	<u>451.17</u>	
Total	<u>94799.04</u>	<u>102572.86</u>	
	-----	-----	
<u>Note 7 - Other Current Assets</u>			
OTHER CURRENT ASSETS			
MAT Credit Entitlement	-	-	
TDS recoverable from supplier	-	-	
TDS on FDR	13.61	13.61	
TCS	1102.33	530.03	
TDS Excess Deposit	14.75	-	
TDS Receivable	8.12	20.12	
Prepaid Insurance	266.14	953.79	
Advance Booking Car	8.52	-	
Staff Advance	-	21.00	
Prepaid Expenses	16.00	20.00	
Loans & Advances	354.00	354.00	
	<u>831.00</u>	-	
Total	<u>2114.48</u>	<u>1912.54</u>	
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(Rs In Thousands Unless otherwise Stated)

Particulars	Note B - Share Capital	
	As at 31.03.2024 (₹)	As at 31.03.2023 (₹)
SHARE CAPITAL		
AUTHORIZED CAPITAL		
50,00,000 Equity Shares of Rs. 10/- each (Previous Year Rs 5,00,000 Equity Shares)	50000.00	50000.00
ISSUED, SUBSCRIBED & PAID UP CAPITAL		
44,00,200 Equity Shares of ₹ 10/- each, Fully Paid up (Previous Year 44,00,200 Equity Shares)	44002.00	44002.00
Total	44002.00	44002.00

Right, preferences and restrictions attached to shares

The company has one class shares having a per value of ₹ 10/- per share. Accordingly all the Equity shares rank equally with regard to voting rights dividend and shares in Company's residual assets.

Notes: Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the reporting period.

	No. of Shares	Amount	No. of Shares	Amount
2.1 Balance at the commencement of the year	44,00,200	4400.20	44,00,200	4400.20
2.2 Additions during the year				
Balance at the end of the year	44,00,200	4400.20	44,00,200	4400.20

Details of Equity Shares held by shareholders holding more than 5% of the aggregate shares in the company.

Name of the Shareholders	No. of Shares		% holding	
	held	% holding	held	% holding
2.3 M/s Magnum International Trading Ltd.	5,30,000	12.04	5,30,000	12.04
M/s Andhra Pradesh Industrial Development Co.Ltd.	3,71,400	8.44	3,71,400	8.44
Sh. Pritam Kapur	5,46,100	12.41	5,46,100	12.41
Sh. Sumant Kapur	2,23,600	5.08	2,23,600	5.08
Mrs Gulshan B Karmali	2,94,300	6.69	2,94,300	6.69

2.4 During the five reporting periods immediately preceding the reporting period, no shares have been issued by consideration other than cash.

Name of the Promoters at the end of the year *	No. of Shares		% holding	
	No. of Shares	% holding	No. of Shares	% holding
2.5 Sh Pritam Kapur	5,46,100	12.41%	5,46,100	12.41%
Sh SVR Rao	26,000	0.59%	26,000	0.59%

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		(Rs In Thousands Unless otherwise Stated)	
Note 9 - Other Equity		As at 31.03.2024 (₹)	As at 31.03.2023 (₹)
Particulars	Reserves and Surplus	Other Comprehensive Income	Total Other Equity
2.4 RETAINED EARNINGS	Revaluation Reserves	Retained Earning	
Balance as on 1-4-2020	1640.25	-25631.90	-23991.65
Adjustment of Prior Period Expense	-	-	-
Profit/(loss) for the year	-	98579.89	98579.89
Other Comprehensive Income for the year	-	-	-
Total Comprehensive Income for the year	-	98579.89	98579.89
Transactions during the year	-	-	-
Balance as on 01-04-2023	1640.25	72947.99	74588.24
Profit/(loss) for the year	-	4694.30	4694.30
Other Comprehensive Income for the year	-	-	-
Total Comprehensive Income for the year	-	4694.30	4694.30
Transactions during the year	-	-	-
Balance as on 31-3-2024	1640.25	77642.36	79282.61
Note 10 - Trade Payables			
TRADE PAYABLES			
Amount payable to growers/goods etc. Payable for Services		97.80	97.80
Total		97.80	103.80
Due to micro and small enterprises		-	-
Others		97.80	103.80
		97.80	103.80

7.1 Notes : There is no principal amount and interest is overdue to the micro and small enterprises. The information have been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors.

