

# SAPTARISHI AGRO INDUSTRIES LIMITED

Regd. Office: Padalam Sugar Factory Road, Pazhayanoor Post,  
Chengalpattu District, Tamilnadu- 603 308.

|| [www.saptarishiagro.com](http://www.saptarishiagro.com) || [Saptarishi121@gmail.com](mailto:Saptarishi121@gmail.com) ||

CIN: L15499TN1992PLC022192 || Contact No. 079-40306965 ||



Date: 31<sup>st</sup> August, 2024

To,  
The General Manager,  
Corporate Relationship Department,  
Bombay Stock Exchange Ltd.  
25th Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

SCRIP CODE: 519238 | SCRIP ID: SPTRSHI | ISIN: INE233P01017

Dear Sir/Madam,

***Sub: - Submission of Annual Report under Regulation 34 of the SEBI (LODR) Regulations, 2015***

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith 32<sup>nd</sup> Annual Report of the Company.

The same is also available at the website of the Company [Annual Report 2023 24.pdf](http://www.saptarishiagro.com) ([saptarishiagro.com](http://www.saptarishiagro.com))

Kindly take the same on your record.

Thanking you,  
Yours Faithfully,

**For, Saptarishi Agro Industries Limited,**

**Priyanka Tripathi**  
**Company Secretary & Compliance Officer**  
**Membership No.: A29454**

## 32<sup>nd</sup> ANNUAL REPORT 2023-2024

|   |  |
|---|--|
| <b>Board of Director</b>                          | Mr. Krunal R. Patel - Chairman   |
|   | Mr. Rushabh R. Patel - Managing Director   |
|   | Mr. Ravjibhai N. Patel - Director (ceased to be a Director & CFO w. e. f. 07/11/2023)  |
|   | Mr. Janayash N. Desai - Whole Time Director  |
|   | Mr. Divyakant R. Zaveri - Independent Director   |
|   | Mr. Rishi Bhootra - Independent Director   |
|   | Mrs. Vaibhavi A. Patel - Independent Woman Director  |
|   | Mrs. R. Bhuvaneswari - Nominee Director  |
|   | Mr. Manish P. Kella - Independent Director (ceased to be a Director & CFO w. e. f. 28/10/2023)   |
|   | Mrs. Gargi Neel Shah - Independent Director  |
| <b>Chief Financial Officer:</b>                   | Mr. Rushabh R. Patel (appointed as CFO w. e. f. 07/11/2023)<br>Mr. Ravjibhai N. Patel (ceased to be CFO w. e. f. 07/11/2023)   |
| <b>Company Secretary and Compliance Officer :</b> | Ms. Ruchi Biren Shah (ceased to be CS w e f 23/08/2023)<br><br>Mrs. Sneha Ramesh Lalwani (ceased to be CS w e f 08/02/2024 )<br>Mrs Priyanka Tripathi (appointed as CS w.e.f 13/02/2024) |
| <b>Statutory Auditor :</b>                        | M/s Mayur Shah & Associates, Chartered Accountants   |
| <b>Secretarial Auditor :</b>                      | M/s Chirag Shah & Associates, Company Secretaries  |
| <b>Internal Auditor :</b>                         | M/s Jayanta & Associates, Chartered Accountants  |
| <b>Bankers :</b>                                  | Canara Bank<br>HDFC Bank   |
| <b>Registered office :</b>                        | Padalam Sugar Factory Road, Pazhayanoor Post, Chengalpattu District (erstwhile: Kancheepuram), Tamil Nadu- 603 308 Tel. : 079 4030 6965.   |
| <b>Website :</b>                                  | www.saptarishiagro.com   |
| <b>Email :</b>                                    | saptarishi121@gmail.com  |
| <b>Register &amp; Share Transfer Agent :</b>      | Cameo Corporate Services Ltd Subramanian Building No 1, Club House Road, Chennai, Tamil Nadu-600002  |

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## NOTICE

NOTICE is hereby given that the **Thirty Second Annual General Meeting** of the Members of Saptarishi Agro Industries Limited ("the Company") will be held on **Monday, 23<sup>rd</sup> September, 2024** AT 11:00 AM IST through **Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM")**, to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt audited standalone financial statement of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To reappoint Shri Krunal Ravjibhai Patel (DIN: 02517567) who retires by rotation as Director and being eligible offers himself for re-appointment.
3. To reappoint Shri Rushabh Ravjibhai Patel (DIN 02721107) who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

4. To reappoint Shri Rushabh Ravjibhai Patel (DIN 02721107) as a Managing Director (Executive Category) and in this regard, to consider and if though fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the Company, and also subject to the approval of the Central Government, if required, the members hereby accords its approval to the reappointment of Shri Rushabh Ravjibhai Patel (DIN: 02721107), as Managing Director (Executive-Category) of the Company for a period of 3 (three) years w.e.f. August 11, 2023, liable to retire by rotation, with the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

**RESOLVED FURTHER THAT** Shri Rushabh Ravjibhai Patel be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or has inadequate profit, Shri Rushabh Ravjibhai Patel will be paid minimum remuneration as may be approved by the Board within the ceiling prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time.

**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

5. To approve continuation Shri Krunal Ravjibhai Patel (DIN 02517567) as Director (Executive- Category) and in this regard, to consider and if though fit, to pass the following resolution as an Ordinary Resolution

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(1D) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), as amended from time to time, the consent of the Members of the Company, be and is hereby accorded

for the continuation of Shri Krunal Ravjibhai Patel (DIN: 02517567) as the Director (Executive) of the Company, whose office shall be liable to retire by rotation.”

To make loans or investment(s) or provide security and guarantee in excess of the prescribed limits under section 186 of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass, the following resolution as a Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary and subject to the compliance of applicable laws, the consent of the members be and is hereby accorded to the Board of Directors and the Audit Committee from time to time to:

- a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed ₹250,00,00,000 (Rupees Two Hundred Fifty); and
- b) make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed ₹250,00,00,000 (Rupees Two Hundred Fifty Crore)

**RESOLVED FURTHER THAT** the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made from time to time and to execute all deeds documents and other writings and to do all such acts deeds matters and things as may be necessary and expedient for implementing and giving effect to this resolution.

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**By order of the Board of Directors**

**Date : 13<sup>th</sup> August, 2024**

**Place : Ahmedabad**

**Krunal R Patel**  
**Chairman**  
**DIN- 02517567**

**Regd. Office:**

Padalam Sugar Factory Road, Pazhayanoor Post,  
Chengalpattu District, Tamil Nadu - 603 308  
CIN - L15499TN1992PLC022192

**NOTES:**

In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its Circular No. 20/2020 dated May 5, 2020 read with Circular Nos. 14/2020, 17/2020, 33/2020, 39/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, 28 September 2020, 31 December 2020, 13 January 2021 January 31, 2021 and May 5, 2022 respectively (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (“SEBI Circular”), has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

1. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto. Further, information as required under SEBI Listing Regulations and Circulars issued thereunder are also annexed.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Details of Directors retiring by rotation / seeking appointment at this Meeting are provided in the "Annexure" to the Notice

**DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

6. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 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 2023-24 will also be available on the Company's website [www.saptarishiagro.com](http://www.saptarishiagro.com), websites of the Stock Exchanges, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Cameo Corporate Services (RTA) at <https://cameoindia.com>.
7. For receiving all communication (including Annual Report) from the Company electronically send Email on [saptarishi121@gmail.com](mailto:saptarishi121@gmail.com).
  1. Members holding shares in physical mode and who have not registered / updated their email address with the Company and are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [saptarishi121@gmail.com](mailto:saptarishi121@gmail.com) or to our RTA at [cameo@cameoindia.com](mailto:cameo@cameoindia.com)
  2. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

**PROCEDURE FOR INSPECTION OF DOCUMENTS:**

8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [saptarishi121@gmail.com](mailto:saptarishi121@gmail.com)

9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Monday 16 September 2024 through email on [saptarishi121@gmail.com](mailto:saptarishi121@gmail.com). The same will be replied by the Company suitably.
10. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings Issued by The Institute of Company Secretaries of India, of the person seeking appointment and re-appointment as Director under Item No. 2, 3, 4 & 5 of the Notice, are also annexed.

11. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or M/S Cameo Corporate Services Ltd for assistance in this regard. In case shares held in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP).
12. The Register of Members and Share Transfer Books of the Company will be closed from Monday, 16 September, 2024 to Monday, 23 September, 2024 (both days inclusive) for the purpose of Annual General Meeting.
13. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Monday, 16 September, 2024 shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM. Any recipient of the Notice, who has no voting rights as on the cut-off date, shall treat this Notice as an intimation only.
14. Pursuant to the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to M/s Cameo Corporate Services Ltd, Registrar and Transfer Agent. Members holding shares in electronic form may submit the same to their respective depository participant.
15. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
16. The Board of Directors of the Company has appointed Mr. Chirag Shah, a Practicing Company Secretary (Membership No. F5545) of M/s. Chirag Shah and Associates, Practicing Company Secretaries or failing him Mr. Raimeen Maradiya, a Practicing Company Secretary (Membership No. F11283) of M/s. Chirag Shah and Associates, Practicing Company Secretaries, as Scrutiniser to scrutinise the remote e-voting and Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose
17. In terms of the provisions of Section 152 of the Act, Shri Krunal R Patel and Shri Rushabh R Patel, Director of the Company, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend their re-appointment. Shri Krunal R Patel and Shri Rushabh R Patel is interested in the Resolution set out at Item No.2, 3, 4 & 5 of the Notice with regard to their re-appointment. The relatives of Shri Krunal R Patel and Shri Rushabh R Patel may be deemed to be interested in the resolution set out at Item No. 2, 3, 4 & 5 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Business set out under Item Nos. 2, 3, 4 & 5 of the Notice.
18. SEBI vide Circular dated 3rd November, 2021 and 14th December, 2021 has mandated the furnishing of PAN, full KYC details (postal address, mobile number, e-mail id, bank details, Signature) and Nomination by holders of physical securities. In case any of the aforesaid details are not furnished by these holders of Physical shares then, w.e.f. 1st April, 2023, the folio of the aforesaid shareholders will be frozen by our Registrar and Share Transfer Agents ("RTA") Cameo Corporate Services. Further, such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and Prevention

of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025. Accordingly, Members are requested to intimate immediately aforesaid details at [saptarishi121@gmail.com](mailto:saptarishi121@gmail.com) or to our RTA at [cameo@cameoindia.com](mailto:cameo@cameoindia.com)

