

21st June 2023

The Manager-Listing
BSE Limited
Phiroze Jeejeeb hoy Towers,
Dalal Street,
Mumbai-400001

The Manager- Listing
National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra-Kurla Complex
Bandra (E)
Mumbai-400051

BSE Code-537292

NSE Code-AGRITECH

Sub: Submission of Notice of Annual General Meeting and Annual Report for the financial year 2022-23.

Ref: Regulation 34 of SEBI Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

With reference to the captioned subject, we are submitting herewith Notice of the 30th Annual General Meeting (AGM) of the Company along with the Integrated Annual Report of the Company for the financial year 2022-23, which is being sent to the shareholders by electronic mode.

The 30th Annual General Meeting of the Company will be held on Saturday, July 15, 2023 at 11.00 a.m. through Video Conferencing/ Other Audio Visual means (VC/OAVM).

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management And Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members with the remote e-voting facility to cast their votes electronically on the resolutions mentioned in the AGM Notice using the electronic voting platform provided by National Securities Depository Limited (NSDL). The voting rights of members shall be in proportion to the shares held by them, as on the cut-off date i.e. Friday. July 07, 2023.

The remote e-voting period commences on, Wednesday July 12, 2023 at 9.00 a.m. and ends on Friday, July 14, 2023 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the members participating in AGM through VC/OAVM, who have not already cast their vote by remote e-voting shall be able to exercise their rights in the meeting.

Kindly take the same on your record.

Please take the above on record and oblige.

Thanking you,

Yours faithfully,
For Agri-Tech (India) Limited

Rajendra Sharma
Chief Financial Officer



agritech
(India) Limited

(CIN L01110MH1993PLC073268)

AGRI-TECH (INDIA) LIMITED
ANNUAL REPORT
2022– 2023

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COMPANY INFORMATION

BOARD OF DIRECTORS

Ms. Sweta Kagliwal-Managing Director
Mr. Satish Kagliwal
Ms. Jeevanlata Kagliwal
Mr. Hitesh Purohit
Mr. Vadla Nagabhushanam
Mr. Madhukar Deshpande

CHIEF FINANCIAL OFFICER

Mr. Rajendra Sharma

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Reshma Talbani

STATUTORY AUDITORS

Guatam N Associates
Chartered Accountants,
30, GNA House, Behind ABC Complex,
Manmandir Travels Lane,
Adalat Road, Aurangabad-431001

REGISTERED OFFICE

Nath House,
Nath Road,
Chh. Sambhajinagar
(Aurangabad)-431005
0240-3502421/2/3/4/5

ADMINISTRATIVE OFFICE

1, Chateau Windsor,
86, Veer Nariman Road, Churchgate,
Mumbai-400020

REGISTRAR & TRANSFER AGENTS

Big Share Services Private Limited,
S6-6th Floor Pinnacle Business Park
Next to Ahura Centre, Mahakali Caves Road
Andheri (East) Mumbai – 400093
022-62638200

NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the 30th Annual General Meeting of Agri-Tech (India) Limited will be held on Saturday 15th July 2023 at 11.00 a.m. IST through Video Conferencing (VC)/ other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Balance Sheet of the Company as of March 31, 2023, and Statement of Profit & Loss for the year ended as on that date together with the Reports of Directors and Auditors thereon.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited Standalone Financial Statement of the Company for the financial year ended 31st March 2023, together with the Reports of the Board of Directors and the Statutory Auditor thereon, be and are hereby received, considered and adopted.”

“RESOLVED THAT the audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2023, together with the Report of the Statutory Auditor thereon, be and are hereby received, considered and adopted.”

2. RE-APPOINTMENT OF DIRECTOR RETIRE BY ROTATION.

To appoint Mrs. Jeevanlata Kagliwal (DIN-02057459) as Director of the Company, who retires by rotation and being eligible, offer herself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, Mrs. Jeevanlata Kagliwal (DIN: 02057459), who retires as a Director by rotation and, being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS

3. REGULARIZATION OF MR. AKASH NANDKISHOR KAGLIWAL (DIN-01691724) AS MANAGING DIRECTOR OF THE COMPANY.

Regularization of Additional Director, Mr. Akash Nandkishor Kagliwal (DIN: 01691724), by appointing him as Managing Director of the Company by passing a special resolution.

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Akash Nandkishor Kagliwal (DIN: 01691724) as a Managing Director of the Company, for a period of 5 (five) years from 09th May, 2023, to 08th May 2028 the period of his office, on the terms and conditions and remuneration as follows, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in the financial year, the Company will not pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.”

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

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

By order of the Board of Directors

Date: 09th May 2023
Registered Office: Nath House
Nath Road,
Aurangabad-431005
CIN: L01110MH1993PLC073268

Satish Kagliwal
Director
DIN: 00119601

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NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 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 for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.agri-tech.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Bigshare Services Private Limited for assistance in this regard.
9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare Services Private Limited in case the shares are held by them in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA Bigshare Services Private Limited in case the shares are held by them in physical form.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23
12. will also be available on the Company's website www.agri-tech.in websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
13. The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
14. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from 11th July 2023 to 15th June 2023 both days inclusive. and record date is 07th July 2023.
15. The relative Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
16. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the Electronic form are therefore requested to submit their PAN to their depository Participants with whom they are maintaining their demat

accounts. Members holding Physical shares can submit their PAN to the Company/ Bigshare Services.

17. The Company has appoint M/s Neha P Agrawal, Practicing Company Secretaries Membership No. 7350, to scrutinize the Voting at the meeting and remote e voting process in a fare and transparent manner.

18. Since AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.

19. Instruction for E-Voting and joining AGM are as follows:

EVOTING INSTRUCTIONS

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

The remote e-voting period begins on Wednesday, 12th July 2023 at 09:00 A.M. and ends on Friday 14th July 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 07th July 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 07th July 2023.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services

Individual Shareholders holding securities in demat mode with CDSL

and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>vote.</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 link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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. NSDL and CDSL.

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the

.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nath.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

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

In case shares are held in physical register details:

1. <https://www.bigshareonline.com//InvestorRegistration.aspx>

OR

2. 2. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (investor@agri-tech.in)

In case shares are held in demat mode:

1. Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (investor@agri-tech.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@agri-tech.in the same will be replied by the company suitably.

6. Members intending to express their views or raise queries during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DPID & client ID / Folio Number, PAN, mobile number and queries at investor@agri-tech.in from 08th July, 2023 to 12th July, 2023. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

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

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 2 and 3 of the accompanying Notice:

ITEM NO 2:-

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 2 of the accompanying Notice. Except Mr. Satish Kagliwal and Mr. Akash Kagliwal.

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT.

Mrs. Jeevanlata Kagliwal was Regularized as Director of the Company by the members in the Annual General meeting held on 03rd August 2019, liable to be retire by rotation. Accordingly, in terms of Section 152 (6) of the Companies Act, 2013. Mrs Jeevanlata Kagliwal shall retire as a Director by Rotation at the forthcoming Annual General Meeting and being eligible, has offered herself for a Reappointment.

As per the terms of her appointment as a Director, her re-appointment as a Director on retirement by rotation at the forthcoming Annual General Meeting, would not constitute break in her term of Director.

Brief profile of Mrs Jeevanlata Kagliwal are as under.

NAME OF DIRECTOR	Mrs. Jeevanlata Nandkishor Kagliwal
Date of Birth	30 th April 1948
Date of Appointment	30 th May 2019
Qualification	M.A. Political Science
Director in Other Public Company	<ol style="list-style-type: none"> 1. Nath Industries Limited 2. Global Transgenes Limited 3. Nath Industrial Chemical Limited 4. Nath Royal Seeds Limited 5. Nath Bio-Technologies Limited 6. Techindia Nirman Limited 7. Nath Bio-Genes (India) Limited
Chairman/ Member of Committees of other Companies	Membership in 3 Committees
No of shares held in the Company	266 Shares

Item No 3. REGULARIAZATION OF MR. AKASH NANDKISHOR KAGLIWAL (DIN-01691724) AS MANAGING DIRECTOR OF THE COMPANY.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice except Mrs. Jeevanlata Kagliwal and Mr. Satish Kagliwal

Appointment of Mr. Akash Nandkishor Kagliwal (DIN-01691724) as Managing Director of the Company

The Board of Directors (Board) of the Company at meeting held on 09th May 2023, and based on the recommendation of the Nomination and Remuneration Committee, has approved the proposal of appointment Mr. Akash Kagliwal (DIN-01691724) as the Managing Director of the Company for a period of five years with effect from May 09, 2023 upon the terms and conditions contained in the draft Agreements to be entered into by the Company with Mr. Akash Kagliwal and subject to approval of members in forthcoming Annual general meeting of the Company.

The said draft Agreement, inter-alia, contains the following material terms and conditions:

1. Period of Agreement: May 09, 2023 to May 08, 2028
2. Remuneration: NIL

Mr. Akash Kagliwal shall be entitled to the perquisites / allowances: House rent allowance, Reimbursement of medical expenses and medical insurance premiums for self and family, leave travel allowance, fees of clubs, telephone and internet facilities at residence and mobile phone facility, provision of car for the business of the Company, personal accident insurance; Bonus, ex-gratia incentives, assignment of key man or other insurance policies obtained by the Company and such other perquisites and special allowances as may be determined by the Board of Directors from time to time. Explanation: "Family" means the spouse, the dependent children and dependent parents of the Managing Director. The perquisites and allowances together with the salary and commission payable as aforesaid shall be restricted to and subject to the applicable overall maximum ceiling limits set out in Sections 196, 197 read with Schedule V of the Companies Act, 2013 for the time being in force. The following perquisites shall not be included in the computation of the ceiling on remuneration specified above:

- a. Contribution to provident fund, super annuation fund or annuity fund as per the rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity payable at rate not exceeding half a month's salary for each completed year of service.
- c. Encashment of leave at the end of the tenure. For the purposes of calculating the ceiling, perquisites shall be evaluated as per Income tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be valued at actual cost. Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long-distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

3. Annual Privilege Leave: On full salary for a period of 21 Days and shall be entitled to accumulate such leave as per Company Rules Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

4. Mr. Akash Kagliwal shall not be paid any sitting fees for attending the Meetings of the Board of Directors and/or Committee(s) thereof.

5. Either party shall be entitled to terminate the agreement by giving the other party 180 days' notice in writing without showing any cause provided that the same may be waived mutually.

6. The terms and conditions of the said re-appointment and/or remuneration and/or agreement may be altered and varied from time to time, by the Board of Directors so as not to exceed the limits set out in Sections 196, 197 read with Schedule V of the Companies Act, 2013 [including any statutory modifications or re-enactment thereof], for the time being in force or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time, or any amendments.

DIRECTORS' REPORT

Your Directors are pleased to present the Annual Report together with the Audited Accounts of your Company for the financial year ended 31st March 2023.

1. FINANCIAL RESULTS.

(Rs in Lacs)

SR. NO	PARTICULARS	For the year ended on	
		31.03.2023	31.03.2022
1.	Sales	23.32	28.45
2.	Profit before Interest & Depreciation	(32.97)	54.73
3.	Depreciation	1.94	1.86
4.	Profit Before Tax & extra Ordinary Items	(34.92)	(58.26)
5.	Tax Provision (Net of Deferred Tax)	3.93	0.00
6.	Profit After Tax	(38.85)	(58.26)
7.	Extra-Ordinary Items	0.00	333.18
8.	Profit available for Appropriation	(36.06)	273.10
9.	Balance carried to Balance Sheet	(36.06)	273.10

2. COMPANY'S PERFORMANCE AND OPERATION.

The turnover of the Company during the current financial year was INR 23.32 Lakhs.

3. DIVIDEND.

Since the Company has not commenced operations in the new role, the Directors have not recommended any dividend for the financial year 2022-23.

4. DEPOSITS.

The company has not accepted any fixed deposits during the year under review.

5. SHARE CAPITAL.

The paid-up equity share capital as on 31st March 2023 was Rs.594.00 Lakhs divided into 5940000 equity shares of face value of 10/- each. There was no public issue, rights issue, bonus issue or preferential issue, etc. during the has not issued shares with differential voting rights, sweat equity shares, nor has initiated any stock options.

6. FINANCIAL STATEMENT.

Full version of the Annual Report 2022-23 containing complete Balance Sheet, Statement of Profit & Loss, other statements and notes thereto, prepared as per the requirements of Schedule III to the Companies Act, 2013, Directors' Report (including Management Discussion and Analysis, Corporate Governance Report) are being sent via email to all shareholders who have provided their email address (es). Full version of Annual Report 2022-23 is also available for inspection at the registered office of the Company during working

hours up to the date of ensuing Annual General Meeting (AGM). It is also available at the Company's website at www.agri-tech.in.

7. STATUTORY AUDITORS AND AUDITORS REPORT.

At the Annual General Meeting held on 29th June 2022, M/s Gautam N Associates, Chartered Accountants, were appointed as the Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held in year 2027.

The statutory auditors report is annexed to this annual report. There are no adverse remarks on disclosure by the statutory auditors in their report. They have not reported any incident of fraud to the Audit Committee of the Company during the year under review. Pursuant to Section 139(2) of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, the Company at its Annual General Meeting (AGM) held on 29th June 2022, had appointed M/s Gautam N Associates, Chartered Accountants as Statutory Auditors to hold office from the conclusion of Annual General Meeting to be held in year 2023, subject to ratification by shareholders every year, as may be applicable. However, the Ministry of Corporate Affairs (MCA) vide its notification dated 7th May 2018 has omitted the requirement under first proviso to section 139 of the Companies Act, 2013 and rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, regarding ratification of appointment of statutory auditors by shareholders at every subsequent AGM.

8. AUDITORS' REPORT.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, or adverse remark.

9. INTERNAL AUDITORS.

The Board of Directors of the Company had appointed M/s M.K. Ghatiya and Associates Company Secretaries as Internal Auditors to conduct Internal Audit of the Company for the financial year ended 31st March 2023. The Internal Audit reports are being reviewed by the Audit Committee of the Company.

10. SECRETARIAL AUDIT REPORT.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014, the Board of Directors have appointed M/s. Neha P Agrawal Company Secretaries in Practice (C.P.No.8048) as Secretarial Auditors to conduct Secretarial Audit of the Company for the financial year ended 31st March 2023. The Secretarial Audit Report issued by M/s. Neha P Agrawal, Practicing Company Secretaries in Form MR-3 is annexed to this Board's Report as **Annexure – IV**.

11. ANNUAL SECRETARIAL COMPLIANCE REPORT.

The Company has undertaken an audit for the financial year 2022-23 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report issued by M/S Neha

P Agrawal, Practicing Company Secretary, has been submitted to the Stock Exchanges within the specified time.