7.2 Trade payable Ageing schedule *

	MSME	OTHERS	MSME	OTHERS
Less than one year	-	84.00	-	84.00
1-2 years	-	13.80	-	13.80
2-3 Years	-	-	-	-
More than 3 Years	-	-	-	-
	-	97.80	-	97.80

* There are no undisputed dues towards MSME and Other trade payable in both reporting years

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(Rs in Thousands Unless otherwise Stated)			
Note 11 - Other Current Liabilities			
Particulars	As at 31.03.2024 (₹)	As at 31.03.2023 (₹)	
5.1 OTHER CURRENT LIABILITIES			
- Other Payables			
Share Application Refund a/c	153.69	153.69	
Advance for sale of Land	3470.78	4470.78	
Total	3624.47	4624.47	
Note 12 - Provisions			
SHORT TERM PROVISIONS			
- Others			
Statutory Dues	78.50	78.50	
Expenses Payable	406.11	227.72	
Total	484.61	306.22	

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(Rs in Thousands Unless otherwise Stated)

Notes to the Financial Statements for the year ended 31st March 2024

Note 13- Revenue from Operation		
Particulars	Year ended 31.03.2024 (₹)	Year ended 31.03.2023 (₹)
Revenue from operations		
Sale of Products		
Paddy Seed	719.84	726.20
	<u>719.84</u>	<u>726.20</u>
14.1 Details of Sale of Products		
Seeds	719.84	726.20
	<u>719.84</u>	<u>726.20</u>
Note 14- Other non-operating income		
Other non-operating income		
Interest on FDR	5723.06	5129.01
Interest Received	192.13	86.15
Dividend Income	-	1.38
Profit on Sale of Mutual fund	127.19	74.70
Profit on revaluation of financial assets	3568.74	-
Others Income	0.45	-
Profit on Sale of Agriculture Land	-	101463.73
Total	<u>9611.53</u>	<u>586758.01</u>
Note 15- Cost Of Material Consumed		
COST OF MATERIAL CONSUMED		
Opening Inventories	-	-
Add:		
Purchases	369.15	364.28
	<u>369.15</u>	<u>364.28</u>
Less:		
Closing Inventories	-	-
(As valued and as certified by the Director)	<u>369.15</u>	<u>364.28</u>
Total	<u>369.15</u>	<u>364.28</u>
Note 16- Manufacturing & Operating Expenses		
Operating Expenses		
Labour Expenses	-	45.00
Packing Expenses	37.94	38.02
Other Operating Expenses	148.80	143.56
Freight Outward	21.70	18.10
Quality Control Test	14.14	14.74
	<u>222.58</u>	<u>259.43</u>
Note 17 - Employee Benefits Expenses		
EMPLOYEE BENEFITS EXPENSES		
Salaries, Bonus, PF & ESIC	794.05	706.25
Soft & Welfare	-	8.78
Total	<u>794.05</u>	<u>715.03</u>

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Note 18 - Depreciation & Amortised Cost

(Rs in Thousands Unless otherwise Stated)

Particulars	Year ended 31.03.2024 (₹)	Year ended 31.03.2023 (₹)
Depreciation on Intangible Assets	108.51	25.88
Total	108.51	25.88