**CDSL E-VOTING SYSTEM – FOR E-VOTING AND JOINING VIRTUAL MEETINGS.**

19. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
20. 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 MCA Circulars 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/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
21. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to atleast 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 EGM/AGM without restriction on account of first come first served basis.
22. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
23. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
24. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [saptarishi121@gmail.com](mailto:saptarishi121@gmail.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
25. The AGM/EGM 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
26. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

**E-VOTING FACILITY:**

27. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of SEBI Listing Regulations, read with circular of SEBI on e-voting Facility provided by Listed Entities, dated December 09, 2020, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means (“e-voting”). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“remote e-voting”).
28. Further, the facility for voting through electronic voting system will also be made available at the Meeting (“Poll”) and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.
29. The manner of voting, including voting remotely by
  - i. individual shareholders holding shares of the Company in demat mode,
  - ii. shareholders other than individuals holding shares of the Company in demat mode
  - iii. shareholders holding shares of the Company in physical mode, and
  - iv. Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.
  - v. The remote e-voting facility will be available during the following voting period:

|                                 |   |
|---------------------------------|---|
| Commencement of remote e-voting | 9:00 a.m. IST on Friday, September 20, 2024 |
| End of remote e-voting          | 5:00 p.m. IST on Sunday, September 22, 2024 |

30. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
31. Voting rights of a member/beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday september 16, 2024.
32. Institutional /Corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) are required to send the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), at e-mail id: pcschirag@gmail.com with a copy marked to saptarishi121@gmail.com and cameo@cameoindia.com. Such authorisation shall contain necessary authority in favour of its authorised representative(s) to attend the AGM.

**INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

33. The Member who has cast his / her / its vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast his / her / its vote(s) again at the Meeting.
34. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
35. A member can opt for only single mode of voting i.e. through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”.
36. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.



37. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

**REMOTE E-VOTING:**

Information and instructions for remote e-voting by individual shareholders holding shares of the Company in Demat mode:

As per circular of SEBI on e-voting facility provided by listed entities, dated December 09, 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

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

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

- (i) The voting period begins on Friday, 20th September 2024 and ends on Sunday, 22nd September, 2024 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Monday, 16th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

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

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

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

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| <b>Type of shareholders</b>  | <b>Login Method</b>  |
|--|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>   |
| Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b> | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol> |

| <b>Type of shareholders</b>  | <b>Login Method</b>  |
|--|--|
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; saptarishi121@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at saptarishi121@gmail.com These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

## EXPLANATORY STATEMENT

Pursuant to Section 102 (1) of the Companies Act, 2013

### Item No. 2 & 5

Shri Krunal Ravjibhai Patel (DIN 02517567) was appointed as an Additional Director of the Company w.e.f. August 2, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company Further, in terms of the amended Regulation 17(1D) of the SEBI Listing Regulations, effective from April 1, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

Accordingly, approval of the shareholders is sought to comply with the Listing Regulations.

In the opinion of the Board, Shri Krunal Ravjibhai Patel fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for appointment as a Director. For details pertaining to brief resume of Shri Krunal Ravjibhai Patel, age, qualification and nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, please refer to Additional Information provided for in Annexure to this Notice of this Notice and the Corporate Governance Report forming part of the Annual Report.

Except Shri Krunal Ravjibhai Patel and Shri Rushabh Ravjibhai Patel and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out in this Notice.

All the relevant documents for the purpose of this resolution would be available for electronically for inspection without any fee by the members from the date of circulation of the Notice up to the closure of the voting period. Members seeking to inspect such documents can send an email to [saptarishi121@gmail.com](mailto:saptarishi121@gmail.com).

The Board of Directors recommends the Special Resolution set out at Item No. 2 & 5 of this Notice for approval by the members.

### Item No. 3 & 4

At the Annual General Meeting of the Company held on September 28, 2017 and September 29, 2020, the Members of the Company had approved the appointment and terms of remuneration Shri Rushabh Ravjibhai Patel (DIN: 02721107), Managing Director of the Company for a period of 3 years w.e.f. August 11, 2017 and August 11, 2020 respectively.

Shri Rushabh Ravjibhai Patel (DIN: 02721107) was appointed as a Managing Director of the Company w.e.f. August 11, 2023 in accordance with the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder. Mr. Rushabh Patel (DIN: 02721107) hold office for the tenure of 3 years. In this regards, the Company has received request in writing from a member of the Company proposing his candidature for re-appointment as Managing Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence and expertise of Shri Rushabh Patel on the Board is desirable and would be beneficial to the Company and hence recommends resolution No. 3 & 4 for adoption. Mr. Rushabh Ravjibhai Patel is deemed to be interested in the said resolution as it relates to his appointment.

The Company has received a Notice under Section 160 of the Act from a Member in writing proposing the candidature of Shri Rushabh Ravjibhai Patel, Managing Director of the Company. For details pertaining to brief resume of Shri Rushabh Patel, age, qualification and nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, please refer to Additional Information provided for Item No. 6 of this Notice and the Corporate Governance Report forming part of the Annual Report.

In the opinion of the Board, Shri Rushabh Ravjibhai Patel fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for appointment as a Managing Director. The Board recommends his appointment as Managing Director for three (3) consecutive years with effect from August 11, 2023

Mr. Krunal Patel, being immediate relative of Shri Rushabh Patel, is interested and concerned in the resolution for his appointment as Managing Director. None of the other Director and Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in the said resolution.

All the relevant documents would be available for electronically for inspection without any fee by the members from the date of circulation of the Notice up to the closure of the voting period. Members seeking to inspect such documents can send an email to [saptarishi121@gmail.com](mailto:saptarishi121@gmail.com).

The Board of Directors recommends the Special Resolution set out at Annexure of this Notice for approval by the members.

#### **Item No. 6**

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Accordingly, present resolution is proposed for approval of the members to authorize the board of directors of the Company to:

- (a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed ₹ 2,50,00,00,000 (Rupees Two Hundred and Fifty Crores Only)
- (b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed ₹2,50,00,00,000 (Rupees Two Hundred and Fifty Crores Only); and which exceeds the prescribed ceiling under Section 186 of the Companies Act 2013.

All the relevant documents for the purpose of this resolution would be available for electronically for inspection without any fee by the members from the date of circulation of the Notice up to the closure of the voting period. Members seeking to inspect such documents can send an email to [saptarishi121@gmail.com](mailto:saptarishi121@gmail.com).

The Board of Directors recommends the resolution as set out at Item No. 6 for approval of the members as Special resolution.

None of the Directors and Key Managerial Personnel and their relatives is any way concerned or interested financially or otherwise in the resolution.

**Details of Directors seeking Appointment and Re-appointment at the Ensuing Annual General Meeting Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

| <b>Name of the Director</b>  | <b>Krunal Ravjibhai Patel</b>   | <b>Rushabh Ravjibhai Patel</b>   |
|--|---|--|
| DIN  | 02517567  | 02721107   |
| Date of Birth  | 12/08/1984  | 05/12/1988   |
| Nationality  | Indian  | Indian   |
| Expertise in Specific Functional area/experience/resume                                      | 17 years of experience in the field of finance, marketing and purchase  | 9 years of experience in the field of operations   |
| Qualification  | Bachelor of Business Management.  | BBM  |
| Terms and Conditions of Re-appointment   | In terms of Section 152(6) of the Act, Mr. Krunal Patel is liable to retire by rotation at the meeting  | In terms of Section 152(6) of the Act, Mr. Rushabh Ravjibhai Patel is liable to retire by rotation at the meeting.   |
| Number of Meetings of the Board attended during year 2023-24                                 | 5/5   | 4/5  |
| Date of first appointment on the Board   | 02/08/2017  | 02/08/2017   |
| Directorship of other listed companies as of Date*   | None  | None   |
| Listed Entity from which the person has resigned in past three years                         | NIL   | NIL  |
| Chairman/ Member of Committees (including Audit Committee & Stakeholder Committee)           | 1 (Stakeholder Relationship Committee)  | NIL  |
| No of shares held in the Company   | 600   | NIL  |
| Remuneration sought to be paid   | NIL   | NIL  |
| Remuneration last Drawn  | NIL   | NIL  |
| Relationship with Other Directors, Manager and Other Key Managerial Personnel of the Company | Shri Krunal R Patel and Shri Ravjibhai N Patel & Shri. Rushabh R Patel are related with each other as Son, Father and Brother.<br><br>Shri Krunal R Patel is also related with the promoter Smt Indiraben R Patel | Shri Rushabh R Patel and Shri Ravjibhai N Patel & Shri Krunal R Patel are related with each other as Son, Father and Brother<br><br>Shri Rushabh R Patel is also related with the promoter Smt Indiraben R Patel |

\*Note : The Directorship mentioned above do not include Membership of Private Limited Company.

**By order of the Board of Directors**

**Date : 13<sup>th</sup> August, 2024**  
**Place : Ahmedabad**

**Krunal R Patel**  
**Chairman**  
**DIN- 02517567**

**Regd. Office:**

Padalam Sugar Factory Road, Pazhayanoor Post,  
Chengalpattu District, Tamil Nadu - 603 308  
CIN - L15499TN1992PLC022192



## BOARD'S REPORT

To,  
The Shareholders,  
**SAPTARISHI AGRO INDUSTRIES LIMITED**

Your directors take pleasure in presenting the 32nd Annual Report on the affairs of the Company along with the audited financial statements for the financial year ended on 31st March, 2024.