12. SUBSIDIARIES.

The Company does not have any subsidiary within the meaning of the Companies Act, 2013.

13. ADEQUACY OF INTERNAL FINANCIAL CONTROL SYSTEM.

According to Section 134(5) (e) of the Companies Act, 2013, the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. Rule 8 (5) (viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board's report. The Company has a well placed, proper and adequate IFC system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. The Internal Auditors are an integral part of the internal control system of the Company. To maintain its objective and independence, the Internal Auditors report to the Audit Committee of the Board. The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control systems in the Company.

14. DIRECTORS' RESPONSIBILITY STATEMENT.

Pursuant to the provisions of Section 134 (3) (c) of the Companies Act, 2013, the Board of Directors hereby confirms that,

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures.
- ii. It has in the selection of the accounting policies, consulted the Statutory Auditors and has applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company as at 31st March, 2023 and of the profits of the Company for that period.
- iii. It has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities, to the best of its knowledge and ability. There are, however, inherent limitations, which should be recognized while relying on any system of internal control and records.
- iv. It has prepared the annual accounts on a going concern basis.
- v. The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operated efficiently.
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. DIRECTORS & KEY MANAGERIAL PERSONS.

Director Retires by rotation.

Mrs. Jeevanlata Kagliwal (holding DIN 02057459) retires by rotation under Section 152 of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

The Key Managerial Personnel (KMP) of the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mrs. Sweta Kagliwal -Managing Director
Mr. Rajendra Sharma -Chief Financial Officer
Mrs. Reshma Talbani -Company Secretary

Changes in Directors

No Change in Directors or KMP during the year.

16. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted the declaration of independence, as required pursuant to section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of Independence as provided in sub section (6) of Section 149.

17. FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTORS

The details of the familiarization program for the Independent Directors is reported in the Report on Corporate Governance, which is attached to the Board's Report.

18. NUMBER OF MEETINGS OF THE BOARD.

Four meeting of the Board were held during the year. The dates on which the Board meetings were held are 28th May 2022, 12th August 2022, 19th October 2022, 13th February 2023. The details of attendance of Board meetings and Committee meetings held during the Financial Year 2022-23 forms part of the Corporate Governance Report.

19. PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEE AND INDIVIDUAL DIRECTORS.

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations 2015, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors. The detailed information in this regard has been given in the Corporate Governance Report.

20. MANAGEMENT DISCUSSION & ANALYSIS.

- i. OPPORTUNITIES AND THREATS.

The Company is into a production of horticulture crops. The fruit industry is globally on the rise, and we expect the same to continue to grow, based on the health parameters and fruit demand. This is an opportunity to produce and sell more.

Agriculture is fraught with the risk of vagaries of monsoon. Although we have catered for additional water sourcing from the Paithan Dam, through a dedicated pipeline, the threat due to low and no-rain cannot be ruled out.

Further, the company is in the process of merger with Techindia Nirman Limited and Ferry Fax Farms Pvt. Ltd. The merger is likely to create a synergy of operations.

ii. SEGMENTATION OR PRODUCT-WISE PERFORMANCE.

The Company would only be dealing in the horticulture business and hence would be reported as one segment.

iii. OUTLOOK, RISK AND CONCERNS.

The main risk in the agriculture business is the vagaries of monsoon. We have been in this business for many years and do cater for the seasonal changes of monsoon.

iv. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

There is adequate internal control system in the company through internal audit and regular operational reviews.

v. DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT.

During the year a number of key HR initiatives were taken up to link business objectives with employee performance. The human resources of the Company are adequately motivated to work towards optimal performance. The industrial relations are also cordial.

21. PARTICULARS OF CONTRACT OR ARRANGEMENTS PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES.

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. There are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. The Company has developed a Related Party Transactions frame work through standard operation procedures for the purpose of identification and monitoring of such transactions. All Related Party Transactions are placed before the Audit Committee as also to be Board for approval. The particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 disclosed in **Form No. AOC – 2** and is set out as Annexure and forms part of this report.

22. PARTICULARS OF LOANS, GURANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

The Company has granted certain loans and advances, which have been reported in Note No – 39 of Financial Statements.

23. CORPORATE SOCIAL RESPONSIBILITY (CSR).

The Company does not exceed the threshold limits mentioned in Section 135 (1) of the Companies Act, 2013. Therefore, the provisions pertaining to Corporate Social Responsibility are not applicable to the Company.

24. INSIDER TRADING CODE.

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('the PIT Regulations') on prevention of insider trading, the Company have its Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons in line with the recent amendments brought by SEBI in the PIT Regulations. The said Code lays down guidelines, which advise Designated Persons on the procedures to be followed and disclosures to be made in dealing with the shares of the Company and cautions them on consequences of non-compliances. the Company has also updated its Code of practices and procedures of fair disclosures of unpublished price sensitive information by including a policy for determination of legitimate purposes.

25. MATERIAL CHANGES AND COMMITMENTS.

There are no material changes and commitments in the business operations of the Company from the financial year ended March 31, 2023, to the date of signing of the Director's Report.

26. RISK ASSESMENT AND MANAGEMENT.

The Company is exposed to various business risks. These risks are driven through external factors like economic environment, competition, regulations etc. The Company has laid down a well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact, and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor business and non-business risks. The Audit Committee and Board periodically review the risks and suggest steps to be taken to manage/mitigate the same through a properly defined framework. During the year, a risk analysis and assessment was conducted and no major risks were noticed, which may threaten the existence of the Company.

27. POLICY AGAINST SEXUAL HARRASMENT AT WORKPLACE.

Pursuant to the provisions of Section 4(1) of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has in place an Internal Complaints' Committee. The following is a summary of sexual harassment complaints received and disposed off during the year.

No. of complaints received: Nil No. of complaints disposed: NA

28. ENVIRONMENTAL SAFETY.

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

29. COMMITTEES OF THE BOARD

Currently the Board has three committees: The Audit Committee, The Stakeholders' Relationship committee, the Nomination & remuneration committee.

A detailed note on the Board and its committees is provided under the Corporate Governance Report section in this Annual Report. The Composition of the Committees and compliances, as per the applicable provisions of the Act and Rules are as follows:

Name of the Committee	Composition of the Committee	Highlights of Duties, responsibilities and activities
Audit Committee	Mr. Madhukar Deshpande - Chairman Mr. Satish Kagliwal-Member Mr. Hitesh Purohit	<ul style="list-style-type: none"> ▪ All recommendations made by the Audit Committee during the year were accepted by the Board. ▪ In accordance with the requirements of the Listing Agreement, The Company has formulated policies on related party transactions.
Stakeholders' Relationship Committee	Mr. Madhukar Deshpande - Chairman Mr. Satish Kagliwal-Member Mr. Hitesh Purohit	<ul style="list-style-type: none"> ▪ The Committee reviews and ensures redressal of investor grievances. ▪ The Committee noted that all the grievances of the investors have been resolved during the year.
Nomination and Remuneration Committee	Mr. Madhukar Deshpande -Chairman Mr. Vadla Nagabhusanam- Member Mr. Hitesh Purohit	<ul style="list-style-type: none"> ▪ To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees. ▪ To carry out evaluation of every Director's performance.

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

(Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of Directors Report.

1. **Conservation of Energy:**
 - (i) The steps taken or impact on conservation of energy
The Company has taken adequate measures to conserve and reduce the energy consumption.
 - (ii) The steps taken by the Company for utilizing alternate sources of energy - Nil
 - (iii) The capital investment on energy conservation equipments - Nil
2. **Technology Absorption and Innovation:**
 - (i) The benefits derived like product improvement, cost reduction, product development or import substitution: NA

(ii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year:

- a) Technology imported - Nil
- b) Year of import - Nil
- c) Whether the technology been fully absorbed - NA
- d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof – NA

31. EXTRACT OF ANNUAL RETURN.

Annexure III is attached.

32. INSURANCE.

All the insurable interest of the company, including Inventories, Buildings, Machinery etc., is adequately insured.

33. INDUSTRIAL RELATION.

The Company enjoyed cordial relations with its employees at all levels. Your Directors record their appreciation of the support and co-operation of all employees and counts on them for the accelerated growth of the Company.

34. ACKNOWLEDGEMENTS.

The Directors place on record their sincere appreciation for the dedication, hard work and commitment of the employees at all levels and their significant contribution to your Company's growth. Your Company is grateful to the Distributors, Dealers, and Customers for their support and encouragement. Your Directors thank the Banks, Financial Institutions, Government Departments and Shareholders and look forward to having the same support in all our future endeavors.

For and on behalf of the Board of Directors

09th May 2023
Registered Office:
Nath House,
Nath Road
Aurangabad-431005

Director
Satish Kagliwal
DIN: 00119601

Managing Director
Sweta Kagliwal
DIN: 02052811

ANNEXURE-1

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3) (q) AND SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

1. The Ratio of the remuneration of each Director to the median remuneration to the employee of the Company for the financial year 2022-23:-NIL

Note

- i. Independent Directors have been paid sitting fees for attending meeting of the Board or its Committees as disclosed in the Corporate Governance Report. The sitting fees paid have not been included in the details mentioned above.
 - ii. For Calculation of median remuneration, the employee count taken is 02 which comprises employees who have served for whole of the Financial Year 2022-23.
2. Percentage increase in remuneration of each Director, Chief financial officer, Company Secretary in Financial Year 2022-23:

Directors/CFO/CS Name	Designation	% Increase /decrease in remuneration of 2022-23
Rajendra Sharma	Chief Financial Officer	5%
Reshma Talbani	Company Secretary	--

3. Percentage increase in the median remuneration of employees in the financial year 2022-23: 0%
4. Number of the Permanent employees on the rolls of the Company as on 31.03.2023.: 2
5. Average percentile increase in salaries of Employees other than Managerial personnel in the last Financial year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and any exceptional circumstances for increase in the Managerial Remuneration (if any):

The percentage increase in the salaries of employees other than the managerial personnel in the last financial year is NA. The increment given to each individual employee is based on the employees' potential, experience as well as their performance and contribution to the Company's progress over a period of time.

6. Affirmation of remuneration is as per the remuneration policy of the Company. It is affirmed that the remuneration paid is as per the Nomination and Remuneration Policy adopted by the Company.

7. Top ten Employees in terms of remuneration drawn during the year 2022-23

Sr No	Name	Designation	Remuneration (per annum)	Qualification and Experience	Date of Commencement of employment	Age	Particulars of Last Employment
1	Mr. Rajendra Sharma	CFO	17.03	M. Com.	1 st April 2016	60	NA
2	Ms. Reshma Talbani	CS	2.40	CS, Bcom	01 st April 2016	33	NA

Notes:

- The employees have adequate experience to discharge responsibilities assigned to them
- None of the employees are relatives of the Directors of the Company

ANNEXURE-2

Form No- AOC 2

Particulars of contracts / arrangement entered into by the Company with Related Parties		
Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules 2014.		
Form for Disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act 2013 including certain arm's length transaction under third proviso thereto)		
1. Details of contract or arrangement or transactions not at arm's length basis:		All contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act 2013 are at arm's length basis.
S. No	Particulars	Details
a)	Name of the Related Party	Nath Bio-technologies Limited
b)	Nature of transaction	Loan Given
c)	Duration of transaction	NA
d)	Salient features of transaction including the value if any	Operational Reasons
S. No	Particulars	Details
a)	Name of the Related Party	Nath Bio-Genes (India) Limited
b)	Nature of transaction	Loan taken & returned
c)	Duration of transaction	NA
d)	Salient features of transaction including the value, if any	Operational Reasons
S. No	Particulars	Details
a)	Name of the Related Party	Paithan Mega Food Park Limited
b)	Nature of transaction	Investment
c)	Duration of transaction	NA
d)	Salient features of transaction including the value, if any	Operational Reasons

ANNEXURE III

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2023

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS	
i) CIN	L01110MH1993PLC073268
ii) Registration Date	02-08-1993
iii) Name of the Company	AGRI-TECH (INDIA) LIMITED
iv) Category / Sub-Category of the Company	Public Company / Limited by shares
v) Address of the Registered office and contact details	Nath House, Nath Road, Aurangabad-431005
vi) Whether listed company	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent,	Big Share Services Pvt. Ltd, S-6, 6 th floor Pinnacle Business Park, Mahakali Caves Road Andheri East, Mumbai-400 059.
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY	Horticulture
All the business activities contributing 10% or more of the total turnover of the company	
Horticulture Business	100%
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	
Holding Company	NIL
Subsidiary Company	NIL
Associate Companies	As per Attachment A
IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)	
i) Category-wise Share Holding	As per Attachment B
ii) Shareholding of Promoters	As per Attachment C
iii) Change in Promoters' Shareholding	As per Attachment C
iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment D
v) Shareholding of Directors and Key	As per Attachment E

Managerial Personnel	
V. INDEBTEDNESS	
Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Attachment F
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
A. Remuneration to Managing Director, Whole-time Directors and/or Manager	As per Attachment G
B. Remuneration to other directors	
C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD	
VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES	As per Attachment H

Attachment A

Particulars of Holding /Subsidiary/Associate Companies

Sr No	Name of the Company	Address of Company	CIN	% of shares held	Applicable Section
--Nil--					

SHARE HOLDING PATTERN as on 31st March 2023.
(Equity Share Capital Breakup as percentage of Total Equity)

Attachment B

Category wise shareholding

Category of Shareholders	No. of shares at the beginning of the year (As on 01.04.2022)				No. of shares at the end of the year (As on 31.03.2023)				% of change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A) Promoter									
1 Indian									
(a) Individuals/HUF	399	0	399	0.01	399	0	399	0.01	0.00
(b) Central Govt.	0	0	0	0	0	0	0	0	0.00
(c) Bodies Corporate	1847029	0	1847029	31.09	1847029	0	1847029	31.09	-14.37
(d) FI/ Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total(A)(1)	1847428	0	1847428	31.10	1847428	0	1847428	31.10	-14.37