Note 19 - Other Administrative Expenses

Particulars	Year ended 31.03.2024 (₹)	Year ended 31.03.2023 (₹)
OTHER EXPENSES		
Donation	-	-
Car Insurance	10.00	-
Business Promotion	25.01	2.81
Advertisement Expenses	-	46.46
Vehicle Repair & Maintenance	20.14	32.03
Conveyance & Traveling	146.73	140.18
General & Misc Expenses	865.62	865.71
Printing & Stationery Expenses	181.73	184.94
Books & Periodical Expenses	208.41	163.54
Legal & Professional Expenses	15.82	9.29
Audit Fee	513.15	472.40
Rent, Rates & Taxes	177.00	177.06
Demat Charges	114.00	114.00
Repair & Maintenance	150.00	-
Subscription Charges	12.00	54.00
Postage & Courier Charges	72.00	9.00
Seminar & Conferences	-	33.48
Reconciliation Fee- BSE, Ltd	-	54.00
Telephone Expenses	19.12	-
Listing Fee	57.77	3540.00
Annual Fee	383.50	37.88
Filing Fee	64.84	354.00
Loss on revaluation of financial assets	-	2.10
Total	2318.06	7046.05

Note 20 - Earnings per Share

Earnings per shares is calculated by dividing the profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as under:

	Current Year	Previous Year
(i) Profit/(Loss) for the year attributable to equity shareholders	4694.35	9879.89
(ii) Weighted average number of equity Shareholders during the year (NOS)	44,00,200	44,00,200
(iii) Number of Equity Shares outstanding during the year	44,00,200	44,00,200
(iv) Basic & Diluted Earning per share (₹.)	1.07	22.40
(v) Nominal Value of Shares	100	100

Note 21 - Segment Reporting

SEGMENT INFORMATION

(i) **Primary Segment**
As the company business actively falls within a single primary business segment viz seeds. The disclosure requirement of Accounting Standard No-17, Segment reporting issued by The Institute of Chartered Accountants of India are not applicable.

(ii) **Secondary Segment**

The Company cater's only to the needs of Indian Market and accordingly, there are no reportable geographical segment.

C. K. Gupta



(Rs in Thousands Unless otherwise Stated)

Note 22: Related Party Disclosures**RELATED PARTY DISCLOSURES UNDER ACCOUNTING STANDARD - 18**

In accordance with the requirement of Accounting Standard - 18 (18) on Related party Disclosures, the names of related parties whose control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by the

(A) Enterprises in which the Company control	Nil	
(B) Parties in respect of which the company is a joint venture	Nil	
(C) Key Management Personnel		
Nil		
Managing director	Mr. Prithvi Kapur Mr. Praveen Kapur MS Manish Kojur Mr. Sunny Srivastava Mr. Haroon Parvat	DIN No: 02461538 DIN No: 02485910 DIN No: 08998151 DIN No: 08737831 DIN No: 06731980
Director cum CFO	Ms. Chandni Kapur	DIN No: 57507247
Company Secretary	MS Neha Mittal	M.No: K51A27477
(D) Enterprises in which key management personnel and their relatives are able to exercise significant influence	Nil	
Transaction with and out standing	Nil	
(E) Balance of related parties during the year		
	Current Year	Previous Year
	(₹)	(₹)
(a) Enterprises in which the company has control	Nil	Nil
(b) Parties in respect of which the company is a joint venture	Nil	Nil
(C) Key Management Personnel		
Amount (reimbursement of Expenses)	-	-
Net	114.00	114.00
(d) Enterprises in which key management personnel and their relatives are able to exercise significant influence		
Balance outstanding as at Year End	-	-
- Payable	-	-