### 1. Financial Summary/Highlights:

The financial results for the year ended 31st March 2024 and the corresponding figures for the last year are as under:

(Amount in ₹)

| Sr. No. | Particulars  | Standalone     |                |
|---------|--|----------------|----------------|
|         |  | March 31, 2024 | March 31, 2023 |
| 1       | Sales  | 411,928.55     | 387,017.04     |
| 2       | Operating & Other Income   | 988.02         | 934.32         |
| 3       | Total Revenue  | 412,916.57     | 387,951.36     |
| 4       | Profit Before Interest, Depreciation, Exceptional Items and Taxes (EBIDTA) | 24,863.64      | 5,958.63       |
| 5       | Interest and Financial Cost  | 1,972.15       | 35.73          |
| 6       | Depreciation and Amortization  | 203.17         | 203.17         |
| 7       | Exceptional items  | 0              | 0              |
| 8       | Extraordinary Items  | 0              | 0              |
| 9       | Profit / (Loss) Before Taxation (PBT)                                      | 24,863.64      | 5,958.63       |
| 10      | Tax Expenses   | 4,480.00       | 0              |
| 11      | Profit / (Loss) After Taxation (PAT)                                       | 20,383.64      | 5,958.63       |

\*Figures are rounded off wherever required

### 2. Company's Performance:

During the FY under review, the total revenue from operations was Rs 411,928.55 lakhs (Previous FY 3,87,017.04 lakhs) on standalone basis. The Profit after Tax for the FY was 20383.64 lakhs (Previous FY 5958.63 lakhs).

The Company is highly hopeful towards upcoming future and is constantly working on exploring opportunities in food processing sectors. Your Company has planned to commence its operations in Frozen Fruits & Vegetable Processing line in the upcoming financial year. Moreover, the Company is also planning to explore opportunities the Land development market and has planned to collaborate with experts in the Real Estate development sector for further business opportunities.

### 3. Changes in Share Capital:

During the FY 2023-24 under review, the capital structure of the Company stands as follows:

|   |  |
|---|--|
| <b>Authorised Capital (as on 31st March 2023)</b> | ₹ 36,00,00,000 (Rupees Thirty-Six Crores Only) comprising of 3,60,00,000 (Three Crores and Sixty Lacs) Equity Shares of ₹ 10/- each with voting rights |
| <b>Increase During the FY 2023-24</b>             | NIL  |
| <b>Authorised Capital (as on 31st March 2024)</b> | ₹ 36,00,00,000 (Rupees Thirty-Six Crores Only) comprising of 3,60,00,000 (Three Crores and Sixty Lacs) Equity Shares of ₹ 10/- each with voting rights |

|   |  |
|---|--|
| <b>Issued, Subscribed and fully paid up (as on 31st March 2023)</b> | ₹ 36,00,00,000 (Rupees Thirty-Six Crores Only) comprising of 3,60,00,000 (Three Crores and Sixty Lacs) Equity Shares of ₹ 10/- each with voting rights |
| <b>Increase During the FY 2023-24</b>                               | NIL  |
| <b>Issued, Subscribed and fully paid up (as on 31st March 2024)</b> | ₹ 36,00,00,000 (Rupees Thirty-Six Crores Only) comprising of 3,60,00,000 (Three Crores and Sixty Lacs) Equity Shares of ₹ 10/- each with voting rights |

**4. Dividend:**

To conserve the resources of the Company and to ensure better long term results your directors are of the opinion to plough back the entire profits and do not recommend any dividend for the year.

**5. Change in the nature of business**

During the FY 2023-24 under review, there is no change in the nature of the business of the company.

**6. Material changes and commitments, if any, affecting the financial position of the Company, having occurred since the end of the year and till the date of the report**

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year and the date of this Report. The Company is proposing a Land Development Project on a part of its Land situated at Ppadalam, Post: Chengalpattu, Tamil Nadu. by way of doing a Plotted Development/Plotting and planning to formulate a scheme for development of the Project Land.

**6. Transfer to General Reserves:**

The Company has transferred NIL to General Reserve.

**7. Website:**

In Compliance with the Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has maintained a functional website at [www.saptarishiagro.com](http://www.saptarishiagro.com) containing inter alia basic information about the Company, details of business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances for the benefit of all stakeholders of the Company etc.

**8. Board of Directors and Key Managerial Personnel:**

The Board places on records its deep appreciation of the valuable services rendered as well as guidance provided by the directors During the FY 2023-24.

**Directors**

**a) Compositions**

The Board consists of 8 (eight) members as on 31st March, 2024. The details of the Board members During the FY 2023-24 are as follows:

| DIN      | Full Name  | Designation         | Date of Appointment |
|----------|--|---------------------|---------------------|
| 02517567 | Mr. Krunal Ravjibhai Patel   | Chairman- Executive | 02/08/2017          |
| 02721107 | Mr. Rushabh Ravjibhai Patel<br>(Re-appointed as the Managing Director of the Company for the term of 3 years with effect from August 11, 2023) | Managing Director   | 02/08/2017          |

| DIN      | Full Name   | Designation  | Date of Appointment |
|----------|---|--|---------------------|
| 02721107 | Mr. Rushabh Ravjibhai Patel<br>(Appointed as the Chief Financial Officer of the Company wef November 07, 2023)  | Chief Financial Officer  | 07/11/2023          |
| 00310385 | Mr. Ravjibhai Nagarbhai Patel   | Director and CFO -Non-Independent-Non-Executive (Ceased to be Director & Chief Financial Officer of the Company due to resignation w.e.f November 07, 2023)  |                     |
| 00387060 | Mr. Janayash Nareshbhai Desai<br>(Re-appointed as the Whole Time Director of the Company for the second term of 3 years with effect from June 01, 2024)                       | Whole Time Director  | 13/11/2017          |
| 01382184 | Mr. Divyakant Ramniklal Zaveri<br>(Re-appointed as the Director -Independent- Non Executive of the Company for the second term of 5 years with effect from February 11, 2024) | Director-Independent-Non-Executive & Chairperson- Audit Committee  | 11/02/2019          |
| 08285440 | Mr. Rishi Bhootra<br>(Re-appointed as the Director -Independent- Non Executive of the Company for the second term of 5 years with effect from October 31, 2023)               | Director -Independent-Non-Executive & Chairperson- Stake holder Relationship Committee   | 02/11/2018          |
| 06603231 | Mr. Manish Purshottamdas Kella  | Director- Independent- Non Executive & Chairman- Nomination and remuneration committee (Ceased to be Director and Chairman- Nomination and remuneration committee due to resignation w.e.f October 28, 2023) |                     |
| 06360681 | Ms. Ramadoss Bhuvaneshwari  | Director-Nominee of TamilNadu Industrial Development Corporation Limited   | 29/06/2021          |
| 08284892 | Mrs. Vaibhavi Ashhish Patel<br>(Re-appointed as the Director -Independent- Non Executive of the Company for the second term of 5 years with effect from October 31, 2023)     | Director- Independent Woman- Non-Executive Director & Chairperson- Nomination Remuneration Committee   | 02/11/2018          |
| 09726271 | Ms. Gargi Neel Shah   | Director- Independent Woman- Non-Executive Director  | 30/09/2022          |

#### Appointment & Resignation of Directors

The appointment, re-appointments & resignation of directors during the financial year under review are as under:

- Mr. Rushabh Ravjibhai Patel was re-appointed as the Managing Director of the Company for the term of 3 years with effect from August 11, 2023.

- Mr. Ravjibhai Nagarbhai Patel ceased to be Director- Non-Independent- Non-Executive & Chief Financial Officer of the Company due to resignation w.e.f November 07, 2023
- Mr. Manish Purshottamdas Kella ceased to be Director and Chairman- Nomination and remuneration committee due to resignation w.e.f October 28 , 2023
- Mr. Divyakant Ramniklal Zaveri was re-appointed as the Director -Independent- Non-Executive of the Company for the second term of 5 years with effect from February 11, 2024
- Mr. Rishi Bhootra was re-appointed as the Director -Independent- Non Executive of the Company for the second term of 5 years with effect from October 31, 2023
- Mrs. Vaibhavi Ashhish Patel was re-appointed as the Director -Independent- Non Executive of the Company for the second term of 5 years with effect from October 31, 2023.
- Mr. Janayash N Desai was re-appointed as the Whole Time Director of the Company for the second term of 3 years with effect from June 01, 2024

### Declarations by Independent Directors

Independent Directors have given declaration confirming that they comply with the requirements of Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board of Directors, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct.

### Directors liable to retire by Rotation

Pursuant to the provisions of Section 152 (6) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) Mr. Krunal Ravjibhai Patel (DIN 02517567) and Mr. Rushabh R Patel (DIN 02721107), directors of the Company are liable to retire by rotation at the ensuing AGM and being eligible offers himself for reappointment.

### Key Managerial Personnel

During the FY 2023-24 under review, the Key Managerial Personnel as per the provisions of the Companies Act, 2013 and are holding office after the commencement of the Companies Act, 2013 were as below:

| Name                        | Designation                                 |
|-----------------------------|---|
| Ms. Ruchi Biren Shah*       | Company Secretary & Compliance Officer      |
| Ms. Sneha Ramesh Lalwani**  | Company Secretary & Compliance Officer      |
| Mr. Ravjibhai N Patel***    | Chief Financial Officer                     |
| Mr. Rushabh R Patel****     | Managing Director & Chief Financial Officer |
| Mrs. Priyanka Tripathi***** | Company Secretary & Compliance Officer      |
| Mr. Janayash N Desai*****   | Whole Time Director                         |

\* Smt Ruchi Biren Shah has resigned from the designation of Company Secretary & Compliance Officer of the Company w.e.f. 23rd August, 2023 due to personal reasons.

\*\*Smt Sneha Ramesh Lalwani who was appointed on 7th November, 2023 ceased to be the Company Secretary & Compliance Officer due to resignation w.e.f. 8th February, 2024 for better opportunities.

\*\*\*Shri Ravjibhai Nagarbhai Patel ceased to be the Director & CFO due to resignation w.e.f. 7th November, 2023 and Shri Rushabh Ravjibhai Patel has been appointed as CFO wef from the same date.