2	Foreign									
A	Individuals (NRI)	0	0	0	0.00	0	0	0	0.00	0.00
B	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
C	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
D	QFI	0	0	0	0.00	0	0	0	0.00	0.00
E	Any Others	0	0	0	0.00	0	0	0	0.00	0.00
					0.00				0.00	
	Sub Total(A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of Promoters (A) = (A)(1) + (A)(2)	1847428	0	1847428	31.10	1847428	0	1847428	31.10	0.00
(B)	Public shareholding									
1	Institutions									
(a)	Mutual Funds / UTI	460	1540	2000	0.03	460	1540	2000	0.03	0.00
(b)	FI / Banks	00	20	20	0.00	00	20	20	0.00	0.02
(c)	Central Govt/ State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	FII's	0	0	0	0.00	0	0	0	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other	0	500	500	0.01	0	500	500	0.01	0.00
(i-ii)	Overseas Bodies Corporate	800	0	800	0.01	800	0	800	0.01	0.00
	Sub-Total (B)(1)	1260	2060	3300	0.05	1260	2060	3300	0.05	-0.04
B 2	Non-institutions									
(a)	Bodies Corporate	241659	9279	250938	4.22	396307	9279	405586	6.83	-2.19
(b)	Individuals									
I	Individual shareholders holding share capital up to Rs 2 lakh	2528250	243406	2771656	46.66	2462066	240166	2702232	45.49	7.08
II	Individual shareholders holding share capital in excess of Rs. 2 lakh.	695628	0	695628	11.71	690073	0	690073	11.62	4.58
(c)	NBFC	870	0	870	0.02	860	0	860	0.02	0.01
(d)	Any Other /Trust	282446	0	282446	4.75	234563	0	234563	3.95	-1.20
(d-i)	NRI	27828	13980	41808	0.70	27009	13980	40989	0.69	-0.01
(d-ii)	Clearing Members	45906	0	45906	0.77	14949	0	14949	0.25	-0.52
	Sub-Total (B)(2)	3822587	266665	4089252	68.84	3825827	263425	4089252	69.30	0.46
(B)	Total Public Shareholding (B) = (B)(1) + (B)(2)	3823827	268725	4092552	68.89	3827087	265485	4092572	68.89	0.00
	TOTAL (A)+(B)	5671275	268725	5940000	100.00	5674515	265485	5940000	100.00	0.00

(C)	Shares held by Custodians for ADRs and GDRs	0	0	0	0.00	0	0	0	0.00	0
1	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0
2	Public	0	0	0	0.00	0	0	0	0.00	0
	Sub-Total (C)	0	0	0	0.00	0	0	0	0.00	0
	GRAND TOTAL (A)+(B)+(C)	5388849	268725	5940000	100.00	5674515	265485	5940000	100.00	0.00

Attachment C

Shareholding of Promoters & Change in Promoter Holding

Sr. No	Shareholders Name	No. of shares at the beginning of the year (As on 01.04.2022)			No. of shares at the end of the year (As on 31.03.2023)			% of change during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares *	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares *	
1	Nath Royal Limited	449720	7.57	0.00	449720	7.57	0.00	0.00
2	Barkha Farms Private Limited	647000	10.89	0.00	647000	10.89	0.00	0.00
3	Nath Securities Limited	80320	1.35	0.00	80320	1.35	0.00	0.00
4	Ferry Fax Farms Private Limited	337060	5.67	0.00	337060	5.67	0.00	0.00
5	Nath Bio-Technologies Limited	92000	1.55	0.00	92000	1.55	0.00	0.00
6	Prabha Farms Private Limited	49852	0.84	0.00	49852	0.84	0.00	0.00
7	Tingli FInvest Private Limited	15409	0.26	0.00	15409	0.26	0.00	0.00
8	Ashu Farms LLP	27536	0.46	0.00	27536	0.46	0.00	0.00
9	Akash Farms LLP	147593	2.48	0.00	147593	2.48	0.00	0.00
10	Jeevan Investment and Finance Private Limited	199	0.00	0.00	199	0.00	0.00	0.00
11	Paresh Farms Private Limited	340	0.01	0.00	340	0.01	0.00	0.00
12	Jeevanlata Nandkishor Kagliwal	266	0.00	0.00	266	0.00	0.00	0.00
13	Nandkishor Laxminarayan Kagliwal	133	0.00	0.00	133	0.00	0.00	0.00
	TOTAL	1847428	31.10	0.00	1847428	31.10	0.00	0.00

Attachment D

Shareholding Pattern of top ten Shareholders as at 31st March 2023 (Other than Directors, Promoters and Holders of GDRs and ADRs).

Sr. No.	Name	No of shares	% of Total Shares of the Company
1	Gandhi Rajendra Dhirajlal	120000	2.02
2	Luxmi Kant Gupta	100301	1.68
3	Rameshkumar Ramvallabh Fofalia	89193	1.50
4	P Rajashekhar	42200	0.71
5	Madhav Sampatlal Sarda	40000	0.67
6	Mahendra Girdharilal	39330	0.66
7	Rameshbhai Shambhubhai Domadiya	30000	0.50
8	Vipul Rajendrabhai Gandhi	30000	0.50
9	P Suvarna	28722	0.48
10	Premkumar Radhakishan Garg	28294	0.47

Attachment E

Shareholding of Directors and Key Managerial Personnel

Sr. No	Name	No of shares	% of Total Capital of the company	Date	Increase of Decrease in Shareholding
Directors					
1.	Mrs. Sweta Kagliwal	0	0	01/04/2022	0
	Managing Director	0	0	31/03/2023	0
2.	Mr. Satish Kagliwal	0	0	01/04/2022	0
	Director	0	0	31/03/2023	0
3.	Mrs. Jeevanlata Kagliwal	266	0	01/04/2022	0
	Director		0	31/03/2023	0
4.	Mr. Vadla Nagabhusanam	0	0	01/04/2022	0
	Independent Director	0	0	31/03/2023	0
5.	Mr. Madhukar Deshpande	0	0	01/04/2022	0
	Independent Director	0	0	31/03/2023	0
6.	Mr. Hitesh Purohit	0	0	01/04/2022	0
	Independent Director	0	0	31/03/2023	0
B	Key Managerial Person				
7	Ms. Reshma Talbani	0	0	01/04/2022	0
	Company Secretary	0	0	31/03/2023	0
8	Mr. Rajendra Sharma	0	0	01/04/2022	0
	Chief Financial Officer	0	0	31/03/2023	0

Attachment F

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Indebtedness at the beginning of the financial year (01.04.2022)	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	0.00	353.88	0.00	353.88
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total i + ii + III	0.00	353.88	0.00	353.88
Change in Indebtedness during the financial year	0.00	0.00	0.00	0.00
Addition	0.00	493.11	0.00	493.11
Reduction	0.00	0.00	0.00	0.00
Exchange Difference	0.00	0.00	0.00	0.00
Net Change	0.00	846.99	0.00	846.99
Indebtedness at the end of the financial year (31.03.2023)	0.00	0.00	0.00	0.00
i) Principal Amount	0.00	846.99	0.00	846.99
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total i + ii + III	0.00	846.99	0.00	846.99

Attachment G

A. Remuneration to Managing Director, Whole-time Directors and/or Manager.

Sr. No	Particulars of Remuneration	Sweta Kagliwal Managing Director	Total
1	Salary	Nil	Nil
2	Value of perquisites	Nil	Nil
3	Profits in lieu of salary	Nil	Nil
4	Commission	Nil	Nil
	Total	Nil	Nil

B. Remuneration to other directors

Sr No	Particulars of Remuneration	Jeevanlata Kagliwal	Satish Kagliwal	Vadla Nagabhushana m	Madhukar Deshpande	Hitesh Purohit
1	Independent Directors	Nil	Nil	Nil	Nil	Nil
2	Fee for Attending Board & Committee Meetings	20000	20000	20000	24000	24000
3	Commission	Nil	Nil	Nil	Nil	Nil
4	Others	Nil	Nil	Nil	Nil	Nil
	Total	20000	20000	20000	24000	24000

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD.

(Rs in lacs)

Sr. No	Particulars of Remuneration	Rajendra Sharma CFO	Reshma Talbani Company Secretary	Total
1	Salary	17.03	2.40	19.43
2	Value of perquisites	0.00	0.00	0.00
3	Others	0.00	0.00	0.00
	Total	17.03	2.40	19.43

Attachment H.

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

There were no penalties, punishment or compounding of offence during the year ended March 31st, 2023.

Annexure IV
FORM NO. MR -3
SECRETARIAL AUDIT REPORT
For the financial year ended 31st March, 2023

[Pursuant to section 204 (1) of The Companies Act, 2013 and the Rule no. 9 of the Companies (Appointment and Remuneration Personnel Rules, 2014) and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To,
The Members,
Agri-Tech (India) Limited
Nath house, Nath Road, Aurangabad
CIN L01110MH1993PLC073268

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Agri-Tech (India) Limited bearing CIN L01110MH1993PLC073268, ('the Company'). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 (Audit Period) generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter:

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

1. The Companies Act, 2013 (the Act) and the rules made thereunder including any re-enactment thereof;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made under that Act;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
4. The Foreign Exchange Management Act, 1999 (FEMA) and the Rules and Regulations made under that Act to the extent applicable to Overseas Direct Investment (ODI), Foreign Direct Investment (FDI) and External Commercial Borrowings (ECB) – ***(Not applicable to the Company during the Audit Period)***;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- a. Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & 2015
- c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;-
- e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- f. 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**
- g. 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 securities during the financial year under review**
- h. 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.**
- i. 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.**
- j. The Company has complied with the provisions of the SEBI (Depositories and Participants) Regulations, 1996 including submitting of Reconciliation of Share Capital Audit Report.
- k. 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; and
- l. The Memorandum and Articles of Association.

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

- a) Applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The listing Agreement entered into by the company with BSE Limited and National Stock Exchange of India Limited.

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

The company has identified the following laws as specifically applicable to the company however I have not verified whether the company has complied the provisions of the following acts as the same was not within the scope of my work;

- a. The Seeds Act 1966
- b. Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- c. Factories Act 1948
- d. Minimum Wages Act 1923
- e. Contract Labour (Regulations & Abolition) Act 1970
- f. The Income Tax Act 1961

I further report that:

1. The board of directors of the company is duly constituted with proper balance of Executive directors, Non- executive directors, independent directors and women director.
2. Adequate notice is given to all directors to schedule the Board/ Committee Meetings, agenda and detailed notes on agenda were sent generally seven days in advance.
3. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
4. The status of the company during the financial year under review has been that of Listed Public Company.
5. The company has not been a holding or subsidiary of another company. The company has not been a government company or a financial company.
6. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings / ~~debt~~ ~~equity~~ ~~holdings~~ and directorships in other companies and interests in other entities.
7. Majority decision is carried through while the dissenting member's views are captured and recorded as part of the Minutes of Meeting.
8. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

9. As Per the SEBI Guidelines, The Registry and Share Transfer Activity is being handled by M/s Big Share Services Private Limited.
10. The company has proper board process.
11. The Company has obtained all necessary approvals under the various provisions of the Act; and
12. There was no prosecution initiated and no fines or penalties are imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

I further report that, the compliance by the company of applicable financial laws such as Direct and Indirect tax laws and maintenance of financial records has not been reviewed in this Audit since the same has been subject to review by the statutory auditor and other designated professionals.

I further report that based on the information received and records maintained 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.

Neha P Agrawal

Practicing Company Secretary

FCS No 7350 & CP No 8048

Peer review Certificate No. 1304/2021

Date: - 09th May, 2023

Place: - Aurangabad

UDIN:- F007350E000275266

Note: - This report is to be read with my letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

“ANNEXURE A”

**To,
The Members,
Agri-Tech (India) Limited
Nath house, Nath road, Aurangabad
CIN L01110MH1993PLC073268**

My Secretarial audit report of even date is to be read along with this letter:

Management’s responsibility:-

1. It is the responsibility of management of the company to maintain Secretarial records, devise proper systems to ensure compliance with the provisions of applicable laws and regulations and to ensure that the systems are adequate and operate effectively. My responsibility is to express an opinion on these secretarial records based on my audit.
2. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis

Auditor’s responsibility:-

1. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
2. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
3. I believe that audit evidence and information obtained from the company’s management is adequate and appropriate for me to provide a basis for my opinion.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer:-

5. The secretarial audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Neha P Agrawal
Practicing Company Secretary
FCS No 7350 & CP No 8048
Peer review Certificate No. 1304/2021

Date: - 09th May, 2023
Place: - Aurangabad
UDIN:- F007350E000275266

CORPORATE GOVERNANCE REPORT

In accordance with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at Agri-Tech (India) Limited is as under:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE.

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The Company has a strong legacy of fair, transparent and ethical governance practices.

The Company believes that Corporate Governance is about best practices of business to be imbibed into the culture of the organization and complying with value systems, ethical business practices, laws, and regulations to achieve the main objectives of the Company.

The Company is committed to optimizing long term value for its stakeholders with a strong emphasis on the transparency of its operations and instilling pride of association. The Company follows the best practices of Corporate Governance and reporting systems in accordance with SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.

2. BOARD OF DIRECTORS.

As on 31st March 2023 the Company consists of Six Directors including three Non-Executive Independent director. The composition of the Board as on 31st March 2023 is in conformity with Listing Regulations 2015 having specified combination of Executive and Non-Executive Directors.

None of the Directors on the Board holds directorships in more than ten public Companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023 have been made by the Directors.

Independent Directors are non-executive directors as defined under Regulation 16(1) (b) of the SEBI (Listing Obligations and disclosure Requirements) Regulations 2015 and Section 149(6) of the Companies Act 2013. The maximum tenure of independent directors is in compliance with the Companies Act. All the independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 149(6) of the Companies Act 2013.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable with regard to corporate governance as detailed below:

3. NUMBER OF BOARD MEETINGS.

Four meeting of the Board were held during the year. The dates on which the Board meetings were held are 28th May 2022, 12th August 2022, 19th October 2022, 13th February 2023, details of attendance of Board meetings and Committee meetings held during the Financial Year 2022-23 forms part of the Corporate Governance Report.

4. COPOSITION AND STATUS OF BOARD OF DIRECTORS.

The composition of the Board of Directors and also the number of other Board of Directors or Board Committees of which he/she is a Member/Chairman are as under: -

Name of the Director	Category	No of Directorship as on 31-03-2023		Committee Membership/Chairmanship		No of Board Meeting Attended this year	Attendance of Last AGM on 29 th June 2022
		Listed	Other	Membership	Chairmanship		
Mr. Satish Kagliwal	Chairman Director – Executive	3	11	7	1	4	Yes
Mrs. Sweta Kagliwal	Managing Director	3	12	0	0	4	Yes
Mrs. Jeevanlata Kagliwal	Executive Director	4	11	3	0	4	Yes
Mr Vadla Nagabhushanam	Independent, Non-Executive	3	0	5	4	4	Yes
Mr. Madhukar Deshpande	Independent, Non-Executive	4	0	3	5	4	Yes
Mr. Hitesh Purohit	Independent, Non-Executive	4	5	8	4	4	Yes

None of the Directors of the Company is member in more than Ten committees and not having a chairmanship in more than five companies.

The board of directors of the company is meet at regular period of time / intervals to discuss and decide Business strategies and policies of the Company. In any cases special and urgent business need the resolution to be passed by the circulation by the Board of Directors, which resolutions to be confirm in next board meeting of the Companies.