Note 23: Accounting Ratio's

Particulars	Numerator	Denominator	Year ended 31.03.2024 (₹)	Year ended 31.03.2023 (₹)	Variance (%)	Reason for variance
(a) Current Ratio (in times)	Current Assets	Current Liabilities	27.72	22.40	23.73	
(b) Debt: Equity Ratio (in times)	Debt	Total Equity	NA	NA	NA	
(c) Debt: Service Coverage Ratio (in times)	EBIT&D	Finance Cost + Principal	NA	NA	NA	
(d) Return on Equity Ratio (in %)	Net Profit after Tax	Equity	3.81	83.13	(95.42)	Decline in PAT
(e) Inventory Turnover Ratio (in times)	Cost of Good Sold	Average Inventory	NA	NA	NA	-
(f) Trade Receivable Turnover Ratio (in times)	Revenue from Operation	Average Trade Receivables	NA	NA	NA	-
(g) Trade Payable Turnover Ratio (in times)	Purchases	Average Trade Payables	3.77	3.51	7.55	
(h) Net Capital Turnover Ratio (in times)	Revenue from Operation	Average Net Working Capital	0.007	0.013	(48.44)	Decline in Net Working Capital
(i) Net Profit Ratio (in %)	Net Profit	Revenue from Operation	841.72	13,643	(93.83)	Decline in PAT
(j) Return on capital employed (in %)	EBIT	(Total Assets - Current Liabilities)	4.91	83.54	(94.12)	Decline in PBT
(k) Return on Investment (in %)	Net Profit	Total Assets	4.75	80.14	(94.07)	

23.1 The ratios has been calculated in accordance with the Guidance note issue by ICAI

23.2 Explanation for changes in ratio exceeding 25% is given under the reason for variance

C. Kojur



Note 24 - Additional Regulatory Information as per recent pronouncement of (MCA) notified Companies (Indian Accounting standards) Amendment Rules 2022 dated 13rd March 2022.


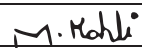

- 24.1 Title Books of Intangible Assets of Property not held in the Name of the company:**
The Company does not hold any intangible property whose title deeds are not held in the name of companies or jointly held with others.
- 24.2 Valuation of Property - Plant and Equipment**
The Companies has not inventoried its Property , Plant & Equipment during the period under reporting.
- 24.3** The company has not granted any loan or advance to its promoters, directors, KMP and other related parties as defined under Companies Act 2013, either severally or jointly with any other person which are in the nature of loan.
- 24.4 Intangible Assets under development:**
- There are no Intangible Assets under development hence no aging schedule is applicable
 - There are no Intangible Assets under development , whose completion is overdue or has exceeded its cost compared to its original plan.
- 24.5 Details of Benami Property held**
The company does not have any Benami Property where any proceedings has been initiated or pending against the company for holding any benami property.
- 24.6 Statement of Current Assets filed with Bank**
The Company has not taken any borrowings from bank on the basis of security of current assets. Hence, the company has not submitted any quarterly returns and statements of current assets with the Bank.
- 24.7 Willful Defaulters**
The Company is not declared willful defaulter by any bank or financial Institution or other lender.
- 24.8 Transactions with Struck off Companies**
The company has not made any transaction with the companies struck off under section 248 of the companies Act 2013.
- 24.9 Registration of charges or satisfaction with the Registrar of Companies**
The company does not have any charge or satisfaction which is yet to be registered with the Registrar of Companies beyond the statutory period.
- 24.11 Compliance With number layer of companies**
The company does not have any investment through more that two layers of investment companies as per section 2(87)(d) and section 186 of the Companies Act 2013.
- 24.11 Compliance with approval Scheme(s) of Arrangements**
No Scheme of any arrangements has been approved by the competent authority in terms of ace 230 to 237 of the companies Act 2013.
- 24.12 Utilization of Borrowed funds and share premium**
- The company has not granted or loaned or invested funds to any other person or entity including foreign entity(intermediaries) with the understanding that the intermediary shall:
 - Directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the company (ultimate beneficiary)
 - Provide any guarantee , security or the like to on behalf of ultimate beneficiaries
 - The company has not received any fund from any person or entity including foreign entity (funding party) (whether recorded in writing or otherwise) that the company shall:
 - Directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the company (ultimate beneficiary)
 - Provide any guarantee , security or the like to on behalf of ultimate beneficiaries
- 24.13 Undisclosed Income**
The Company has no transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessment under the Income tax act 1961.
- 24.14 Details of Crypto Currency or Virtual Currency**
The Company has not invested or traded in crypto currency or virtual currency during the financial year.