\*\*\*\*Smt Priyanka Tripathi is appointed as a Company Secretary & Compliance Officer of the Company w.e.f. 13 February, 2024.

\*\*\*\*\*Shri Janayash N Desai is re appointed as a Whole Time Director of the Company w.e.f. 1st June, 2024.

## **9. Number of Board Meetings and Committee Meetings:**

The Board met Five (5) times during the Financial Year 2023-24 under review. The details of board meeting and Committee Meetings along with the attendance of the Directors and Committee members are provided in the Corporate Governance Report which forms part of this report. During the FY 2023-24 under review, all recommendations made by the Committees were accepted by the Board of Directors.

## **10. Committees of Board:**

Committees of Board During the FY 2023-24 under review, with an objective of further strengthen the governance standards so as to match with internationally accepted better practices, the Board had reconstituted certain existing committees to bring more independence; constituted certain new Committees and Sub-committees; and amended / adopted the terms of reference of the said Committees. Most of the Committees consist of majority of Independent Directors. Details of the various Committees constituted by the Board, including the Committees mandated pursuant to the applicable provisions of the Act and SEBI Listing Regulations, are given in the Corporate Governance Report, which forms part of this Annual Report.

## **11. Independent Directors' Meeting:**

The Companies Act, 2013 states that formal evaluation needs to be done by the Board of its own performance and that of its Committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

Listing Regulations vide Regulation 25(3) requires a meeting of Independent Directors to evaluate the performance of the Non-Independent directors. Accordingly, a meeting of the Independent Directors was held on 20th March, 2024 wherein the performance of the non-independent directors, including the Chairman were evaluated. The annual performance evaluation of all the directors and the Board as a whole were conducted based on the criteria and framework adopted by the Board. The Board of Directors expressed their satisfaction with the evaluation process. The evaluation process has been explained in the Corporate Governance Report section in this Annual Report. The NRC has also reviewed the performance of individual directors based on their knowledge, preparation, effective participation in meetings, understanding of their roles as director etc.

## **12. Performance Evaluation**

Pursuant to the provisions of the Act and SEBI Listing Regulations, the Directors have carried out annual performance evaluation of Board, Independent Directors, Non-Executive Directors, Executive Directors, Chairman and Committees of the Board. The Independent Directors also carried out annual performance evaluation of the Chairperson, the Non-Independent Directors and the Board as a whole.

This exercise was carried out through structured evaluation process covering various aspects of the Board such as composition of the Board/ Committees, experience, competencies, performance of specific duties, etc. Separate exercise was carried out to evaluate the performance of individual directors including the Chairman who were evaluated on the parameters such as attendance, contribution at the meeting, independent judgment, etc. and was found to be satisfactory.

## **13. Human Resource Development:**

The Company continued to make significant progress on strengthening HR Processes and practices to build organization for current as well as future sustainability. During the FY 2023-24 under review, the Company focuses on providing individual development and growth in a professional work culture that ensures high performance. The Company has concentrated on enhancing capability of employees that ultimately helps achieving better standards of operations.

## **14. Adequacy of Internal Control System:**

The Company has proper and adequate system of internal controls which ensures that all assets are safeguarded against loss from unauthorized use or disposition and all the transaction are authorized, recorded and reported

correctly. Regular internal audits and checks are carried out to provide assurance that the responsibilities at various levels are discharged effectively and that adequate systems are in existence. The management continuously reviews the internal control systems and procedure for efficient conduct of business.

**15. Frauds reported by the auditor**

No frauds were reported by the Auditor (Statutory Auditor or Secretarial Auditor) to the Audit Committee/ Board.

**16. Corporate Social Responsibility Committee, Policy and Initiatives taken During the FY 2023-24 under review and reasons for not spending the money:**

Section 135 of the Companies Act, 2013 and framed Rules thereunder provides that certain Companies are required to spend 2% of its average net profit during 3 preceding years on CSR activities. It also provides formation of CSR committee of the Board. The Rules prescribe the activities qualify under CSR and the manner of spending the amount.

The provisions of section 135 of the companies Act 2013 and the Rules framed thereunder for the financial year under report were not applicable to the Company during the period under review.

**17. Subsidiary, Joint-venture and Associate Companies:**

Your Company continues to be Subsidiary of Calibre Rehabs Private Limited During the FY 2023-24 under review.

The Company does not have any subsidiary, Joint Venture or Associate Company.

**18. Name of companies which have ceased to be its subsidiaries, joint ventures or associate companies During the FY 2023-24**

None

**19. Deposits:**

Pursuant to Section 73 and 74 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, the Company has not accepted or renewed any public deposits During the FY 2023-24 under review.

**20. Auditors:**

**Statutory Auditors**

Pursuant to the provision of Section 139 of the Companies Act, 2013 read with rules made thereunder, the tenure of M/s. Mayur Shah & Associates, Chartered Accountant(s), FRN: 106125W hold(s) office as the Statutory Auditor(s) of the Company until the conclusion of the 35th Annual General Meeting of the Company.

M/s. Mayur Shah & Associates, Chartered Accountant(s) were re-appointed as a Statutory Auditors of the Company at the 30th Annual General Meeting for a period of 5 years commencing from the conclusion of the 30th Annual General Meeting till the conclusion of 35th Annual General Meeting to be held in the year 2027 in terms of Section 139 & 141 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rule, 2014.

**Cost Auditors.**

Pursuant to the Companies (Cost records and Audit) Rules, 2014, maintaining the cost records, and Appointment of Cost Auditor is not applicable to our Company.

**Secretarial Auditors.**

The Secretarial Audit Report pertaining to the financial year 2023-24 is enclosed to this report as an Annexure - A. There are no reservation or adverse remark made by the Secretarial Auditors in their report.

However, there is a qualification in the Secretarial Audit Report which is self explanatory and the Board has taken corrective note to rectify the same.

In terms of Section 204 of the Act and Rules made there under, the Board has appointed M/s. Chirag Shah & Associates, Practicing Company Secretary, as Secretarial Auditors to conduct Secretarial Audit of the Company for the financial year 2024-2025.

#### **Internal Auditors**

In terms of Section 138 of the Act and Rules made there under, the Board has appointed M/s. Jayanta & Associates, Chartered Accountants, as Internal Auditors to conduct Internal Audit of the Company for the financial year 2024-2025.

#### **21. Management Discussion and Analysis Report:**

Your attention is drawn to the perception and business outlook of your management for your Company for current year and for the industry in which it operates including its position and perceived trends in near future. The Management Discussion and Analysis Report, as required under Regulations 34 of the SEBI (LODR) Regulations, 2015 with the Stock Exchange is attached and forms part of this Directors' Report Annexure - B.

#### **22. Risk Management**

Risk Management is the process of identification, assessment, and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and / or impact of unfortunate events or to maximize the realization of opportunities. The Audit Committee reviews the risks faced by the Company and formulates risk management and mitigation procedures from time to time, which are also reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, customer service, market, litigation, logistics, project execution, financial, human resources, environment and statutory compliance.

#### **23. Particulars of Loans, Guarantees and Investments:**

Particulars of Loans and Guarantees given if any, during the FY 2023-24 under review, under section 186(1) of the Companies Act, 2013 have been specified in the Notes of the Financial Statements for the year ended 31st March, 2024 and which may be referred as per requirement and forms part of this report.

During the FY 2023-24 under review, the details of Loans/Borrowing (including the Unsecured Loan from the Directors) Investments along with its nature have been provided at Notes to the Financial Statements for the year ended 31st March, 2024, which may be referred as per requirement and forms part of this report.

#### **24. Directors' Responsibility Statement:**

Pursuant to Section 134(5) read with Section 134 (3) (c) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the following:

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to departures, if any;
- b) That such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/ loss of the Company for that period;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the annual financial statements are prepared on a going concern basis;
- e) That proper internal financial controls were in place and that such internal financial controls were adequate and were operating effectively;

- f) That proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**25. Familiarization Program for Independent Directors:**

The Directors were introduced to all the Board members and the senior management personnel as Chief Financial Officer, Company Secretary and various Department heads individually to know their roles in the organization and to understand the information which they may seek from them while performing their duties as a Director. The details of such familiarisation programmes have been disclosed on the Company's website: [www.saptarishiagro.com](http://www.saptarishiagro.com)

**26. Vigil Mechanism:**

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct to the management. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safeguards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. No whistle blower has been denied access to the Audit Committee of the Board. The Whistle Blower Policy/Vigil Mechanism is available on the website of the Company at <https://www.saptarishiagro.com/wp-content/uploads/2021/04/Policy-for-Vigil-Mechanism.pdf>

**27. Related Party Disclosure:**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in its ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/ arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions or which is required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

There were no materially significant related party transactions which could have potential conflict with interest of the Company at large. Members may refer Notes to the Standalone Financial Statement which sets out related party disclosures pursuant to Ind AS. The weblink of the policy is <https://www.saptarishiagro.com/wp-content/uploads/2019/06/Policy-on-materiality-of-related-party-transactions-and-dealing-with-related-party-transactions.pdf>

**28. Corporate Governance:**

The Company is committed to the adoption of best Corporate Governance practices and the management is of the view that a good Corporate Governance policy is one which results in the control of the Company in a regular manner, which makes management transparent, ethical, accountable and fair resulting in enhanced shareholders' value. The management is pleased to provide detailed disclosures of specific matters forming part of guidelines for Corporate Governance. The said report forms part of this report Annexure - C.

**29. Extracts of Annual Return:**

As required under the provisions of sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules 2014. Annual Return is available on the website of the Company at <https://www.saptarishiagro.com/mgt-7-annual-return/>

**30. Disclosure Requirements:**

As per SEBI Listing Regulations, Corporate Governance Report with Certificate thereon and Management Discussion and Analysis are attached, which forms part of this report as an annexure.



**31. Conservation of Energy, Technology Absorption and Foreign Exchange Earning / Outgo:**

During the FY 2023-24, there is no production therefore no use of energy and technology.

During the FY 2023-24 under review, company has not any foreign earning or outgo.

**32. Particular of Employees:**

The ratio of remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this Director's Report as an Annexure - D.