5. DETAILS OF EQUITY SHARES HELD BY DIRECTORS.

Name of the Director	Category	No of Shares Held	% of Number of Shares Held
Mrs. Sweta Kagliwal	Managing Director-Executive	0	0
Mr. Satish Kagliwal	Executive Director	0	0
Mrs. Jeevanlata Kagliwal	Executive Director	266	0.02
Mr. Vadla Nagabhushanam	Independent Director	0	0
Mr. Madhukar Deshpande	Independent Director	0	0
Mr. Hitesh Purohit	Independent Director	0	0

6. SEPARATE MEETING OF INDEPENDENT DIRECTORS

Independent Directors of the Company met separately on February 13, 2023 without the presence of Non-Independent Directors and Members of Management. In accordance with Schedule IV of Companies Act, 2013, following matters were, inter-alia, reviewed and discussed in the meeting:

- ✚ Performance of Non-Independent Directors and the Board of Directors as a whole.
- ✚ Performance of the Chairman of the Company taking into consideration the views of Executive and Non-Executive Directors.
- ✚ Assess the quality, quantity, and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

7. CODE OF CONDUCT.

The company has formulated and adopted a code of business conduct and ethics to guide our transactions with our colleagues, communities, customers, governments, investors, regulators and society. Requisite annual affirmations of compliance with the respective code have been made by the directors and the management of the company; including a declaration signed by the Director of the company regarding Compliance of the Code of Business Conduct.

8. BOARD COMMITTEE.

The board has three standing Committees namely, Audit Committee, Stakeholders Relationship Committee, and Nomination and Remuneration Committee. The board constitute additional functional committees, from time to time, depending upon business needs.

A. **Audit Committee**

The management is responsible for the Company's internal controls and the financial reporting process while the statutory auditors are responsible for performing independent audits of the Company's Financial Statements in accordance with generally accepted auditing practices and for issuing reports based on such audits. The Board of Directors has entrusted the Audit Committee to supervise these process and thus ensure accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting. The

composition, procedures, powers and role/functions of the Audit Committee constituted by the Company comply with the requirements of Regulation 18 of the SEBI (LODR) Regulations, 2015. and Section 177 of the Companies Act 2013.

1. Role of Audit Committee.

- ✚ Oversight of financial reporting process.
- ✚ Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval.
- ✚ Evaluation of internal financial controls and risk management Systems
- ✚ Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- ✚ Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same.
- ✚ Review, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference.
- ✚ Review and monitor the auditor's independence and performance, and effectiveness of audit process.

2. Frequency of Meeting held.

Four Audit Committee meeting of the Board were held during the year 2022-23. The dates on which the Audit Committee Meetings were held are 27th May 2022, 11th August 2022, 18th October 2022, 10th February 2023.

3. Composition and Meetings and Attendance of Audit Committee.

Name of Director	Category	Status	No of Meetings Held / Attended	
Mr. Madhukar Deshpande	Independent Director	Chairman	4	4
Mr. Satish Kagliwal	Executive Director	Member	4	4
Mr. Hitesh Purohit	Independent Director	Member	4	4

B. Nomination and Remuneration Committee.

Nomination and Remuneration Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Companies Act 2013.

1. Role of Nomination and Remuneration Committee

- ✚ Recommend to the board to setup and composition of the Board and its committees.
- ✚ Recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel.
- ✚ Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.
- ✚ Recommend to the Board the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of employees.
- ✚ Oversee familiarization programs.

2. Frequency of Meeting held

One Nomination and Remuneration Committee of the Board were held during the year 2022-2023 on 18th October 2022.

3. Composition and Meetings and Attendance of Nomination and Remuneration Committee.

Name of Director	Category	Status	No of Meetings held/attended	
Mr. Madhukar Deshpande	Independent Director	Chairman	1	1
Mr. Vadla Nagbhushanam	Independent Director	Member	1	1
Mr. Hitesh Purohit	Independent Director	Member	1	1

C. Stakeholders Relationship Committee.

Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Companies Act.

- ✚ Consider and resolve the grievances of security holders.
- ✚ Consider and approve issue of share certificates, transfer and transmission of securities, etc.

1. Role of Stakeholders Relationship Committee.

- ✚ Transfer, transmission, split and consolidation of investors holding
- ✚ Dematerialisation/rematerialisation of shares
- ✚ Non-receipt of dividends and other corporate benefits
- ✚ Replacement of lost/mutilated/stolen share certificates
- ✚ Non-receipt of Annual Reports and change of addresses, etc.

2. Frequency of Meeting held.

Four Stakeholders Relationship Committee meeting were held during the year 2022-23. The dates on which the Board meetings were held are 27th May 2022, 11th August 2022, 18th October 2022, 10th February 2023

Composition and Meetings and Attendance of Stakeholders Relationship Committee Meeting.

Name of Director	Category	Status	No of Meetings Held / Attended	
Mr. Madhukar Deshpande	Independent Director	Chairman	4	4
Mr. Satish Kagliwal	Executive Director	Member	4	4
Mr. Hitesh Purohit	Independent Director	Member	4	4

3. Complaints Received.

During the financial year 2022-23, 07 complaints was received and replied to the satisfaction of the shareholder. There were no complaints outstanding as on 31st March, 2023. There were no share transfer requests pending as on 31st March, 2023.

4. Name and Designation of Compliance Officer.

Ms. Reshma Talbani is Company Secretary and Compliance Officer of the Company.

REMUNERATION OF DIRECTORS.

The details of remuneration paid to the Directors are as follows

1. Remuneration paid to Executive / Independent Directors for the year 2022-23.

Sr. No	Name of Director	Designation	Salary	Perquisites and allowance	Total
1.	Mrs. Sweta Kagliwal	Managing Director	NIL	NIL	NIL
2.	Mr. Satish Kagliwal	Executive Director	NIL	NIL	NIL
3.	Mrs. Jeevanlata Kagliwal	Executive Director	NIL	NIL	NIL

1. Sitting Fees Paid for Meetings

Sr No	Name of Director	Designation	Remuneration	Sitting Fees
1.	Mrs. Sweta Kagliwal	Managing Director	0	Nil
2.	Mr. Jeevanlata Kagliwal	Executive Director	0	20000
3.	Mr. Satish Kagliwal	Executive Director	0	20000
4.	Mr. Vadla Nagabhushanam	Independent Director	0	20000
5.	Mr. Madhukar Deshpande	Independent Director	0	24000
6.	Mr. Hitesh Purohit	Independent Director	0	24000

9. PERFORMANCE EVALUATION OF DIRECTORS AND FORMULATION OF THE CRITERIA FOR EVALUATION OF INDEPENDENT DIRECTOR AND THE BOARD.

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the guidance Note on Board Evaluation issued by the SEBI on 5th January 2017, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its committees. The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of 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 criteria such as the composition of committees, effectiveness of committee meetings etc., In a separate meeting of independent directors, performance of non-independent directors, the chairman of the Company and the board as whole was evaluated, taking into account the views of executive directors and non-executive directors. The Board and the nomination and remuneration committee reviewed the performance of individual directors on the basis of 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 the board meeting that followed the meeting of the independent directors and meeting of nomination and remuneration committee, the performance of the board, its committees, and individual directors was also discussed. The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT.

A detailed report on the Management Discussion and analysis is annexed as ANNEXURE of the Board's Report.

11. DETAILS OF GENERAL BODY MEETING.

A. Annual General Meeting

The location and time where last three Annual General Meetings of the Company were held as under:-

Financial Year	Place	Date	Time
2021-22	Video Conferencing AGM	29 th June 2022	04.00 PM
2020-21	Video Conferencing AGM	29 th July 2021	03.00 PM
2019-20	Video Conferencing AGM	30 th June 2020	11.00 AM

B. Extraordinary General Meeting

No Extraordinary General Meeting of the Members was held during the year 2022-23.

C. Special Resolution passed by the Company During last 3 AGM/EGM.

1. Appointment of Mr. Hitesh Rajnikant Purohit (DIN-02340858) as Independent Director of the Company. (2021-22)
2. Appointment of Mr. Vadla Nagabhushanam (DIN-08863512) as Independent Director of the Company. (2020-21)
3. Appointment of Mr. Madhukar Deshpande (DIN-07630081) as Independent Director of the Company. (2020-21)

4. To Give loans or to give Guarantees or to provide securities in Connection with the loan made to any other body corporate or person or to make investments under Section 186 of the Companies Act, 2013. (AGM). (2019-20)

D. Details of special resolution passed through Postal Ballot

No Special Resolution passed through the Postal Ballot.

12. OTHER DISCLOSURES

a. Related party transactions-

No transaction of material nature has been entered into by the Company with its Directors/management and their relatives, etc. that may have a potential conflict with the interests of the Company. The Register of Contracts containing transactions, in which Directors are interested, is placed before the Audit Committee and Board regularly. Transactions with related parties are disclosed in the Notes to Accounts in the Annual Report. In terms of SEBI (LODR) Regulations, 2015, the Audit Committee and Board of Directors of the Company have adopted a policy to determine Related Party Transactions.

b. Details of Non Compliance and Penalties.

The Securities and Exchange Board of India had initiated the Adjudication under Section 15-I of Securities and Exchange Board of India Act, 1992, in the Matter of Agri-Tech (India) Limited and levied a penalty which was duly paid by the Company. Hence there is no case pending.

c. Whistle Blower policy and Vigil Mechanism.

The Board of Directors of the Company had adopted the Whistle Blower policy. The Company has established a mechanism for employees to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics. The employees have been appropriately communicated within the organization about the mechanism and have been provided direct access to the Chairman of the Audit Committee. The mechanism also lays emphasis on making enquiry into whistle blower complaint received by the Company. The Audit Committee reviews periodically the functioning of whistle blower mechanism. No employee has been denied access to the Audit Committee.

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has implemented all mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e. Subsidiary Companies

Company does not have any Subsidiary Company.

- f. Policy on Determination of Materiality for Disclosures.

The Company has adopted a Policy on Determination of Materiality for Disclosures.

- g. The Disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 are as follows:

Regulation	Particulars	Compliance Status (Yes/No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Vigil Mechanism	Yes
23	Related Party Transaction	Yes
24	Corporate Governance requirement with respect to subsidiary of Listed entity	Yes
25	Obligation with respect to Independent Director	Yes
26	Obligation with respect to directors and Senior management	Yes
27	Other Corporate Governance requirement	Yes
46	Functional Website	Yes

- h. Auditors Fees

Total Fees for all services paid by the Company to the Statutory Auditors is given Below.

Sr No	Payment to Statutory Auditors	FY 2022-23 (Rs in Lakhs)
1	Audit Fees	0.35
2	Quarterly Audit Fees	0.18
	Total	0.53

13. MEANS OF COMMUNICATION.

The quarterly, half-yearly and annual financial results of the Company are published in leading newspapers in India which include Business Standard, and Pudhari. The results are also displayed on the Company's website www.agri-tech.in Financial Results, Statutory Notices, Press Releases and Presentations if any made to the institutional investors/analysts after the declaration of the quarterly, half-yearly and annual results are submitted to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) as well as uploaded on the Company's website.

14. GENERAL SHAREHOLDERS INFORMATION.

- a. Annual General Meeting

Location	Video Conferencing
Date & Time	Saturday 15 th July 2023 at 11.00 AM
Venue	The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.

b. Book Closure

The register of Shareholders of the Company will remain closed on as mentioned in notice of AGM.

c. Record Date

07th July 2023

d. Financial Year

1st April 2022 to 31st March 2023.

e. Listing on Stock Exchanges and stock codes / symbol.

Stock Exchange	Trade Symbol	Address
BSE Limited	537292	25 th floor, P.J Towers , Dalal Street, Mumbai 400001
National Stock Exchange of (India) Limited	AGRITECH	Exchange plaza, C-1 Blok-G, Bandra Kurla Complex Bandra (East) Mumbai-400001

f. CIN- L01110MH1993PLC073268**g. Market Price Data**

High, Low (based on daily closing prices) and number of equity shares traded during each month in the year 2022-23 on BSE Limited and National Stock Exchange of India Limited.

MONTH	BSE		NSE	
	High	Low	High	Low
Apr-22	141.90	94.60	141.00	93.50
May-22	96.70	75.45	96.85	73.20
Jun-22	89.00	63.25	90.80	64.10
Jul-22	93.95	68.00	93.90	67.15
Aug-22	94.00	78.50	93.40	75.60
Sep-22	101.55	86.25	101.60	83.55
Oct-22	128.00	87.20	127.85	87.15
Nov-22	118.00	87.35	113.45	88.65
Dec-22	130.00	88.00	129.20	87.00
Jan-23	122.00	97.90	121.80	97.50
Feb-23	118.35	85.90	118.80	86.00
Mar-23	110.17	89.50	113.80	89.15

h. Stock Performance of Agri-Tech (India) Limited vs nifty and Sensex.



i. Registry to an issue and Share Transfer Agents

Name-	Bigshare Services Private Limited
Address-	S6, 6 th floor Pinnacle Business Park, Mahakali Caves Road Andheri East, Mumbai Mumbai-400059
Telephone	022-62638200
Email-	info@bigshareonline.com
Website	www.bigshareonline.com

j. Share Transfer System.

All share transfer and other communications regarding share certificates, change of address, dividends, etc. should be addressed to Registrar and Transfer Agents. Stakeholders Relationship Committee is authorized to approve transfer of shares in the physical segment. The Committee has delegated authority for approving transfer and transmission of shares and other related matters to the officers of the Company. Such transfers take place on weekly basis. A summary of all the transfers/ transmissions etc. so approved by officers of the Company is placed at every Committee Meeting. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects. The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations, and files a copy of the same with the Stock Exchanges.

k. SEBI Complaints Redressal System

The investor complaints are processed in a centralized web-based complaints redressal system formulated by SEBI. The salient features of this system are centralized database for all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

The Company has registered itself on the SCORES and every effort is made to resolve investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint.

l. Green Initiative

The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated 21 April 2011 and 29 April 2011, respectively, had allowed companies to send official documents to their shareholders electronically as a part of its green initiatives in corporate Governance.

The Ministry of Corporate Affairs vide its circular dated 08 April 2020, 13 January 2021, 12 December 2021, 14 December 2021, 05 May 2022 and 28 December 2022 has allowed the Company to conduct their AGM through Video Conferencing or other Audio-Visual Means. Hence, in order to ensure the effective participation, the members of the Company are requested to update their email address for receiving the link of e-AGM. Further, in accordance with the said circular, Notice convening the 30th Annual General Meeting, Audited Financial Statements, Board's Report, Auditor's Report and other documents are being sent to the email address provided by the shareholders with the relevant depositories. The shareholders are requested to update their email addresses with their depository participants to ensure that the Annual Report and other documents reaches on their registered email id's.

m. Shareholding as on March 31st 2023.