Note 25 - General Information

- In the opinion of board, all current assets, loans and advances are approximately of the value stated, if realized in ordinary course of the business and in their opinion and to the of their knowledge and belief all known liabilities have been brought to the accounts.
- Previous year figures have been grouped/reclassified whenever necessary to correspond with the current year classification/disclosure.

Handwritten signature: C. Kapur



Statement on Impact of Audit Qualification (for audit report with modified opinion) submitted along-with Annual Audited Financial Results				
Statement on Impact of Audit Qualification for the Financial Year ended March 31, 2024 Figures in Thousand				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover/ Total income	10,331.39	10,331.39
	2	Total Expenditure	5,637.03	5,637.03
	3	Net Profit/ (Loss)	4,694.36	4,694.36
	4	Earnings Per Share	1.07	1.07
	5	Total Assets	127,491.48	127,491.48
	6	Total Liabilities	4,206.88	4,206.88
	7	Net Worth	123,284.61	123,284.61
	8	Any other financial item(s) (as appropriate by the management)		
II.	Audit Qualification (each audit qualification separately):			
	a. Details of Audit Qualification: None			
	b. Type of Audit Qualification: Not Applicable			
	c. Frequency of qualification: Not Applicable			
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not Applicable			
	e. For Audit Qualification(s) where the impact is not quantified by the Auditor: Not Applicable			
	(i) Management's estimation on the impact of audit qualification: Not Applicable			
	(ii) If management is unable to estimate the impact, reasons for the same: Not Applicable			
	(iii) Auditor's Comments on (i) or (ii) above: Not Applicable			
III.	Signatories:			
	• CEO/Managing Director			
	• Audit Committee Chairman			
	• Statutory Auditor			
	Place: Delhi			
	Date: 30.05.2024			

Note:- For the ease of shareholders, we append below the various forms that have to be filled before dematerialisation of shares. It may be noted that as specified by SEBI, first the filled KYC and signatures should be sent to the RTA (K. Fintech) and shares for dematerialisation should be sent only after KYC has been registered by the RTA. Please also note, that shareholders who may have lost their shares, may fill in the Indemnity and Affidavit forms which should be submitted to the RTA, before applying for their dematerialisation.

- Form ISR1- For KYC along with attachments such as self-attested PAN card, Aadhar card etc.
- Form ISR2-For updating of signatures, and as attested by the banker
- Form ISR-3-For revocation of Nominee
- Form ISR-4-For duplicate shares and for dematerialising
- Indemnity and Affidavit on stamp paper, in case the shares have been lost.
- SH-13- For nomination

Form ISR – 1

See SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

**REQUEST FOR REGISTERING PAN, KYC DETAILS OR
CHANGES / UPDATION THEREOF**

[For Securities (Shares / Debentures / Bonds, etc.) of listed companies held in physical form]

Date: ____/____/_____

A. I / We request you to Register/Change/Update the following (Tick ✓ relevant box)

- PAN Bank details Postal Address
 Signature Mobile number E-mail address
 Demat Account details

B. Security Details:

Name of the Issuer Company		Folio No.:
Name(s) of the Security holder(s) as per the Certificate(s)	1.	
	2.	
	3.	
Number & Face value of securities		
Distinctive number of securities	From	To




C. I / We are submitting documents as per Table below (tick ✓ as relevant, refer to the instructions):

	✓	Document / Information / Details	Instruction / Remark	
1		PAN of (all) the (joint) holder(s)		
		PAN		
2		Demat Account Number		
3		Address of the first holder		
4		Bank details	Bank Name & Branch	
			Account No.	
			IFSC Code	
5		E-mail address		
6		Mobile		
7		Specimen Signature		
8		Nomination	If there are any nominees, please fill up the form ISR -3.	