The details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel), 2014 there is an employee (except Managing Director, CFO, CEO and CS) in the Company employed throughout the financial year and no employee has salary above ₹1 Crore 2 lacs per annum or employed in part of the financial year with average salary above ₹ 8.5 lacs per month.

The statement containing particulars of employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company. If any member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

**33. Disclosure Regarding Maintenance of Cost Records**

The Company has not maintained cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 as the said provision is not applicable to Company.

**34. Disclosure as per The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013**

The provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to the Company. Therefore, Internal Complaints Committee under Act has not been formed.

However, no complaint of Sexual Harassment of Women has been received or redressed during the FY 2023-24.

**35. Secretarial Standards**

The Company has followed the applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively.

**36. General Disclosures**

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events on these items, During the FY 2023-24 under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise
2. Issue of Shares (Including Sweat Equity Shares or Employees Stock Option Scheme) to employees of the Company under any scheme
3. Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and your Company's operation in future.
4. There has been no change in the nature of business of your Company

5. Revision of financial statements and Directors' Report of your Company.
6. During the FY 2023-24 under review, there were no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before National Company Law Tribunal or other courts.
7. During the FY 2023-24 under review, the Company has not entered into any one-time settlement with Banks or lending institutions
8. Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Act).
9. Disclosures of transactions of the Company with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company
10. The Company don't have any Associates, Joint Venture or Subsidiary therefore no consolidation of accounts is needed.
11. Scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
12. Instances of transferring the funds to the Investor Education and Protection Fund.
13. Issue of debentures / bonds / warrants / any other convertible securities.

### **37. Insider Trading & Structured Digital Database**

The Company has implemented the Code of Internal Procedure & Conduct as required under the extant SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Company has also maintained a Structured Digital Database as mandated under the above Regulations.

### **38. Details of application made or proceedings pending under the Insolvency And Bankruptcy Code, 2016**

During the FY 2023-24 under review, there were no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before National Company Law Tribunal or other courts .

### **39. One-time settlement with banks or lending institutions, if any**

During the FY 2023-24 under review, the Company has not entered into any one-time settlement with Banks or lending institutions.

### **40. Cyber Security**

In view of increased cyberattack scenarios, the cyber security maturity is reviewed periodically and the processes, technology controls are being enhanced in-line with the threat scenarios. Your Company's technology environment is enabled with real time security monitoring with requisite controls at various layers starting from end user machines to network, application and the data.

### **41. Code for Prevention of Insider Trading**

Your Company has adopted a Code of Conduct ("Code") to regulate, monitor and report trading in Company's shares by Company's designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code, inter alia, lays down the procedures to be followed by designated persons while trading/ dealing in Company's shares and sharing Unpublished Price Sensitive Information ("UPSI"). The Code covers Company's obligation to maintain a digital database, mechanism for prevention of insider trading and handling of UPSI, and the process to familiarize

with the sensitivity of UPSI. Further, it also includes code for practices and procedures for fair disclosure of unpublished price sensitive information which has been made available on the Company's website and link for the same is <https://www.saptarishiagro.com/wp-content/uploads/2019/06/Policy-for-code-of-Practices-And-Procedures-For-Fair-Disclosure-Of-Unpublished-Price-Sensitive-Information-UPSI-Draft-Code-policy.pdf>

**40. Acknowledgements:**

The members of the Board of Directors wish to place on record their sincere appreciation for the devoted services rendered by employees and the continued co-operation and confidence of shareholders. The Board expresses their sincere thanks to the Bankers, Government and all other well-wishers for their consistent contribution at all levels to ensure that the Company continues to grow and excel.

**For & By order of the Board,  
Saptarishi Agro Industries Limited**

**Date : 13<sup>th</sup> August, 2024  
Place : Ahmedabad**

**Krunal Ravjibhai Patel  
Chairman  
DIN- 02517567**

Form No. MR-3

## SECRETARIAL AUDIT REPORT

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**Saptarishi Agro Industries Limited**  
Ppadalaam Sugar Factory Road,  
Pazhyanoor Pos Pazhyanoor Pos,  
Kancheepuram-000000.

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

Based on our verification of 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 authorized representatives during the conduct of secretarial audit by using appropriate Information technology tools like virtual data sharing by way of data room and remote desktop access tools, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter. The physical inspection or Verification of documents and records were taken to the extent possible:

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

- (i). The Companies Act, 2013 (the Act) and the rules made hereunder;
- (ii). The Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 and the rules made thereunder;
- (iii). The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the Regulations and Bye-laws framed thereunder;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:-
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the Audit period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not Applicable

- to the Company during the audit period);
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company during the audit period):-
  - i. SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;
- (vi). Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:
- (a) The Electricity Act, 2003
  - (b) The Grid Code, the grid connectivity standards applicable to the Transmission Line and the sub-station as per the Central Electricity Authority (Technical Standards for Connectivity to the Grid) Regulations, 2007, Central Electricity Authority (Technical Standards for Construction of Electrical Plants and Electric Lines) Regulations, 2010.
- We have also examined compliance with the applicable clauses of the following:
- a. Secretarial Standards issued by the Institute of Company Secretaries of India;
  - b. The Listing Agreements entered into by the Company with Stock Exchange(s);
- (vii). During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except however the Company has passed a resolution in board meeting for approval of audited financial result, appointment of internal auditor and Secretarial auditor appointment for the year ended 31st March, 2023 for which company has not filed e form MGT-14 as per Section 117 of Companies Act, 2013.

#### **We further report that**

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

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

**We further report that** during the year under review, the Company has passed following special resolutions;

1. To consider and, if thought fit, approve re-appointment of Mr. Rishi Bhootra (DIN:08285440) as Independent Director of the Company.
2. To consider and, if thought fit, approve re-appointment of Mrs. Vaibhavi Ashhish Patel (DIN:08284892) as Independent Women Director of the Company.
3. To consider and, if thought fit, approve reappointment of Mr. Divyakant Ramniklal Zaveri (DIN:01382184) as Independent Director of the Company.

**Chirag Shah and Associates**

**CS Keta Chheda**  
Partner

**Date: 13<sup>th</sup> August, 2024**

**Place: Ahmedabad**

**ACS No.: 16374 C. P. No. 7126**  
**UDIN : A016374F000964629**  
**Peer Review Cer. No. 704/2020**

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

**'Annexure A'**

To,  
The Members  
**SAPTARISHI AGRO INDUSTRIES LIMITED**

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

**Management's Responsibility**

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

**Auditor's Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtain from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we 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 of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Chirag Shah and Associates**

**CS Keta Chheda**  
**Partner**  
**ACS No.: 16374**  
**C. P. No. 7126**

**Date: 13<sup>th</sup> August, 2024**  
**Place: Ahmedabad**

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**Annexure B**  
**To the Directors' Report**  
**MANAGEMENT DISCUSSION & ANALYSIS**

**A. INDUSTRY STRUCTURE AND DEVELOPMENTS**

Saptarishi Agro Industries Ltd is a JV with Tamil Nadu Industrial Development Corporation (Tidco) established in 1994. It has been a Pioneer Company set up in India for manufacturing Button Mushroom with Technology tie up with Dalsem Veciap, BV of Netherland. Company is to develop a Business value chain with an end to end solution and platform for Mushroom and Exotic Horticulture Produce, for Cultivation, Packaging, Processing and Supply Chain Management for the benefit of Investor Group, Farmer Producer Group and Consumer Groups.

**B. BUSINESS ANALYSIS**

The global mushroom market size was valued at USD 50.3 billion in 2021 and is expected to expand at a compound annual growth rate (CAGR) of 9.7% from 2022 to 2030. Edible fungi are commonly known as mushrooms that have been classified as vegetables; however, technically, they are not considered plants. They are rich in riboflavin, potassium, vitamin D, selenium, and other ingredients that are beneficial for human health. Mushroom cultivation is increasingly being adopted as an agri-business enterprise in rural and urban India. A study by Allied analytics suggested that the mushroom industry is expected to reach \$53.34 billion by 2027 registering a CAGR of 9 per cent from 2021-2027. A positive outlook paints a healthy picture of growth of mushroom production in India and all over the World.

**C. OPPORTUNITIES AND THREATS & SEGMENT WISE ANALYSIS**

Mushrooms are marketed as fresh, dried and preserved. Market for mushrooms is growing rapidly because of their nice aroma, subtle flavour, nutritious values and special taste. Many exotic preparations are made from them like soup, pickles, vegetables etc. It is also used for stuffing several food preparations and for garnishing. Growing mushrooms is easy, less cost intensive and economy is different from the linear economy in the sense that it has no open loops. These in fact are the only vegetarian unfortified food source that can provide a substantial amount of vitamin D in a single serve.

Mushroom consumption is still confined to urban and semiurban population. Further, erratic weather conditions and shortage of labour are the main threats to the industry. Mushrooms are highly perishable vegetable crop with less than two to three days of storability.

**D. OUTLOOK & RISKS AND CONCERNS**

By 2025 the Indian Food Processing market is estimated to reach \$535 Bn and growing at a compound annual growth rate of 15.2%. The share of processed food exports in agri-exports has increased substantially from 13.7% in 2014-15 to 25.6% in 2022-23. The Ministry of Food Processing Industries (MoFPI) is making all efforts to encourage investments across the value chain. Major sectors constituting the food processing industry in India are processed fruits and vegetables, RTE/RTC, mozzarella cheese, processed marine products, edible oils, beverages, and dairy products.

India's food processing sector faces various challenges including inadequate infrastructure, lack of proper storage and cold chain facilities, and fragmented supply chains. These problems hinder the growth of the sector and increase wastage of agricultural products. The Company continues to focus on a system-based approach to business risk management and has been able to mitigate such risks by working upon strengthening its supply chain and increasing its customer base. The Company has in place sound corporate governance structure and practices in place aligned with the food processing industry. It also has thorough understanding of regulator expectations, business processes and challenges.