1. Distribution of Share Holding as on 31st March 2023.

Shareholding of Nominal Value (Rs.)	No. of Holders	% of Total Shareholders	Total Shares	% of Total Share Capital	
1	5000	22911	96.41	13252550	22.31
5001	10000	442	1.86	3472480	5.84
10001	20000	181	0.76	2683630	4.51
20001	30000	73	0.31	1826600	3.07
30001	40000	26	0.11	925830	1.56
40001	50000	34	0.14	1586240	2.67

50001	100000	38	0.15	2563200	4.32
100001	9999999	58	0.24	33089470	55.70
TOTAL		23763	100	59400000	100

2. Categories of Shareholding as on 31st March 2023.

Category	No. of Shares	% of Capital
Indian Promoters	1847428	31.10
Persons acting in Concert	0	0
Sub Total	1847428	31.10
Non Promoter Holding		
Mutual Funds	2000	0.04
Banks/Financial Institutions	880	0.01
Foreign Institutional Investors	0	0
Sub Total	2880	0.05
Others	250812	4.22
Private Corporate Bodies	405586	6.82
Indian Public	3392305	57.11
NRI/OCB	40989	0.69
Sub Total	4092572	68.85
Total	5940000	100.00

3. Top 10 Equity Shareholders as on 31st March 2023.

Shareholding of top ten Shareholders as at 31st March 2023 (Other than Directors, Promoters and Holders of GDRs and ADRs).

Sr. No.	Name	No of shares	% of Total Shares of the Company
1	Gandhi Rajendra Dhirajlal	120000	2.02
2	Luxmi Kant Gupta	100301	1.68
3	Rameshkumar Ramvallabh Fofalia	89193	1.50
4	P Rajashekhar	42200	0.71
5	Madhav Sampatlal Sarda	40000	0.67
6	Mahendra Girdharilal	39330	0.66
7	Rameshbhai Shambhubhai Domadiya	30000	0.50
8	Vipul Rajendrabhai Gandhi	30000	0.50
9	P Suvarna	28722	0.48
10	Premkumar Radhakishan Garg	28294	0.47

4. Dematerialization of shares and liquidity.

The Company's shares are compulsorily traded in dematerialized form on National Stock Exchange of India Limited and BSE Limited. Equity shares of the Company representing 95.53 percent of the Company's equity share capital are dematerialized as on March 31,

2023. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE449G01018.

5. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on March 31, 2023, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

6. Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular date November 15, 2018 is not required to be given.

7. Address for Correspondence.

Agri-Tech (India) Limited
Nath House, nath road
Aurangabad-431005
Email-investor@agri-tech.in
Website-www.agri-tech.in

15. DECLARATION UNDER SCHEDULE V OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT), 2015.

I, Sweta Kagliwal, Managing Director of the Company, hereby declare that as provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended 31st March 2023.

Place: Chh. Sambhaji Nagar
Date: 09th May 2023

For an on behalf of the Board of Directors

Managing Director
Sweta Kagliwal
DIN-02052811

CEO/CFO CERTIFICATION
(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015)

We hereby certify that:

a. We have reviewed financial statements and the cash flow statement for the Financial Year ended 31st March 2023 and that to the best of our 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 affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the auditors and the Audit Committee that there are no:

- i. Significant changes in internal control over financial reporting during the year;
- ii. Significant changes in accounting policies during the year and that the same have been disclosing in the notes to the financial statements; and
- iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

For an on behalf of the Board of Directors

Place: Chh. SambhajiNagar
Dated: 09th May 2023

Chief Financial Officer
Rajendra Sharma

Managing Director
Sweta Kagliwal
DIN: 02052811

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE
UNDER REGULATION 34(3) READ WITH SCHEDULE V OF SECURITIES AND EXCHANGE
BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015.**

**To,
The Members of,
Agri-Tech (India) Limited
Nath House, Nath Road
Aurangabad-431005**

We have examined the compliance of the conditions of Corporate Governance by Agri-Tech (India) Limited ('the Company') for the year ended on March 31, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

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

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

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

Place: Chh. Sambhajinagar
Date: 09th May 2023

For Neha P Agrawal
Practicing Company Secretary
FCS No. 7350, C P No: 8048

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTOR
(Pursuant to clause 10 of Part C of Schedule V of LODR)

To,
The Members,
Agri-Tech (India) Limited
Nath House, nath road,
Chh. Sambhajinagar
Aurangabad-431005

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of The Securities Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirement) Regulations, 2015; (LODR) in respect of AGRI-TECH (INDIA) LIMITED bearing CIN : L0111MH1993PLC073268 (Hereinafter called “the Company”), I hereby certify that :

On the basis of the written representation/declaration received from directors and taken on record by the Board of Directors, as on March 31, 2023, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of the companies by the Securities Exchange Board of India (SEBI) /Ministry of Corporate Affairs or any such statutory authority.

Place: Chh. Sambhajinagar
Date: 09th May 2023

For Neha P Agrawal
Practicing Company Secretary
FCS No. 7350, C P No: 8048

Independent Auditors' Report

**To,
The Members of
Agri-Tech (India) Limited
Chhatrapati Sambhajinagar.**

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Agri-Tech (India) Limited having CIN: L01110MH1993PLC073268 ("the Company"), which comprise the Standalone Balance Sheet as at 31st March 2023, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Cash Flows and Standalone Statement of Changes in Equity for the year then ended, and notes to the Standalone financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and the other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023 and its loss (financial performance including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the rules 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 qualified opinion.

Emphasis of Matters

4. a. Your attention is invited to No No. 4(b) regarding misappropriation of 4,00,000 Equity shares of Nath Bio-Genes India ltd. pledge by the company to secure the borrowing in previous year by charging uncovered loss of Rs. 257.70 Lakhs to the statement of profit and loss. Till last year, the Company had recovered Rs. 227.34 Lakhs out of the said amount.

b. Investment made in group company has been reported at cost rather than fair value for the reason stated in Note no 4.1 to the financial statement.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statement of the current year. These matters were addressed in the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there is no key audit matters to be reported during the year.

Information other than the Standalone Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

7. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.
8. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be

communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

15. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) In our opinion and to the best of our information and according to the explanations given to us, no remuneration has been paid by the company to its directors during the year.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 29 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) the Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) the Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and.

- v. (c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. The Company has not declared dividend including interim dividend during the year.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For Gautam N Associates
Chartered Accountants
FRN: 103117W

Gautam Nandawat
Partner
M No: 032742
UDIN: 23032742BGSSLB4683

Place: Chhatrapati Sambhajanagar
Dated: 09th May 2023

ANNEXURE “A” TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Agri-Tech (India) Limited on the Ind AS standalone financial statements for the year ended 31st March 2023, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. The Company has maintained proper records showing full particulars of intangible assets.

(b) The company has a regular program of physical verification of its Property, Plant and Equipment by which Property, Plant and Equipment are verified in a phased manner over a period of three years. In accordance with this program, certain Property, Plant and Equipment were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and nature of its business.

(c) According to the information and explanations given to us, and on the basis of our examination of the record of the company, the title deeds of the immovable properties 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 record of the company, the company has not revalued any Property, Plant & Equipment (including Right of Use assets) or intangible assets during the year.

(e) According to the information and explanations given to us, and on the basis of our examination of the record of the company, no proceedings have been initiated or are pending against the company for holding any Benami property under the “Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.
2. (a) The inventory has been physically verified during the year by the management. in the opinion of the auditor, the coverage and procedure of such verification by the management is appropriate. There is no discrepancy of 10% or more noticed during verification between the physical stocks and book records. The discrepancies were not material, which have been properly dealt with in the books of account. The yearend inventory has been physically verified by the management and the same is incorporated as per inventory records and books of account maintained by the company.

(b) The company has not availed any working capital limit on the basis of security of current assets, hence, clause (ii) (b) of order is not applicable to Company.
3. (a) As per the information and explanations given to us, the Company has granted loans including advances in the nature of loan to seven companies/ entity. The aggregate amount of loan granted during the year was Rs.152.45 Lakhs and the balance outstanding at the year-end is Rs. 7913.50 Lakhs. The company has provided securities by mortgage of land to secure the borrowings of a related company to the tune of Rs. 4100 Lakhs in favor of a bank. Further, the company has made investment of Rs. 78 Lakhs during the year and balance at the year end was Rs. 2704.54 Lakhs.

(b)The terms and conditions for such above mentioned loan and corporate guarantee are not prejudicial to the interest of the Company except non-levy of interest on loans & non – charging of commission on granting security.

(c) In respect of loans and advances in the nature of loans the schedule of repayment of principal and payment of interest has not been stipulated; hence we are unable to comment

whether the repayments or receipts are regular, overdue, renewed or extended or fresh loan granted to settle the overdue of existing loans given to the same parties;

(d) The company has granted following loans & advances in the nature of loans repayable on demand without any written agreement and without specifying any other terms.

Type of Borrower	Loan given (Rs. In Lakhs)	Percentage to the total loans and Advances in the nature of loans
Related Parties:-		
Nath Biotechnologies Ltd.	1679.63	21.22
Paithan Mega Food Park Pvt Ltd	60.06	0.76
Techindia Nirman Limited	5492.59	69.41
Tapovan Farms LLP	11.88	0.15
	7244.17	91.54

4. The company has not provided any guarantee, made any investments to any party covered under section 185 and 186 of the Act, except that of loan, corporate guarantee and investment as mentioned in para 3 above after complying the provisions of section 186 except non-levy of interest and non-charging of commission on granting of securities.
5. The Company has not accepted deposits within the meaning of sections 73 to 76, or any other relevant provisions of the Act and the rules framed there under.
6. No maintenance cost records have been specified by the Central Government under section 148(1) of the Act for the products of the company.
7. (a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
 b) There are no dues of Income tax, Sales tax, Service tax, Customs Duty, Excise Duty and Value Added Tax which have not been deposited as on 31st March 2023 on account of disputes.
8. According to the information and explanations given to us, there are no transactions recorded in the books of account as have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, hence, clause (viii) of the order is not applicable.
9. In our opinion and according to the information and explanations given to us: -
 - (a) the Company has not defaulted in payment of dues to financial institution or bank or debenture holders.
 - (b) The company is not declared willful defaulter by any bank or financial institution or other lender.
 - (c) there is no term loan taken from bank or financial institution.
 - (d) No funds raised on short term basis have been utilised for long-term purposes.\)

- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures; hence clause (ix) (e) of the Order is not applicable.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies; hence the clause (ix) (f) of the Order is not applicable.
10. The company has not raised any money by way of initial public offer, further public offer (including debt instruments), preferential allotment or private placement of shares during the year.
11. (a) According to the information and explanations given to us, no fraud by the company or any fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-Section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.
- (c) We have not considered whistle-blower complaints, since there is no complaint received during the year by the Company.
12. The company is not a Nidhi Company as such provisions of the clause (xii) of the Order are not applicable to the company.
13. All transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable, and the details have been disclosed in the Ind AS standalone financial statements etc., as required by the applicable accounting standards.
14. (a) In our opinion, the internal audit system is commensurate with the size of the company and nature of its business.
- (b) In framing our Independent Audit Reports, we have considered Internal Auditor's Report for the period under audit.
15. The company has not entered into any non-cash transactions with directors or persons connected with him.
16. (a) Accordingly to information and explanation given to us, and in our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly Para 3(xvi)(a),(b),(c) of the Order is not applicable.
- (b) According to the information and explanation given to us the company The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India, hence para 3(xvi) (d) of the Order is not applicable.
17. The Company has incurred cash losses in the Financial Year to the tune of Rs. 36.90 Lakhs (before other Comprehensive Income) however has not incurred cash loss in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, we are of the opinion that no material uncertainty exists as on the date of the audit report which infers that the company is not capable of meeting its liabilities existing at

the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

20. The provisions related to Corporate Social Responsibility are not applicable in the preceding financial year, hence clause (xx) of the Order is not applicable.
21. The company does not have any subsidiary, associate, Joint venture hence, the consolidation of financial statement is not applicable.

For Gautam N Associates
Chartered Accountants
FRN: 103117W

Gautam Nandawat
Partner

M No: 032742

UDIN: 23032742BGSSLB4683

Place: Chhatrapati Sambhajnagar

Dated: 09th May 2023

ANNEXURE “B” TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

1. We have audited the internal financial controls over financial reporting of **Agri-Tech (India) Limited** (“the Company”) as of 31st March 2023 in conjunction with our audit of the Ind AS standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

2. The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of 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

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting of the company.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and

dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS 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 Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Gautam N Associates
Chartered Accountants
FRN: 103117W

Gautam Nandawat
Partner
M No: 032742
UDIN: 23032742BGSSLB4683

Place: Chhatrapati Sambhajnagar
Dated: 09th May 2023

Agri-Tech (India) Limited
Balance Sheet as at March 31, 2023

	Note	As at March 31, 2023 Rs. In Lakhs	As at March 31, 2022 Rs. In Lakhs
Assets			
I) Non-Current Assets			
a) Property, plant and Equipment	3	912.27	984.89
b) Capital Work in Progress	3	28.45	-
c) Other Intangible assets	3	0.40	0.40
d) Biological Assets other than bearer plants	3	67.18	65.54
e) Financial Assets			
(i) Investment	4	2,704.54	2,319.90
f) Deferred Tax Assets (Net)		-	-
g) Other Non-current Assets	5	-	-
		3,712.83	3,370.73
II) Current Assets			
a) Inventories	6	0.50	4.57
b) Financial Assets			
(i) Cash and cash equivalents	7	32.70	0.36
(ii) Loans	8	7,923.94	7,904.14
(iii) Others	9	59.89	0.11
c) Current Tax Assets (Net)	10	271.02	283.06
d) Other current assets	10	4.07	3.99
		8,292.12	8,196.22
Total Assets		12,004.96	11,566.96
Equity and Liabilities			
Equity			
a) Equity Share Capital	11	594.00	594.00
b) Other Equity	12	8,557.27	8,595.33
		9,151.27	9,189.33
Liabilities			
I) Non-Current Liabilities			
a) Financial Liabilities			
b) Provisions	13	11.45	5.46
		11.45	5.46
II) Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	14	846.99	353.88
(ii) Trade Payables	15	9.10	33.07
(iii) Other financial liabilities	16	35.90	23.64
b) Other current liabilities	17	1,950.00	1,950.00
c) Provisions	18	0.25	11.58
d) Current Tax Liabilities (Net)		-	-
		2,842.24	2,372.17
Total Equity & Liabilities		12,004.96	11,566.96

The accompanying Notes are an integral part of these Financial Statements.

In terms of our report of even date.