Form ISR – 2

(see circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

Confirmation of Signature of securities holder by the Banker

1	Bank Name and Branch	
2	Bank contact details Postal Address Phone number E-mail address	
3	Bank Account number	
4	Account opening date	
5	Account holder(s) name(s)	1)
		2)
		3)
6	Latest photograph of the account holder(s)	
		
	1st Holder	2nd Holder
		3rd Holder
7	Account holder(s) details as per Bank Records	
	a) Address	
	b) Phone number	
	c) Email address	
	d) Signature(s)	
	Seal of the Bank	Signature verified as recorded with the Bank
		(Signature)
	Place:	Name of the Bank Manager
		Employee Code
	Date:	E-mail address

Form ISR - 3**Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies**

(see SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

[Under Section 72 r/w Section 24 (1) (a) of Companies Act, 2013 r/w Section 11(1) and 11B of SEBI Act, 1992 and Clause C in Schedule VII and Regulation 101 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Company :

Registered Address of the Company:

I / we the holder(s) of the securities particulars of which are given hereunder, do not wish to nominate any person(s) in whom shall vest, all the rights in respect of such securities in the event of my /our death.

PARTICULARS OF THE SECURITIES (in respect of which nomination is being opted out)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

I/we understand the issues involved in non-appointment of nominee(s) and further are aware that in case of my / our death, my / our legal heir(s) / representative(s) are required to furnish the requisite documents / details, including, Will or documents issued by the Court like Decree or Succession Certificate or Letter of Administration / Probate of Will or any other document as may be prescribed by the competent authority, for claiming my / our aforesaid securities.

Name(s) and Address of Security holders(s) **Signature(s) Sole / First Holder Name**

Second Holder Name

Third Holder Name

Name and Address of Witness	Signature

C. I / We are enclosing certificate(s) as detailed below:**

Name of the Issuer Company	
Folio Number	
Name(s) of the Security holder(s) as per the Certificate(s)	1. 2. 3.
Certificate numbers	
Distinctive numbers	
Number & Face value of securities	

** Wherever applicable / whichever details are available

D. Document / details required for specific service request:

- I. Duplicate securities certificate
- II. Claim from Unclaimed Suspense Account
Securities claimed_____ (in numbers)
(in words _____)
- III. Replacement / Renewal / Exchange of securities certificate (that is defaced, mutilated, torn, decrepit, worn out or where the page on the reverse is fully utilized)
- IV. Endorsement
- V. Sub-division / Splitting of securities certificate
- VI. Consolidation of securities certificate/Folios
- VII. Transmission
- VIII. Transposition
- IX. Claim from Suspense Escrow Demat Account
Securities claimed_____ (in numbers)
(in words _____)

Provide / attach original securities certificate(s) for request for item numbers III to VIII above.

Declaration: All the above facts stated are true and correct to best of my / our knowledge and belief.

	Security Holder 1 / Claimant	Security Holder 2	Security Holder 3
Signature	✓	✓	✓
Name	✓	✓	✓
Full address	✓		
PIN	✓□□□□□	□□□□□□	□□□□□□

After processing the service request, the RTA shall issue a 'Letter of Confirmation' to the securities holder/claimant, which is valid only for 120 days. Using this 'Letter of Confirmation', the securities holder/claimant shall request the DP to dematerialize the securities, failing which the securities shall be credited to the Suspense Escrow Demat Account of the Company.

Form No. SH-13
Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To

Name of the company:

Address of the company:

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S –

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address :
- (g) E-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR--

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name:

Address:

Name of the Security Holder (s)

Signature

Witness with name and address

Book Post

If undelivered, please return to following address:

M/s Hindustan Agrigenetics Limited

C-63, South Extension

Part -II, New Delhi - 110 049.