## E. INTERNAL CONTROL SYSTEMS AND THE ADEQUACIES

The Company has adequate system of internal control relating to purchase of stores, raw materials, including components, plant and machinery, equipment and other similar assets and for the sale of goods. The company has suitable internal control system commensurate with the size of the Company and nature of its business.

## F. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.

Discussion on financial performance with respect to operational performance has been dealt in the Director's Report. The Company has received finances from Banks for operational purposes which is been stated in the notes to the accounts and forms the part of the Report.

## G. LIKELY DEVELOPMENTS IN HR/INDUSTRIALRELATIONS

With the increase of projects and operations the Company will require workforces and accordingly the Company will enhance the capacity and capability of employees that ultimately will help achieving better standards of operations. Company will be proactive to strengthen its HRD department as a requisite to restart manufacturing.

## H. CAUTIONARY STATEMENT:

"Management Discussion and Analysis" report contains forward looking statements, which may be identified by the use of the words in that direction or connoting the same. All the statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditure and financial results are forward looking statements. The Company's actual results, performance or achievements could thus differ materially from those projected in such forward-looking statements. The Company assumes no responsibility to public, to amend, modify or revise any forward-looking statements on the basis of subsequent developments, information or events.

### KEY FINANCIAL RATIO

Pursuant to amendment made in Schedule V to the SEBI Listing Regulations, details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in Key Financial Ratios and any changes in Return on Net Worth of the Company (on standalone basis) including explanations therefore are given below:

| Sr. | Particulars                 | Numerator  | FY<br>2023-24 | F.Y.<br>2022-23 | Change<br>in % | Explanation   |
|-----|-----------------------------|--|---------------|-----------------|----------------|---|
| 1.  | Current ratio               | Current Assets<br>Current Liabilities                                      | 1.49          | 1.18            | 25.80%         | Due to increase in liquidity  |
| 2.  | Debt-equity ratios          | Total Debt<br>Shareholder's Equity   | 0.71          | 0.06            | 1075.82%       | The Company has taken new borrowing from the Bank during the year which resulted into increase in debt of the company thereby, there is major change in this ratio. |
| 3.  | Debt service coverage Ratio | PBT + Depreciation + Interest + loss on sale of asset etc.<br>Debt service | 0.42          | 1.95            | -78.44%        | Increase in repayment capacity of the company   |



| Sr. | Particulars                        | Numerator                                       | FY<br>2023-24 | F.Y.<br>2022-23 | Change<br>in % | Explanation   |
|-----|------------------------------------|---|---------------|-----------------|----------------|---|
| 4.  | Return on Equity                   | Profit After Tax<br>(Attributable to<br>Owners) | 32.21%        | 11.89%          | 170.89%        | Due to Increase in profit margin of<br>the company  |
|     |                                    | Avg.<br>Shareholders<br>equity                  |               |                 |                |   |
| 5.  | Inventory<br>Turnover Ratio        | Cost of Goods<br>Sold                           | 1.54          | 1.58            | 51.37%         | Due to overall reduction in business<br>cycle of the company.   |
|     |                                    | Average<br>Inventory                            |               |                 |                |   |
| 6.  | Trade Receivable<br>Turnover Ratio | Net Credit Sales                                | 231%          | 173%            | 33.09%         | Due to reduction in turnover<br>but increase in profit margin the<br>company has granted more period<br>for payment to the debtors. |
|     |                                    | Average<br>Accounts<br>Receivable               |               |                 |                |   |
| 7.  | Trade Payable<br>Turnover Ratio    | Net Credit<br>Purchase                          | 259%          | 180%            | 43.79%         | Due to reduction in turnover and<br>increase in trade receivable ration<br>company has delayed payment to<br>creditors              |
|     |                                    | Average<br>Accounts<br>Payable                  |               |                 |                |   |
| 8   | Net Capital<br>Turnover Ratio      | Net Sales                                       | 8.61          | 12.77           | -32.58%        | Due to implementation of strict<br>collection policy and reduction of<br>business cycle of the company.                             |
|     |                                    | Average<br>Working capital                      |               |                 |                |   |
| 9   | Net Profit Ratio                   | Net Profit                                      | 4.95%         | 1.54%           | 221.40%        | Due to Increase in profit margin of<br>the company  |
|     |                                    | Net Sales                                       |               |                 |                |   |
| 10  | Return on<br>Capital<br>Employed   | Earning before<br>interest and<br>taxes         | 19.84%        | 10.59%          | 87.40%         | Due to Increase in profit margin of<br>the company  |
|     |                                    | Capital<br>Employed                             |               |                 |                |   |
| 11  | Return on<br>Investment            | Market Value at<br>end of the year              | 1.38          | 1.15            | 19.96%         | NA  |
|     |                                    | Market Value at<br>the beginning of<br>the Year |               |                 |                |   |

**For & By order of the Board,  
Saptarishi Agro Industries Limited**

**Date : 13<sup>th</sup> August, 2024  
Place : Ahmedabad**

**Krunal Ravjibhai Patel  
Chairman  
DIN- 02517567**

**Annexure - C**  
**To the Directors' Report**  
**Corporate Governance Report**

**STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting business with firm commitment to values, while meeting stakeholders' expectations and long-term sustainable value. At Saptarishi Agro Industries Limited, it is imperative that our Company affairs are managed in a fair and transparent manner. This is pivotal to gain and retain the trust of our stakeholders.

We, at Saptarishi Agro Industries Limited ensure that we evolve and follow the Corporate Governance guidelines and best practices. We consider it our inherent responsibility to disclose timely and accurate information regarding our Financial Results and performance as well as the leadership and governance of the Company.

The Company not only adheres to the prescribed Corporate Governance practices as per Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, but is also committed to sound Corporate Governance principles and practices. It constantly strives to adopt emerging best practices being followed worldwide. These practices define the way business is conducted and value is generated. Stakeholders' interests are taken into account, before making any business decision.

**BOARD COMPOSITION AND CATEGORY OF DIRECTORS**

**Composition, Attendance & Information of other Directorships/Committee Memberships**

As per the provisions of Regulation 17 of SEBI Listing Regulations, the Board of Directors of the Company has an optimum combination of Executive, Non-Executive and Independent Directors comprising of 1 (One) Managing Director, 3 (Three) Executive Directors and 5 (Five) Non- Executive Directors of which 4 (Four) are Independent Directors who are not liable to retire by rotation and 1 (One) Nominee Director. The Chairman of the Company is Executive Director and one half of the total number of directors are Independent Directors. Mrs. Vaibhavi Ashish Patel & Mrs Gargi Neel Shah are the Woman Independent Directors.

None of the directors of the Company holds directorship in more than 7 (Seven) Listed entities or act as an Independent Director of more than 7 (Seven) Listed companies. Further, none of the directors is member of more than 10 (Ten) committees or chairperson of more than 5 (Five) committees across all Public Limited companies in which they hold the office of Directors. The composition of the Board of Directors during the financial year 2023- 24 is as under:

| Name of Director                       | Relationship with other Directors               | Designation/ Category of Directorship | No of Directorship in Listed Entities including this Listed Entity | Name of other listed Entity along with category of Directorship | No. of memberships in Statutory Committees <sup>1</sup> (As per Regulation 26 of SEBI Listing Regulations) | No. of post of Chairperson of Statutory Committees 1(As per Regulation 26 of SEBI Listing Regulations) |
|--|---|---------------------------------------|--|---|--|--|
| Krunal Ravjibhai Patel (DIN: 02517567) | Relative of Ravjibhai N Patel & Rushabh R Patel | Chairman- Executive Director          | 1  | None  | 1  | Nil  |

| Name of Director                                     | Relationship with other Directors              | Designation/ Category of Directorship                             | No of Directorship in Listed Entities including this Listed Entity | Name of other listed Entity along with category of Directorship  | No. of memberships in Statutory Committees <sup>1</sup> (As per Regulation 26 of SEBI Listing Regulations) | No. of post of Chairperson of Statutory Committees 1 (As per Regulation 26 of SEBI Listing Regulations) |
|--|--|---|--|--|--|---|
| Ravjibhai Nagarbhai Patel <sup>2</sup>               | Relative of Krunal R Patel & Rushabh R Patel   | Non-Executive -Non-Independent Director & Chief Financial Officer | 1  | None   | Nil  | Nil   |
| Rushabh Ravjibhai Patel (DIN: 02721107) <sup>2</sup> | Relative of Ravjibhai N Patel & Krunal R Patel | Managing Director- Executive Director & Chief Financial Officer   | 1  | None   | Nil  | Nil   |
| Janayash Nareshbhai Desai (DIN: 00387060)            | None   | Whole Time- Executive Director                                    | 1  | None   | 1  | Nil   |
| Divyakant Ramniklal Zaveri (DIN: 01382184)           | None   | Independent -Non-Executive Director                               | 4  | a) Mercury Laboratories Limited (Independent Directors)<br>b) Gujarat Containers Limited (Independent Directors)<br>c) Krishna Defence and Allied Industries Limited (Independent Directors) | 6  | 3   |
| Rishi Bhootra (DIN: 08285440)                        | None   | Independent -Non Executive Director                               | 1  | None   | 1  | 1   |
| Vaibhavi Ashhish Patel (DIN: 08284892)               | None   | Independent Women -Non Executive Director                         | 1  | None   | Nil  | Nil   |
| Ramadoss Bhuvanewari (DIN: 06360681)                 | None   | Nominee Director  |  |  |  |   |

| Name of Director  | Relationship with other Directors | Designation/ Category of Directorship  | No of Directorship in Listed Entities including this Listed Entity | Name of other listed Entity along with category of Directorship | No. of memberships in Statutory Committees <sup>1</sup> (As per Regulation 26 of SEBI Listing Regulations) | No. of post of Chairperson of Statutory Committees <sup>1</sup> (As per Regulation 26 of SEBI Listing Regulations) |
|---|-----------------------------------|--|--|---|--|--|
| (Tamilnadu Industrial Development Corporation Limited)  | 2                                 | Manali Petrochemicals Limited (Non-Executive, Non Independent -Nominee Director) | 2  | Nil   |  |  |
| Gargi Neel Shah (DIN: 00387060)                         | None                              | Independent Women -Non Executive Director  | 1  | None  | Nil  | Nil  |
| Manish Purshottamdas Kella (DIN: 06603231) <sup>3</sup> | None                              | Independent -Non-Executive Director  | NIL  | None  | Nil  | Nil  |

1. It excludes Private Companies, Foreign Companies, Companies under Section 8 of the Companies Act, 2013 and for determination of limit of committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee alone shall be considered.
2. Shri Ravjibhai N Patel ceased to be Director and CFO due to resignation and Shri Rushabh R Patel has been appointed as CFO w.e.f 7th November, 2023
3. Shri Manish K Kella ceased to be Director and Chairman- Nomination and remuneration committee due to resignation w.e.f 28th October , 2023

#### SHARES AND CONVERTIBLE INSTRUMENTS HELD BY DIRECTORS

There are no convertible instruments issued by the Company. The details of equity shares of the Company held by Directors are given below:

| Sr. No. | Name of the Director   | Shares Held |
|---------|------------------------|-------------|
| 1       | Krunal Ravjibhai Patel | 600         |

#### FAMILIARISATION PROGRAMMES FOR BOARD MEMBERS

On appointment, the Directors are taken through a formal induction program including the presentation of general business profile, industry in which it operates, legal, marketing, finance and other important aspects. The Company Secretary briefs the Directors about their legal and regulatory responsibilities as a Director. The induction for Independent Directors includes interactive sessions with Committee members, Business and Functional Heads.