For Gautam N Associates
Firm Registration No.: 103117W
Chartered Accountants

For and on behalf of the Board of Directors

Gautam Nandawat
Partner
Membership No.:032742
UDIN No.:23032742BGSSLB4683

Satish Kagliwal
Director
DIN No.: 00119601

Sweta Kagliwal
Managing Director
DIN No.: 02052811

Place: Chh. Sambhajinagar
Date: 09 May 2023

Rajendra Sharma
Chief Financial Officer

Reshma Talbani
Company Secretary

Agri-Tech (India) Limited
Statement of Profit and Loss for the year ended March 31, 2023

	Note	Year Ended March 31, 2023 Rs. In Lakhs	Year Ended March 31, 2022 Rs. In Lakhs
INCOMES			
Revenue from Operations (Gross)	19	23.32	28.45
Other Income	20	38.44	145.39
Total Income		61.76	173.84
EXPENSES			
Cost of Materials Consumed		-	-
Changes in Inventories of Finished Goods and WIP		-	-
Employee Benefits Expense	21	23.71	27.66
Finance Costs	22	-	111.13
Depreciation Expense	23	1.94	1.86
Other Expenses	24	71.03	91.44
Total Expenses		96.68	232.10
Profit before tax		(34.92)	(58.26)
Exceptional Items	25	-	333.18
Profit after exceptional Items		(34.92)	274.92
Tax Expense			
Income Tax			
- Current Year		-	-
- Earlier Years		3.93	-
Deferred Tax Charge		-	-
Profit for the Year		(38.85)	274.92
Other Comprehensive Income			
A. (i) Items that will not be reclassified to Profit and Loss on account of remeasurement of employee's benefits		(0.79)	1.82
(ii) Income tax relating to items that will not be reclassified to Profit and Loss		-	-
B. (i) Items that will be reclassified to Profit and Loss		-	-
(ii) Income tax relating to items that will be reclassified to Profit and Loss		-	-
		(0.79)	1.82
Total Comprehensive Income		(38.06)	273.10
Earnings Per Equity Share [Nominal Value Per Share: Rs. 10 (Previous Year: Rs. 10)]			
Basic and Diluted		(0.64)	4.60

The accompanying Notes are an integral part of these Financial Statements.

In terms of our report of even date.

For Gautam N Associates
Firm Registration No.: 103117W
Chartered Accountants

For and on behalf of the Board of Directors

Gautam Nandawat
Partner
Membership No.: 032742
UDIN No.: 23032742BGSSLB4683

Satish Kagliwal
Director
DIN No.: 00119601

Sweta Kagliwal
Managing Director
DIN No.: 02052811

Place: Chh. Sambhajinagar
Date: 09 May 2023

Rajendra Sharma
Chief Financial Officer

Reshma Talbani
Company Secretary

Agri-Tech (India) Limited
Statement of Cash Flows for the year ended March 31, 2023

	Year ended March 31, 2023		Year ended March 31, 2022	
	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
A. Cash flow from operating activities				
Net profit before tax		(34.13)		273.10
Adjustments for:				
Depreciation expense	1.94		1.86	
Profit on sale of Shares	-		(105.84)	
Loss on sale of shares	-		(0.18)	
(Recovery) / Loss on mis-appropriation of equity s/	-		(227.34)	
Increase in value of bio-logical asset	(1.64)		(1.60)	
Interest income	(0.77)		(121.91)	
Dividend Received	(26.50)		(20.64)	
Finance Cost	-		111.13	
Provision for Gratuity	(3.87)		2.82	
Provision for Leave Encashment	(1.48)		0.07	
Profit on sale of Land	(9.06)			
		(41.36)		(361.64)
Operating profit before working capital changes		(75.50)		(88.53)
Adjustments for changes in working capital:				
(Increase)/ Decrease in inventories	4.07		(2.80)	
(Increase)/ Decrease in loans and advances	(79.67)		(1,834.93)	
Increase/ (Decrease) in trade payable	(23.98)		25.16	
Increase/ (Decrease) in liabilities and provisions	12.27	(87.30)	20.38	(1,792.19)
Operating profit after working capital changes		(162.80)		(1,880.72)
Direct taxes paid (net of refund)		8.11		(14.26)
Net cash from operating activities (A)		(154.69)		(1,894.98)
B. Cash flow from investing activities				
Capital WIP		(28.45)		-
Purchase of fixed assets (including capital advances)		(0.26)		(0.05)
Sale of fixed assets		80.00		5.00
Advance received against sale of land		-		1,950.00
Mis-appropriation of equity shares		-		227.34
Interest Income		0.77		121.91
Dividend Received		26.50		20.64
Sale / (Purchase) of Investments		(384.64)		886.74
Net cash used in investing activities (B)		(306.08)		3,211.59
C. Cash flow from financing activities				
Proceeds / (Repayment) of short-term borrowings		493.11		(1,209.97)
Proceeds / (Repayment) of Long -term borrowings		-		-
Finance Cost		-		(111.13)
Net cash used in financing activities (C)		493.11		(1,321.10)
Net Decrease in Cash and Cash Equivalents		32.35		(4.48)
Cash and cash equivalents at the beginning of the year		0.36		4.84
Cash and cash equivalents at the end of the year		32.70		0.36
Net Decrease in Cash and Cash Equivalents (A+B+C)		32.35		(4.48)

Cash and cash equivalents comprise of:		
Cash on Hand	0.04	0.04
Bank Balances:		
- In Current Accounts	32.67	0.32
Cash and cash equivalents at the end of the year	<u>32.70</u>	<u>0.36</u>

Notes:

- 1 The above Statement of Cash Flows has been prepared under "Indirect Method" set out in Ind AS - 7 "Statement of Cash Flows"
- 2 Figures in brackets indicate cash outgo.
- 3 Previous year's figures have been regrouped/ rearranged wherever necessary.

For Gautam N Associates

Firm Registration No.: 103117W
Chartered Accountants

For and on behalf of the Board of Directors

Gautam Nandawat

Partner
Membership No.:032742
UDIN No.:23032742BGSSLB4683

Satish Kagliwal

Director
DIN No.: 00119601

Sweta Kagliwal

Managing Director
DIN No.: 02052811

Place: Chh. Sambhajinagar
Date: 09 May 2023

Rajendra Sharma
Chief Financial Officer

Reshma Talbani
Company Secretary

Agri-Tech (India) Limited
Statement of Changes in Equity for financial year ended on March 31, 2023

A. Equity Share Capital

(1) Current reporting period

Amount in Lakhs

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
594.00	0	0	0	594.00

(2) Previous reporting period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
594.00	0	0	0	594.00

B. Other Equity

Agri-Tech (India) Limited

Statement of Changes in Equity for financial year ended on March 31, 2023

Amount in Lakhs

Particular	Share application money pending allotment	Equity Component of financial instruments	Reserves and Surplus				Other comprehensive income - Employee Benefit	Revaluation Surplus	Other items of other Comprehensive Income	Total
			Capital Reserve	Capital Redemption	Other Reserve	Retained Earning				
Balances at the beginning of the year 01.04.2022	-	-	74.76	25.00	-	8,497.85	-2.28	-	-	8,595.33
Changes in the accounting policies or prior period errors	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the year	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-38.85	0.79	-	-	-38.06
Balance at the end of the reporting period 31.03.2023	-	-	74.76	25.00	-	8,459.00	-1.50	-	-	8,557.27

Statement of Changes in Equity for financial year ended on March 31, 2022

Amount in Lakhs

Particular	Share application money pending allotment	Equity Component of financial instruments	Reserves and Surplus				Other comprehensive income - Employee Benefit	Revaluation Surplus	Other items of other Comprehensive Income	Total
			Capital Reserve	Capital Redemption	Other Reserve	Retained Earning				
Balances at the beginning of the year 01.04.2021	0	0	75	25	-	8,223	-0	-	-	8,322
Changes in the accounting policies or prior period errors	0	0	-	-	-	-	-	-	-	-
Restated balance at the beginning of the year on account of fair valuation	0	0	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	0	0	-	-	-	275	-2	-	-	273
Balance at the end of the reporting period 31.03.2022	0	0	75	25	-	8,498	-2	-	-	8,595

For Gautam N Associates
 Firm Registration No.: 103117W
 Chartered Accountants

For and on behalf of the Board of Directors

Gautam Nandawat
 Partner
 Membership No.:032742

Satish Kagliwal
 Director
 DIN No.: 00119601

Sweta Kagliwal
 Managing Director
 DIN No.: 02052811

Place: Chh. Sambhajnagar
 Date: 09 May 2023

Rajendra Sharma
 Chief Financial Officer

Reshma Talbani
 Company Secretary

1 General Information

The Company is incorporated under the Companies Act, 1956 and engaged in the business of corporate farming. A majority of farms are situated in various villages of Paithan Taluka, Dist Aurangabad (MS). The registered office of the Company is situated at Nath House, Paithan Road, Aurangabad (MS).

2 SIGNIFICANT ACCOUNTING POLICIES:

Statement of Compliance

The Financial Statements comply with in all material respects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act, as amended.

A GENERAL

i) The financial statements are prepared on historical cost basis in accordance with applicable Indian Accounting Standards (Ind AS) and on accounting principles of going concern except fixed assets and other items which are measured at fair values as required by relevant Ind AS. These financial statements have been prepared to comply with all material aspects with the Indian accounting standards notified under section 133 of the Act, (the "Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, and the other relevant provisions of the Act.

ii) Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use.

iii) As the quarter and year figures are taken from the source and rounded to the nearest digits, the figures already reported for all the quarters during the year might not always add up to the year figures reported in this statement.

iv) All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current classification of assets and liabilities.

B REVENUE RECOGNITION

i) Revenue is measured at the fair value of the consideration received or receivable where the ownership and significant risk has been transferred to the buyer.

ii) Interest is accounted for on the accrual basis.

iii) Dividend is accounted for as and when received.

C PROPERTY, PLANT AND EQUIPMENTS

i) Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at deemed cost less accumulated depreciation. Freehold land is not depreciated.

iv) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

D CAPITAL WORK-IN-PROGRESS

Expenditure related to and incurred during the implementation of the projects is included under Capital Work-in-Progress and the same is capitalized under the appropriate heads on completion of the projects.

b E DEPRECIATION / AMORTIZATION

Depreciation is charged as per the provisions of Schedule II to the Act based upon useful life of assets. The useful life is adopted for the purpose of depreciation is as under.

Assets	Useful life year
i) Plant & Machineries	15
ii) Motor Cycle	10

F IMPAIRMENT

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

G INVENTORIES:

The inventories are valued at lower of cost and net realizable value. Cost is assigned on weighted average basis. Obsolete, defective and unserviceable stocks are provided for.

H FOREIGN CURRENCY TRANSACTIONS:

- i) Transactions in foreign currency are recorded at the rate prevailing on the date of the transaction.
- ii) Current Assets and Current Liabilities in foreign currency outstanding as at the year-end are stated at the rates of exchange prevailing at the close of the year. The resultant gains/losses of the year are recognized in the Statement of Profit and Loss.

I GOVERNMENT GRANTS

- i) Grants are accounted for where it is reasonably certain that the ultimate collection will be made.
- ii) Grants relating to Fixed Assets in the nature of Project Capital Subsidy are credited to Capital Reserve.
- iii) Others are credited to Statement of Profit and Loss.

J RETIREMENT BENEFITS:

Liability as at the year end in respect of retirement benefits is provided for and charged to Statement of Profit and Loss as follows:

- i) Provident Fund / Family Pensions:
At a percentage of salary/wages for eligible employees.
- ii) Retirement benefit costs and termination benefit
The Company determines the present value of the defined benefit obligation and recognizes the liability or asset in the balance sheet.

The present value of the obligation is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each year

Defined benefit costs are composed of:

(a) service cost – recognized in profit or loss; service cost comprises (i) current cost which is the increase in the present value of defined benefit obligations resulting from employee service in the current period, (ii) past service cost which is the increase in the present value of defined benefit obligations resulting from employee service in the prior periods resulting from a plan amendment, and (iii) gain or loss on settlement.

(b) remeasurements of the liability or asset - recognized in other comprehensive income.

(d) remeasurements of the liability or asset essentially comprise of actuarial gains and losses (i.e. changes in the present value of defined benefit obligations resulting from experience adjustments and effects of changes in actuarial assumptions).

Short-term benefits: A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave and other short term benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Other long-term benefits: Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date

iii) Bonus

The company recognises a liability and expense for bonus. The company recognises a provision where contractually obliged or where there is past practice that has created a constructive obligation.

K BORROWING COST

Borrowing cost directly attributable to acquisition, construction, production of qualifying assets are capitalized as a part of the cost of such assets up to the date of completion. Other borrowing costs are charged to Statement of Profit and Loss.

L TAXATION

Provision for Current Tax is made and retained in the accounts on the basis of estimated tax liability as per applicable provisions of Income Tax Act 1961.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

The Company recognises interest levied and penalties related to Income Tax assessments in the tax expense.

M AGRICULTURAL ACTIVITIES

Income from the agricultural activities is accounted for up to the stage of dispatch of goods by the Company to the customer.

N EARNING PER SHARE

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit for the year attributable to equity share holders. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

O USE OF ESTIMATES

The preparation of Financial Statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of Financial Statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual results and the estimates are recognised in the period in which the results are known/ materialised.

P PROVISION AND CONTINGENT LIABILITIES

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Q CASH AND CASH EQUIVALENTS

In the Statement of Cash Flows, cash and cash equivalents includes cash on hand, demand and short term deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

R FINANCIAL ASSETS AT AMORTISED COST

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

S FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and a contractual terms of the financial assets give rise on the specified dates to cash flows that are solely payment of the principal and interest on the principal amount outstanding.

T FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of assets and liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

U FINANCIAL LIABILITIES

Financial liabilities are measured at amortised cost using the effective interest method.

V EQUITY INSTRUMENTS

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. The Company recognises equity instruments at proceeds received net off direct issue cost.

W RECLASSIFICATION OF FINANCIAL ASSETS

The Company determines classification of the financial assets and liabilities on initial recognitions. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when a company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains and losses) or interest.

X OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is on intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Agri-Tech (India) Limited

NOTE No. 3

Amount in Lakhs

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		
		AS AT 01.04.2022	Increase/ Addition during the year	Deduction during the year	Deduction on account of fair value	AS AT 31.03.2023	UPTO 01.04.2022	FOR THE YEAR	DEDUCTIO N	UP TO 31.03.2023	AS AT 31.03.2023	AS AT 01.04.2022
(A)	TANGIBLE ASSETS											
1	Agricultural Land	963.70	-	70.94	-	892.76	-	-	-	-	892.76	963.70
2	Plant & Machineries	297.01	0.26	-	-	297.27	275.82	1.94	-	277.77	19.50	21.19
	GRAND TOTAL	1,260.71	0.26	70.94	-	1,190.03	275.82	1.94	-	277.77	912.27	984.89
(B)	INTANGIBLE ASSETS											
	Brand	0.40	-	-	-	0.40	-	-	-	-	0.40	0.40
	Total (A+B)	1,261.11	0.26	70.94	-	1,190.43	275.82	1.94	-	277.77	912.66	985.28
	Previous year	1,330.01	1.64	5.00	-	1,326.65	273.96	1.86	-	275.82	1,050.83	1,056.05

3.1. The company has sold 75.76 Hectares of Agricultural Land situated in various Gut Numbers at Dhangaon and Shahapur - Wahegoan Tq Paithan Dist. Aurangabad to Nath Bio-genes (India) Ltd, a related party in the previous years: however, land registry in the name of buyer Company with the Sub-Registrar is still pending.

3.2. Standing Crop- Mango Trees are additionally revalued by Rs. 1.60 Lakhs (Previous year Rs. 1.56 Lakhs) on account of their growth as considered expedient by the Management.

3.3 The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) or its intangible assets during the year.

3.4 Land situated at various gut numbers, admeasuring 5.33 H in Wahegaon Taluka Paithan, Distt. Chhatrapati Sambhajinagar MH are mortgaged as collateral security for securing term loan aggregating to Rs. 3000.00 Lakhs granted to Paithan Mega Food Parks Pvt Ltd, a related party.

3.5 Land situated at various gut numbers, admeasuring 16.55 H in Dhangaon Taluka Paithan, Distt. Chhatrapati Sambhajinagar MH are mortgaged as collateral security for securing cash credit limit aggregating to Rs. 1100.00 Lakhs granted to Paithan Mega Food Parks Pvt Ltd, a related party.

3.6 Capital work in progress :-

Amount in Lakhs

Particular	AS AT 01.04.2022	Increase/ Addition during the year	Capitalised during the year	AS AT 31.03.2023
Tangible Assets				
Polyhouse	-	28.45	-	28.45
	-	28.45	-	28.45

3.7 Capital-Work-in Progress (CWIP) - CWIP aging schedule

Amount in Lakhs

Head of Account	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Polyhouse	28.45	-	-	-	28.45
Total	28.45	-	-	-	28.45

3.9 Biological Assets other than bearer plants

Amount In Lakhs

Particulars	AS AT 01.04.2022	AS AT 31.03.2023
Standing Crops	67.18	65.54
	67.18	65.54

Agri-Tech (India) Limited
Notes to Financial Statements for the year ended March 31, 2023

	March 31, 2023		As at March 31, 2022	
	Nos	Rs. In Lakhs	Nos	Rs. In Lakhs
4 NON CURRENT INVESTMENTS				
UN QUOTED; AT COST;				
Equity shares in Paithan Mega Food Parks Pvt Ltd	49,50,000	495.00	49,50,000	495.00
QUOTED; AT COST;				
Equity shares in Nath Bio-genes (India) Ltd (Refer note below)	12,06,038	2,131.53	10,32,012	1,824.89
UN QUOTED; AT COST				
Equity shares in Omprakash Deoda People Co-op Bank Ltd	1	0.01	1	0.01
PREFERENCE SHARES				
0% Cumulative Redeemable Preference Shares of Rs.100 each of TechIndia Nirman Ltd	78,000	78.00	-	-
	61,56,039	2,704.54	59,82,013	2,319.90

Note :

4.1 The fair value of equity shares of Nath Bio-genes (India) Limited is Rs. 1708.96 Lakhs as on the date of Balance Sheet. This being the group company investment, the management thought it expedient maintain value at cost .

	As at March 31, 2023 Rs. In Lakhs	As at March 31, 2022 Rs. In Lakhs
5 Other Non-current Assets		
Security Deposits	0.11	0.11
Capital Advance	59.78	-
	59.89	0.11
CURRENT ASSETS		
6 Inventories		
Fertilisers and Pesticides	0.46	4.29
Packing Material	0.04	0.28
	0.50	4.57
7 Cash & Cash Equivalent		
Cash on Hand	0.04	0.04
Bank Balances in Current Account	32.67	0.32
	32.70	0.36
8 SHORT-TERM LOANS AND ADVANCES [Unsecured, Considered Good]		
Advances to associate companies (Refer note no 8.1 below)	7,244.17	7,224.37
Advances against land	10.44	10.44
Advances to others	669.34	669.34
	7,923.94	7,904.14
9 CURRENT TAX ASSETS (NET)		
TDS receivable	3.15	10.08
Income Tax MAT Entitlement	267.87	272.98
	271.02	283.06
10 OTHER CURRENT ASSETS		
Receivable against Machine Sale	3.99	3.99
Creditors having debit balance	0.08	-
	4.07	3.99

Agri-Tech (India) Limited
Notes to Financial Statements for the year ended March 31, 2023

11 SHARE CAPITAL

Authorised Share Capital	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount in Lakhs	No. of Shares	Amount in Lakhs
Equity Shares of Rs.10 each	80,00,000	800.00	80,00,000	800.00
Cumulative Redeemable Preference Shares of Rs.100 each	25,000	25.00	25,000	25.00
	80,25,000	825	80,25,000	825.00
Issued, Subscribed and Paid up				
Equity Shares of Rs.10 each	59,40,000	594.00	59,40,000	594.00
	59,40,000	594.00	59,40,000	594.00

11. (a) Reconciliation of Number of Shares

Equity Shares:	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount in Lakhs	No. of Shares	Amount in Lakhs
Balance as at the beginning of the year	59,40,000	594.00	59,40,000	594.00
Add: Shares issued during the year	-	-	-	-
Balance as at the end of the year	59,40,000	594.00	59,40,000	594.00

11. (b) Rights, Preferences and Restrictions attached to Shares

i) The Company has one class of equity shares having a par value of Rs. 10 per share. Equity shareholder is eligible for one vote per share held. They are eligible for dividend on the basis of their shareholding. In the case of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, if any, in proportion to their shareholding.

11.(C) Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the Company

Equity Shares	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% holding	No. of Shares	% holding
a) Nath Royal Ltd	13,03,087	21.94	13,03,087	21.94
b) Barkha Farms Pvt Ltd	6,47,000	10.89	6,47,000	10.89
c) Ferry Fax Farms Pvt Ltd	3,37,060	5.67	3,37,060	5.67

11. (d) Shareholding of Promoters are as below

Shares held by promoters at the end of the year				
Sr No	Promoter Name	No of Shares	% of total shares	% change during the year
1	Ferry Fax Farms Private Limited	3,37,060	5.67	-
2	Nath Securities Limited	80,320	1.35	-
3	Nath Biotechnologies Ltd	92,000	1.55	-
4	Barkha Farms Private Limited	6,47,000	10.89	-
5	Nath Royal Ltd	4,49,720	7.57	-
6	Tingli Finvest Pvt Ltd	15,409	0.26	-
7	Prabha Farms Private Limited	49,852	0.84	-
8	Paresh Farms Private Limited	340	0.01	-
9	Ashu Farms LLP	27,536	0.46	-
10	Akash Farms LLP	1,47,593	2.48	-
11	Jeevan Investment & Finance Pvt Ltd	199	0.00	-
12	Nandkishor Laxminarayan Kagiwal	133	0.00	-
13	Jeevanlata Nandkishor Kagiwal	266	0.00	-
	Total	18,47,428	31.10	

Agri-Tech (India) Limited
Notes to Financial Statements for the year ended March 31, 2023

	As at March 31, 2023 Rs. In Lakhs	As at March 31, 2022 Rs. In Lakhs
12 Other Equity		
Capital Reserve	74.76	74.76
Retained Earnings	8,459.00	8,497.85
Capital Redemption Reserve	25.00	25.00
Other Comprehensive Income - Employee Benefit	-1.50	-2.28
	8,557.27	8,595.33
13 Non-Current Provisions		
Provisions for Employee Benefits		
Gratuity	11.45	4.34
Leave encashment	-	1.11
	11.45	5.46
14 Current Financial Liabilities		
Unsecured Loan		
From a Related Company	846.99	353.88
	846.99	353.88
15 Other Current Financial Liabilities - Trade Payable		
Sundry Creditors for raw materials	0.03	0.72
Sundry Creditors - service providers	9.07	32.35
	9.10	33.07

15.1 Age wise details of sundry creditors as on 31st March 2023.

Amount in Lakhs

Party Name	Unbilled	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	0.32	0.21	-	-	-	0.54
ii) Others	4.72	2.39	0.31	1.14	-	8.56
iii) Disputed dues- MSME				-	-	-
iv) Disputed dues - Others			-	-	-	-
Total	5.04	2.60	0.31	1.14	-	9.10

15.2 Age wise details of sundry creditors as on 31st March 2022.

Amount in Lakhs

Party Name	Unbilled	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	0.32	0.09	-	-	-	0.41
ii) Others	28.84	2.43	1.39	-	-	32.66
iii) Disputed dues- MSME				-	-	-
iv) Disputed dues - Others			-	-	-	-
Total	29.16	2.52	1.39	-	-	33.07

16 Other Current Financial Liabilities

Payable to Staff	1.86	2.88
Debtors having credit balance	26.50	13.50
Statutory Liabilities	0.54	0.26
The New India Assurance Co. Ltd.	7.00	7.00
	35.90	23.64

17 Other Current Liabilities

Advance against the sale of land	1,950.00	1,950.00
	1,950.00	1,950.00

18 Other Current Financial Liabilities - Provisions

Provisions for Employee Benefits		
Gratuity	0.25	11.22
Leave encashment	-	0.36
	0.25	11.58

Agri-Tech (India) Limited
Notes to Financial Statements for the year ended March 31, 2023

	Year Ended March 31, 2023 Rs. In Lakhs	Year Ended March 31, 2022 Rs. In Lakhs
19 Revenue from Operations		
Sale of agricultural Produce: Mangos	23.32	28.45
	23.32	28.45
20 Other Income		
Sundry Balances Written back	0.27	0.60
Interest on Inter corporate loans	-	121.91
Dividend received	26.50	20.64
Sale of Scrap	-	0.64
Increase in value of standing crop - Mango Trees	1.64	1.60
Interest Received	0.77	-
Profit on Sale of Agri Land	9.06	-
Leave Encashment	0.21	-
	38.44	145.39
21 Employee Benefits Expense		
Salaries, Allowances and Bonus	22.41	26.59
Gratuity	1.26	1.00
Leave Encashment	0.04	0.07
	23.71	27.66
22 Finance Costs		
Interest on Unsecured Loan	-	106.36
Processing Fees	-	3.54
Brokerage for loan arrangement	-	1.23
	-	111.13
23 Depreciation Expense		
Depreciation on Tangible Assets	1.94	1.86
	1.94	1.86
24 Other Expenses		
A. PRODUCTION EXPENSES		
Packing material consumed (100% indigenous)	0.88	1.34
Fertilizers consumed	12.29	2.69
Chemicals & Harmones Consumed	5.32	4.33
Seeds/Planting Material Consumed	-	0.20
Contract Labour Charges	17.30	15.08
Hammali & Transportation Exp	0.37	0.40
Power and Fuel	0.39	0.50
Repairs and Maintenance (Irrigation)	0.14	0.19
Freight Inward	0.00	0.05
Other Farming Expenses	0.18	0.34
Total (A)	36.87	25.12
B. ADMINISTRATIVE EXPENSES		
Rates and Taxes	0.51	0.99
Insurance	0.02	0.04
Repairs and Maintenance (Others)	0.27	0.17
Traveling and Conveyance	0.18	0.12
Auditors' Remuneration: Audit Fee	0.35	0.35
Limited review Fee	0.18	0.53
Legal & Professional Expenses	13.08	3.86
Directors Sitting Fees	1.08	1.08
Printing & stationery	0.43	0.18
Share listing and registrar expenses	9.41	9.32
Bank Charges	0.11	0.11
Advertisement Expenses	0.57	0.93
Amalgamation Expenses	5.54	45.88
Corporate Share Expenses	1.42	1.63
Sales Promotion Expenses	-	0.10
Loss on Sale of Shares	-	0.18
Telephone Expenses	0.01	-
Interest on Income Tax	0.90	-
Miscellaneous Expenses	0.09	0.85
Total (B)	34.15	66.32
TOTAL (A+B)	71.03	91.44
25 Exceptional Items		
Income		
Recovery of misappropriated shares (refer note no 4(b))	-	227.34
Profit on Sale of Shares	-	105.84
	-	333.18

26 Fair Value Measurement

The management assessed that the fair values of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short term maturities of these instruments. The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction among willing parties, other than in a forced or liquidation sale

The Company determines fair values of long term financial assets and financial liabilities by discounting contractual cash inflows/ outflows using prevailing interest rates of financial instruments with similar terms. The fair value of investment is determined using quoted net assets value from the fund. Further, the subsequent measurement of all finance assets and liabilities (other than investment in mutual funds) is at amortized cost, using the effective interest method.

Discount rates used in determining fair value

The interest rate used to discount estimated future cash flows, where applicable, are based on the incremental borrowing rate of the borrower which in case of financial liabilities is the weighted average cost of borrowing of the Company and in case of financial assets is the average market rate of similar credits rated instrument.

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. In addition, the Company internally reviews valuation, including independent price validation for certain instruments.

Fair value hierarchy

All financial instruments for which fair value is recognized or disclosed are categorized within the *fair* value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level -1

Quoted (unadjusted) price is active market for identical assets or liabilities

Level 2:

Valuation technique for which the lowest level input that has a significant effect on the fair value measurement are observed, either directly or indirectly.

Level 3

Valuation technique for which the lowest level input has a significant effect on the fair value measurement is not based on observation market data.

27 Financial Instruments and Risk Review

i) Capital Management

The Company's capital management objectives are:-

The Board policy is to maintain a strong capital base so as to maintain inventor, creditors and market confidence and to future development of the business. The Board of Directors monitors return on capital employed.

The Company manages capital risk by maintaining sound/optimal capital structure through monitoring of financial ratios, such as debt-to-equity ratio and net borrowings-to-equity ratio on a monthly basis and implements capital structure improvement plan when necessary.

The Company uses debt ratio as a capital management index and calculates the ratio as Net debt divided by total equity. Net debt and total equity are based on the amounts stated in the financial statements.

Debt-to-equity ratio is as follows

Particular	Amount in Lakhs	
	As at 31st March 2023	As at 31st March 2022
Net Debts (A) *	814.29	353.52
Equity (B)**	9,151.27	9,189.33
Debt Ratio (A/B)	0.09	0.04

* Net Debts includes Non-Current borrowings, Current borrowings, Current Maturities of non current borrowing net off Current Investment and cash and cash equivalent

** Equity includes equity and others equity.

ii) Credit Risk

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to contractual terms or obligations. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks. Credit risk is controlled by analysing credit limit and creditworthiness of customers on a continuous basis to whom the credit has been granted offer necessary approvals for credit.