The Board Members are provided with necessary documents / brochures, reports, programs and internal policies to enable them to familiarise and get acquainted with the Company's business, procedures and practices.

Periodic presentations are made at the Board and Committee Meetings on business and performance updates of the Company, business strategy and risks involved.

Quarterly updates on relevant statutory and regulatory changes encompassing important laws are provided to the Directors. The details of such familiarisation programs for Independent Directors are available on the Company's website.

The details of such familiarisation programs for Independent Directors are available on the Company's website <https://www.saptarishiagro.com/wp-content/uploads/2019/06/Policy-on-Familiarization-Programme-for-Independent-Directors.pdf>

### **Board Meetings and Procedure:**

During the financial year 2023-2024, five (5) meetings of the Board of Directors were held and the gap between two meetings did not exceed one hundred and twenty days.

| <b>Sr. No.</b> | <b>Date of Meeting</b> | <b>Total Strength</b> | <b>No. of Directors Present</b> |
|----------------|------------------------|-----------------------|---------------------------------|
| 1.             | May 27, 2023,          | 10                    | 9                               |
| 2.             | August 14, 2023        | 10                    | 9                               |
| 3.             | November 07, 2023      | 9                     | 8                               |
| 4.             | February 02, 2024      | 8                     | 5                               |
| 5.             | February 13, 2024      | 8                     | 7                               |

- The necessary quorum was present for all the meetings
- During the year under review 2023-24, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration. The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.
- The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.

### **Confirmation/Declaration as regards to Independent Directors**

- In the opinion of the Board, all the existing Independent Directors and the one who are proposed to be appointed / re-appointed at the ensuing Annual General Meeting (AGM), fulfil the conditions specified in the SEBI Listing Regulations and are independent of the management.
- The Independent Directors are non-executive Directors, as defined under Regulation 16(1)(b) of the SEBI Listing Regulations as amended from time to time. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013 ("the Act"). All Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations as amended from time to time and Section 149 of the Act.
- The Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

### **CODE OF CONDUCT**

The Company has in place a comprehensive Code of Conduct for Directors, Key Managerial Personnel and Senior Management. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code of Conduct is available on the Company's website.

The Company has obtained the confirmation of the compliance with the Code from all Directors, Key Managerial Personnel and Senior Management Personnel.

## **SELECTION OF INDEPENDENT DIRECTORS**

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field / profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Director on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorship(s) and Membership(s) held in various Committees of other Companies by such persons in accordance with its policy for selection of Directors and determining Directors' Independence. The Board considers the Committee's recommendation and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he / she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under the law and that he/she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his / her ability to discharge his / her duties with an objective independent judgment and without any external influence.

In the opinion of the Board, the Independent Directors fulfil the conditions specified in the SEBI Listing Regulations and are Independent of the management.

## **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

The Company's Independent Directors met once during the FY 2023-24. Such meeting was conducted to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views as well as on matters prescribed under Schedule IV of the Companies Act, 2013.

## **BOARD MEETINGS, COMMITTEE MEETINGS AND PROCEDURES**

### **BOARD DECISION-MAKING PROCESS**

The Board of Directors is the apex body constituted by Shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness and ensures that members' long-term interests are being served.

The Board has constituted 6 (Six) main Committees, viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Management Committee. The Board is authorised to constitute other functional Committees, from time to time, depending on business needs.

The Company's internal guidelines for Board / Committee meetings facilitate decision-making process at its meetings in an informed and efficient manner. Video conferencing facilities were provided to facilitate Directors to participate in the meetings.

### **NUMBER OF BOARD MEETINGS**

During the FY 2023-24, 5 (Five) Board Meetings were held and the gap between two Board Meetings was not more than 120 days. The details of Board Meetings held during the year are given below:

| <b>Sr. No.</b> | <b>Date of Meeting</b> | <b>Total Strength</b> | <b>No. of Directors Present</b> |
|----------------|------------------------|-----------------------|---------------------------------|
| 1.             | May 27, 2023,          | 10                    | 9                               |
| 2.             | August 14, 2023        | 10                    | 9                               |
| 3.             | November 07, 2023      | 9                     | 8                               |
| 4.             | February 02, 2024      | 8                     | 5                               |
| 5.             | February 13, 2024      | 8                     | 7                               |

The details of attendance of Directors in Board Meetings and the last Annual General Meeting are as follows:

| Name of the Director(s)                           | No. of Board Meetings Attended | Attendance at Annual General Meeting dated |
|---|--------------------------------|--|
| <b>No. of Board Meetings held during the year</b> | <b>5</b>                       |  |
| Krunal Ravjibhai Patel (DIN: 02517567)            | 5/5                            | Yes  |
| Rushabh Ravjibhai Patel (DIN: 02721107)           | 4/5                            | Yes  |
| Janayash Nareshbhai Desai (DIN: 00387060)         | 4/5                            | Yes  |
| Divyakant Ramniklal Zaveri (DIN: 01382184)        | 5/5                            | Yes  |
| Rishi Bhootra (DIN: 08285440)                     | 3/5                            | Yes  |
| Vaibhavi Ashhish Patel (DIN: 08284892)            | 5/5                            | No   |
| Ramadosh Bhuvanewari (DIN: 06360681)              | 3/5                            | Yes  |
| Gargi Neel Shah (DIN: 00387060)                   | 4/5                            | No   |

### CORE SKILLS/EXPERTISE/COMPETENCIES AVAILABLE WITH THE BOARD

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees. The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Leadership / Operational experience
- Strategic Planning
- Industry Experience
- Research & Development and Innovation
- Global Business
- Financial, Regulatory / Legal & Risk Management
- Corporate Governance

While all the Board members possess the skills identified, their area of core expertise are given below:

### Matrix of Skills / Expertise / Competencies of The Board

In order to effectively discharge its duties, it is necessary that collectively the Board holds the appropriate balance of skills and experience. The Board seeks a complementary diversity of skills and experience across its members.

The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nominating a person to serve on the Board

| Skills / Expertise /Competencies | Detail for such Skills / Expertise / Competencies  |
|----------------------------------|--|
| Knowledge                        | Understanding of the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates |
| Strategic Leadership             | Significant leadership experience to think strategically and develop effective strategies to drive change and growth in context of the Company's overall objectives.   |
| Diversity                        | Representation of gender, cultural or other such diversity that expand the Board's understanding and perspective   |

| <b>Skills / Expertise /Competencies</b>   | <b>Detail for such Skills / Expertise / Competencies</b>   |
|---|--|
| Corporate Governance, risk and Compliance | Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates including establishing risk and compliance frameworks, identifying and monitoring key risks. |
| Behavioural Skills                        | Attributes and the competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders;  |

(These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/experience listed therein.)

### **PROCEDURE AT COMMITTEE MEETINGS**

The Company's guidelines relating to Board meetings are applicable to Committee meetings. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its functioning. Minutes of proceedings of Committee meetings are circulated to the respective committee members and placed before Board meetings for noting. The composition and terms of reference of all the committees are in compliance with the Companies Act, 2013 and SEBI Listing Regulations as applicable.

### **COMMITTEES:**

#### **AUDIT COMMITTEE: CONSTITUTION**

The Committee comprises 3 (Three) Non-Executive Directors out of which all 3 (Three) are Independent Directors. All the members of the Committee are financially literate have accounting expertise. The Chairman of the Audit Committee is an Independent Director.

The composition of the Audit Committee and the number of meetings held and attended by each member during the FY 2023-24 is as under:

| <b>Name</b>   | <b>Designation</b> | <b>Category</b>                    | <b>No of Meeting held during the year</b> | <b>No. of Meeting Attended during the year</b> | <b>No of Meeting held during the year</b>                                |
|---|--------------------|------------------------------------|---|--|--|
| Mr. Divyakant Ramniklal Zaveri  | Chairperson        | Non Executive Independent Director | 4   | 4  | May 27, 2023, August 14, 2023, November 07, 2023, and February 13, 2024. |
| Mr. Manish P Kella (Ceased to be Director and Chairman-Nomination and remuneration committee due to resignation w.e.f October 28, 2023) | Member             | Non Executive Independent Director | 2   | 2  |  |
| Mr. Rishi Bhootra   | Member             | Non Executive Independent Director | 4   | 2  |  |
| Mrs. Gargi Neel Shah (Appointed as the member of Audit Committee w.e.f. November 07, 2023)  | Member             | Non Executive Independent Director | 2   | 2  |  |



During the FY 2023-24, the Audit Committee has met 4 (Four) times and the gap between two meetings was not more than 120 days. The dates of meetings held during the FY 2023-24 are as below:

| <b>Sr. No.</b> | <b>Date of Meeting</b> |
|----------------|------------------------|
| 1.             | May 27, 2023,          |
| 2.             | August 14, 2023        |
| 3.             | November 07, 2023      |
| 4.             | February 13, 2024      |

The Chairman of the Audit Committee attended the last AGM held on September 29, 2023.