Financial instruments that are subject to concentration of credit risk principally consists of trade receivable investments, derivative financial instruments and other financial assets. None of the financial instruments of the Company results in material concentration of credit risk

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk is as under, being the total of the carrying amount of balances with trade receivables.

As on	Amount in Lakhs
31st March, 2023	NIL
31st March, 2022	NIL

Trade receivables

Ind AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each date of financial statement whether a financial asset or group of financial assets is impaired. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 months expected credit losses or at an amount equal to the life time expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition

Before accenting any new customer, the Company uses an external/internal credit scoring system to asses potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customer are reviewed periodic basis

iii) Liquidity Risk**a) Liquidity risk management**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

b) Maturities of financial liabilities

The following tables detail the remaining contractual maturities for its financial liabilities with agreed repayment period. The amount disclosed in the tables have been drawn up based on the undiscounted cash flow of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

Particular	31st March 2023		31st March 2022	
	Less than 1 year	1-3 Year	Less than 1 year	1-3 Year
Financial Liabilities				
Trade Payables	9.10		31.68	1.39
Working capital demand Loan	-	-	-	-
Loan/Term Loan (at variable rate)		-		-
Other Financial Liabilities	35.90	-	23.64	
Total	45.00	-	55.32	1.39

c) Maturities of financial assets

The expected maturity for financial assets of the company are all current.

iv) Market Risk

Market risk is risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market prices. Such changes in the value of financial instruments may result from changes in the foreign currency exchange rate, interest rate, credit, liquidity and other market changes.

Notes to accounts for the financial year ended March 31, 2023

	Year Ended March 31, 2023 Rs. In Lakhs	Year Ended March 31, 2022 Rs. In Lakhs
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28 Capital and Other Commitments:

(a) Capital Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided.

NIL

NIL

29 Contingent Liabilities:

Contingent Liabilities not provided for In respect of granting of securities by mortgage of land to secure the borrowing of a related company.

4,100

4,100

30 In the opinion of the Board, Current Assets, Loans and advances are approximately of the value stated, if realized in the ordinary course of business.

31 a) The Company's income being agricultural income, the Company does not expect any liability for income tax.

b) In view of agriculture income being earned by the Company which is exempt from levy of Income Tax; despite being carried forward losses and unabsorbed depreciation, no deferred tax assets have been recognized as a matter of prudence.

32 The Company has single reportable segment namely Farming Activity for the purpose of Indian Accounting Standard 108 on Operating Segment , therefore, the information related to Segmental Reporting has not been provided.

33 In the opinion of the Board, fixed assets have been stated at cost, which is at least equal to or less than the realizable value if sold in the ordinary course of business. Consequently, the management is of the opinion that there is no impairment of assets.

34 CAPITAL MANAGEMENT

Equity share capital and other equity are considered for the purpose of Company's capital management. The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence. The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain or if necessary adjust its capital structure

35 Related party disclosure as per Indian Accounting Standard 24:

(a) List of Related Parties

- 1) TechIndia Nirman Ltd
- 2) Nath Bio-Genes (India) Ltd.
- 3) Nath Biotechnologies Ltd
- 4) Paithan Mega Food Park Pvt. Ltd.

(b) Key Management personnel

- (1) Mrs. Shweta Kagliwal, Managing Director
- (2) Mr Rajendra Sharma, Chief Financial Officer
- (3) Ms Reshma Talbani, Company Secretary

(c) Transaction with related parties

Amount in Lakhs

List of related parties	Transactions	Current Year	Previous Year
Mr. Rajendra Sharma	Remuneration	17.03	15.63
TechIndia Nirman Ltd	Loan Given	1.40	1,951.66
	Loan Recovered	25.00	0.16
	Interest received	-	463.84
	Transfer (Debit to party)	25.00	-
Nath Bio-genes (India) Ltd	Loan Given	-	879.73
	Loan Taken	788.79	720.96
	Loan repaid	334.40	992.96
	Interest received	-	121.91
	Advance received against sale of land	-	1,950.00
	Transfer (Debit to party)	-	499.28
	Transfer (Credit to party)	8.80	35.59
Nath Bio-technologies Ltd	Loan Given	62.26	879.73
	Loan Recovered	100.90	-
	Interest received	-	110.98
	Transfer (Debit to party)	63.79	0.76
	Transfer (Credit to party)	0.06	-
Paithan Mega Food Park Pvt. Ltd.	Interest received	-	7.21

(d) Outstanding balance of related parties

Amount in Lakhs

Particulars	Current Year	Dr/Cr	Previous Year	Dr/Cr
Nath Bio-genes (I) Ltd	847	Cr	354	Cr
Nath Bio-genes (I) Ltd (advance against sale of land)	1,950	Cr	1,950	Cr
Nath Bio-technologies Ltd	1,680	Dr	1,655	Dr
Paithan Mega Food Park Pvt. Ltd.	60	Dr	60	Dr
TechIndia Nirman Ltd	5,493	Dr	5,491	Dr

NOTES :

1. Related party relationship is as identified by the Company and relied upon by the Auditors.
2. No amounts in respect of the related parties have been written off during the year. Also, no accounts have been provided for as doubtful debts.

36 The basic and diluted earnings per share in terms of Indian Accounting Standard 33 on Earnings per Share has been calculated as under: -

	Current Year (In Lakhs)	Previous Year (In Lakhs)
Numerator		
Net Profit / (Loss) as per Statement of Profit & Loss	-38.06	273.10
Less : Dividend on Preference Shares	-	-
Total	-38.06	273.10
Denominator		
Weighted Average Number of Equity Shares outstanding (nos. in Lakhs)	59.40	59.40
Basic and Diluted Earnings per share is arrived at by dividing Numerator by Denominator	-0.64	4.60
The nominal value per Equity Share in Rupees	10.00	10.00

37 The accounts of trade payable and certain loans & advances are subject to confirmation and reconciliation, if any. The difference as may be noticed on reconciliation will be duly accounted for on completion thereof. In the opinion of the management the ultimate difference will not be material.

38 Foreign Currency Transactions

	Current Year (In Lakhs)	Previous Year (In Lakhs)
CIF value of imports	Nil	Nil
Expenditure in foreign currency	Nil	Nil
FOB Value of Export	Nil	Nil
Earnings in foreign currency:	Nil	Nil

39 Details related to Investments made, Loans and Advances as per Section 186 of the Companies Act 2013.

Name of the Party	Investment made	Amount outstanding as on 31st March, 2023	Maximum outstanding during the year
Investment			
Paithan Mega Food Park Pvt. Ltd.	495.00	495.00	495.00
Nath Bio-Genes (India) Limited	2,131.53	2,131.53	1,824.89

Name of the Party	Loan granted during the year	Amount outstanding as on 31st March, 2023	Maximum outstanding during the year
Loans and Advances			
Nath Bio-technologies Ltd	126.05	1,679.63	1,705.45
Paithan Mega Food Park Pvt. Ltd.	-	60.06	60.06
Techindia Nirman Limited	26.40	5,492.60	5,492.60
	152.45	7,232.29	7,258.11

(i) In respect of above parties, rate of interest is Nil advances being operational in nature.

Name of the Party	Amount outstanding as on 31st March, 2023
Security provided in favour of banks for loan taken by Paithan Mega Food Parks Pvt Ltd, a related party	4,100.00

40 Disclosure as per Indian Accounting Standard 19 – Employee Benefits:

The Company has classified various benefits provided to employees as under:

i. Defined Contribution Plans: NIL

ii. Defined Benefit Plan

Gratuity

In accordance with Indian Accounting Standard 19 actuarial valuation was done in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions:-

	Year Ended March 31, 2023 Rs. In Lakhs	Year Ended March 31, 2022 Rs. In Lakhs
Discount Rate (Per annum)	7.50%	6.98%
Rate of increase in Compensation Levels (Per annum)	6.00%	6.00%
Changes in the Fair value of Plan Assets		
	Year Ended March 31, 2023 Rs. In Lakhs	Year Ended March 31, 2022 Rs. In Lakhs
Present Value of Plan Assets at the beginning of the year	-	-
Expected Return on Plan Assets	-	-
Actuarial Gain/ (Loss) on Plan Assets	-	-
Contributions	-	-
Benefits Paid	-	-
iii. Fair Value of Plan Assets at the end of the year	-	-
Changes in the Present Value of Obligation		
	Year Ended March 31, 2023 Rs. In Lakhs	Year Ended March 31, 2022 Rs. In Lakhs
Present Value of Obligation at the beginning of the year	15.56	12.74
Interest Cost	1.09	0.82
Past Service Cost	-	-
Current Service Cost	0.17	0.18
Curtailment Cost/ (Credit)	-	-
Settlement Cost/ (Credit)	-	-
Benefits Paid	(4.33)	-
Actuarial (Gain)/ Loss - Due to change in financial assumption	(0.16)	(0.17)
Actuarial (Gain)/ Loss - Due to experience	(0.63)	1.99
iv. Present Value of Obligation at the end of the year	11.69	15.56
Amount recognised in the Balance Sheet		
	Year Ended March 31, 2023 Rs. In Lakhs	Year Ended March 31, 2022 Rs. In Lakhs
Present Value of Obligation at the end of the year	11.69	15.56
Fair Value of Plan Assets	-	-
Net Liability/ (Asset) recognised at the end of the year	11.69	15.56
v. Percentage of each category of plan assets to total fair value of plan assets		
	As at March 31, 2023 Rs. In Lakhs	As at March 31, 2022 Rs. In Lakhs
	100%	100%
vi. Expenses recognised in the Statement of Profit and Loss		
	Year Ended March 31, 2023 Rs. In Lakhs	Year Ended March 31, 2022 Rs. In Lakhs
Current Service Cost	0.17	0.18
Past Service Cost	-	-
Interest Cost	1.09	0.82
Expected Return on Plan Assets	-	-
Curtailment Cost/ (Credit)	-	-
Settlement Cost/ (Credit)	-	-
Actuarial (Gain)/ Loss - Due to change in financial assumption	(0.16)	(0.17)
Actuarial (Gain)/ Loss - Due to experience	(0.63)	1.99
Total Expenses recognised in the Statement of Profit and Loss	0.47	2.82

Expected Contribution to Gratuity Fund for the next year is Rs. NIL (Previous Year: Rs. NIL).

vii. Details of Present Value of Obligation, Plan Assets and Experience Adjustment:

	Year Ended March 31, 2023 Rs. In Lakhs	Year Ended March 31, 2022 Rs. In Lakhs
Present value of obligation	11.69	15.56
Fair value of plan assets	-	
(Surplus)/ Deficit	(11.69)	(15.56)
Experience Adjustments:		
(Gain)/ Loss on plan liabilities	-	-
Gain/ (Loss) on plan assets	-	-

viii. Other Employee Benefit Plan

Liability for compensated absences as at year end is Rs. 1.48 Lakhs (Previous Year: Rs. 1.41 Lakhs).

41 The Company has prepared the Financial Statements to comply in all material respects, in accordance with the applicability of Indian Accounting Standards.

42 There is no borrowings from banks and financial institutions during the year.

43 The Company does not have any investment property, hence related disclosure is not required.

44 The disclosures as regards Loans or Advances in the nature of loans granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person:

Type of Borrower	Loan Given	Percentage to the total Loans and Advances in the nature of loans
Related Parties: -		
Nath Bio-technologies Ltd	1,679.63	21.22
Paithan Mega Food Park Pvt Ltd	60.06	0.76
Techindia Nirman Limited	5,492.60	69.41

45 Details of Benami Property held - No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

46 Wilful Defaulter - The company is not declared wilful defaulter by any bank or financial Institution or other lender during the year.

47 Relationship with Struck off Companies - During the year, the company has not carried out any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,

48 Various Ratios - The details of various ratios along with the explanations are as under:

Name of Ratio	Amount in Lakhs							Reasons for variation
	Current Year			Previous Year			Variation in %	
	Numerator	Denominator	Ratio	Numerator	Denominator	Ratio		
Current Ratio (Times)	8,292.12	892.24	9.29	8,196.22	422.17	19.41	-52.13	The increase in borrowings used in investments purposes has brought down the current ratio.
Debt-Equity Ratio (Times)	Not applicable since no term liability							
Debts Service Ratio (Times)	Not applicable since no term liability							
Return on Equity Ratio (%)	-38.85	594.00	-0.07	274.92	594.00	0.46	-114.13	In the previous year, the company has recovered the money represented by misappropriation of shares resulting into profit.
Inventory Turnover Ratio (Days)	0.50	23.32	0.02	4.57	28.45	0.16	-86.72	Lower purchase of pesticide and chemicals
Trade Receivables Turnover Ratio, (Days)	Not applicable since no trade receivable at the year end							
Trade Payables Turnover Ratio, (Days)	9.10	23.32	0.39	33.07	28.45	1.16	-66.44	Timely payment to creditors has resulted in reduction in the ratio.
Net Capital Turnover Ratio (times)	7,399.88	23.32	317.38	7,774.05	28.45	273.30	16.13	Change due to regular operations
Net Profit Ratio (%)	-38.85	23.32	-1.67	274.92	28.45	9.66	-117.24	In the previous year, the company has recovered the
Return on Capital Employed (%)	-38.85	9,151.27	-0.00	274.92	9,189.33	0.03	-114.19	money represented by misappropriation of shares
Return on Investment (%)	-38.85	9,151.27	-0.00	274.92	9,189.33	0.03	-114.19	resulting into profit.

49 Utilisation of Borrowed funds and share premium: The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

50 Registration of charges or satisfaction with Registrar of Companies - No charge is required to be registered / satisfied during the year with Registrar of Companies.

51 Undisclosed income - There is no case of search or survey of any other cases related to income surrendered or disclosed in any tax assessments under the Income Tax Act, 1961.

52 The company has not fulfilled the criteria of Corporate Social Responsibility (CSR) as specified in Section 135 of the Companies Act, 2013.

53 The company has not invested in Crypto Currency or Virtual Currency, hence related details are not provided

54 Previous year's figures have been regrouped / rearranged wherever necessary to conform to the current year's presentation.

Signatures to Notes "1" to "54" forming part of these Financial Statements.

For Gautam N Associates
Firm Registration No.: 10117W
Chartered Accountants

For and on behalf of the Board of Directors

Gautam Nandawat
Partner
Membership No.:032742

Satish Kagliwal
Director
DIN No.: 00119601

Sweta Kagliwal
Managing Director
DIN No.: 02052811

Place: Chhatrapati Sambhajnagar
Date: 09-05-2023

Rajendra Sharma
Chief Financial Officer

Reshma Talbani
Company Secretary