### **Attendees**

The Audit Committee invites the Chairman, Managing Director and Senior Management Personnel, as it considers appropriate to be present at its meetings. The Statutory Auditors and the Internal Auditors are also invited to these meetings.

### **Terms of Reference:**

The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee provides the Board with additional assurance as to the adequacy of the Company's internal control systems and financial disclosures. The Committee's purpose is to review with the Management and/or Statutory Auditors and/or Internal Auditors the following areas:

- i) Overview of the Company's financial reporting process and financial information disclosures;
- ii) Review with the Management, the annual and quarterly financial statements/results before submission to the Board;
- iii) Review with the Management, the Internal Audit Reports and the adequacy of internal control systems;
- iv) Review the adequacy and effectiveness of accounting and financial controls of the Company, compliance with the Company's policies and applicable laws and regulations;
- v) Recommending and reviewing the appointment, independence, performance and removal of Auditors and fixation of audit terms;
- vi) Review the Company's risk management policies;
- vii) Review of utilization of proceeds raised from Public/Rights issues.
- viii) Review compliance with the provisions of Code of Conduct for Prevention of Insider Trading and shall verify that the systems for internal control are adequate and are operating effectively.
  - The terms of reference of Audit Committee cover the areas mentioned under Part C of Schedule II of the Listing Regulations as well as Section 177 of the Companies Act, 2013 It is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Act, 2013.
  - The Company Secretary act as a Secretary to the Committee.
  - The minutes of the Audit Committee Meetings are reviewed by the Board at its subsequent meetings.
  - The Company Secretary and Compliance Officer act as the Secretary of the Committee.
  - The Chairman of the Audit Committee attended the last Annual General Meeting (AGM) held on September 29, 2023 to answer shareholders' queries.

The powers of the Audit Committee shall include the following:

- (1) to investigate any activity within its terms of reference;
- (2) to seek information from any employee;
- (3) to obtain outside legal or other professional advice; and
- (4) to secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee shall have authority to investigate into any matter in relation to the items as specified aforesaid, seek information from any employee or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the Company.

#### **Nomination and Remuneration Committee: Constitution**

The Nomination and Remuneration Committee has been constituted by the Board in compliance with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations.

Nomination and Remuneration Committee Meetings were held during the year under review on October 28, 2023, November 07, 2023, February 02, 2024 and February 13, 2024

| Name  | Designation | Category                           | No of Meeting held during the year | No. of Meeting Attended during the year | No of Meeting held during the year   |
|---|-------------|------------------------------------|------------------------------------|---|--|
| Mr. Manish Purushottam Kella<br>(Ceased to be Director and Chairman- Nomination and remuneration committee due to resignation w.e.f October 28, 2023) | Chairperson | Independent Non Executive Director | 1                                  | 1                                       | October 28, 2023, November 07, 2023, February 02, 2024 and February 13, 2024 |
| Mrs. Vaibhavi Ashish Patel<br>(Appointed as the Chairperson of the Committee wef November 07, 2023)   | Chairperson | Independent Non Executive Director | 2                                  | 1                                       |  |
| Mr. Divyakant R Zaveri  | Member      | Independent Non Executive Director | 4                                  | 3                                       |  |
| Mr. Ravjibhai N Patel   | Member      | Independent Non Executive Director | 2                                  | 2                                       |  |
| Mrs. Gargi N Shah   | Member      | Independent Non Executive Director | 3                                  | 2                                       |  |

#### **Terms of reference:**

The terms of reference of the Nomination and Remuneration Committee (NRC) has been reviewed and it covers the areas mentioned in Section 178 of the Act and Regulation 19 read with Part D (A) of Schedule II to the Listing Regulations. The terms of reference of the NRC, inter-alia are as follows:

- (a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- (b) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (c) devising a policy on diversity of board of directors;
- (d) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- (e) whether to extend or continue the term of appointment of the independent directors on the basis of the report of performance evaluation of independent directors.
- (f) recommend to the board, all remuneration, in whatever form, payable to senior management.
  - The Committee's composition, objectives and terms of reference meet with requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - The Company Secretary act as a Secretary to the Committee.

The Nomination and Remuneration Committee shall have the authority to investigate into any matter in relation to the items specified under the terms of reference or such other matter as may be referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and shall have power to obtain external professional advice, if necessary.

#### **Stakeholders' Relationship Committee: Constitution**

The Stakeholders' Relationship Committee comprised of 3 (three) directors namely Mr. Janayash Nareshbhai Desai, Mr. Krunal Ravjibhai Patel and Mr. Rishi Bhootra.

2 (Two) Stakeholders' Relationship Committee Meetings were held during the financial year 2023-2024 on November 07, 2023 & February 13, 2024.

| Name                 | Designation                 | Position in Committee | No. of Meetings during the year 2023-24 |          |  |
|----------------------|-----------------------------|-----------------------|---|----------|--|
|                      |                             |                       | Held                                    | Attended |  |
| Mr. Janayash N Desai | Executive Director          | Member                | 2                                       | 2        | November 07, 2023 & February 13, 2024.<br>(Two Meeting was held during the year) |
| Mr. Krunal R Patel   | Executive Director          | Member                | 2                                       | 2        |  |
| Mr. Rishi Bhootra    | Non-Executive & Independent | Chairman              | 2                                       | 2        |  |

The Committee's constitution, objection and terms of reference are in line with the provisions of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations read with Section 178 of the Act, 2013.

The Company Secretary act as a Secretary to the Committee

#### **RECOMMENDATION BY COMMITTEES OF THE BOARD OF DIRECTORS OF THE COMPANY**

During FY 2023-24, the Board of Directors of the Company has accepted all recommendations, received from its Committees.

## DIRECTORS' REMUNERATION POLICY

The Nomination and Remuneration Policy of the Company can be accessed on its website at [saptarishiagro.com](http://saptarishiagro.com). Details of remuneration paid to the Directors during the FY 2023-24 are as under:

| Name of Director               | Salary    | Sitting Fees | Total (Rs) |
|--------------------------------|-----------|--------------|------------|
| Mr. Krunal R Patel             | 0         | 0            | 0          |
| Mr. Rushabh R Patel            | 0         | 0            | 0          |
| Mr. Ravjibhai N Patel          | 0         | 0            | 0          |
| Mr. Janayash N Desai           | 18,00,000 | 0            | 18,00,000  |
| Ms. Ramadoss Bhuvanewari       | 0         | 0            | 0          |
| Mr. Rajendra Prasad Tewari     | 0         | 0            | 0          |
| Ms. Vaibhavi Ashhish Patel     | 0         | 0            | 0          |
| Mr. Rishi Bhootra              | 0         | 0            | 0          |
| Mr. Divyakant Ramniklal Zaveri | 0         | 0            | 0          |
| Ms. Gargi Neel Shah            | 0         | 0            | 0          |

Since the Company is not giving any remuneration to Non-Executive Directors therefore Criteria of making payments to Non-Executive Directors are not applicable.

### Executive Directors

Shri Krunal Ravjibhai Patel, Shri Rushabh Ravjibhai Patel & Shri Janayash Nareshbhai Desai are the Executive Directors of the Company as on March 31, 2024.

The Executive Directors are not paid sitting fees for attending meetings of the Board of Directors and its Committee.

### COMPLIANCE WITH REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 OF SEBI LISTING REGULATIONS

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| Sr. No. | Particulars        | Regulation | Compliance Status Yes / No / N.A. | Key Compliance observed  |
|---------|--------------------|------------|-----------------------------------|--|
| 1.      | Board of Directors | 17         | Yes                               | <ul style="list-style-type: none"> <li>• Composition and Appointment of Directors</li> <li>• Meetings and quorum</li> <li>• Review of compliance reports</li> <li>• Plans for orderly succession for appointments</li> <li>• Code of Conduct</li> <li>• Fees / compensation to non-executive Directors</li> <li>• Minimum information to be placed before the Board</li> <li>• Compliance Certificate by CEO /CFO</li> <li>• Risk assessment and risk management plan</li> <li>• Performance evaluation of Independent Directors</li> <li>• Recommendation of Board for each item of special business</li> </ul> |

| Sr. No. | Particulars                                       | Regulation | Compliance Status Yes / No / N.A. | Key Compliance observed  |
|---------|---|------------|-----------------------------------|--|
| 2.      | Maximum Number of Directorships                   | 17A        | Yes                               | <ul style="list-style-type: none"> <li>Directorships in listed entities</li> </ul>   |
| 3.      | Audit Committee                                   | 18         | Yes                               | <ul style="list-style-type: none"> <li>Composition</li> <li>Meetings and quorum</li> <li>Chairman present at Annual General Meeting</li> <li>Role of the Committee</li> </ul>  |
| 4.      | Nomination and Remuneration Committee             | 19         | Yes                               | <ul style="list-style-type: none"> <li>Composition</li> <li>Chairman present at Annual General Meeting</li> <li>Meetings and quorum</li> <li>Role of the Committee</li> </ul>  |
| 5.      | Stakeholders' Relationship Committee              | 20         | Yes                               | <ul style="list-style-type: none"> <li>Composition</li> <li>Chairperson present at Annual General Meeting</li> <li>Meetings</li> <li>Role of the Committee</li> </ul>  |
| 6.      | Vigil Mechanism                                   | 22         | Yes                               | <ul style="list-style-type: none"> <li>Vigil Mechanism for Directors and employees</li> <li>Adequate safeguards against victimisation</li> <li>Direct access to Chairman of Audit Committee</li> </ul>   |
| 7.      | Related Party Transactions                        | 23         | Yes                               | <ul style="list-style-type: none"> <li>Policy on Materiality of Related Party transactions and dealing with Related Party Transactions</li> <li>Prior approval including omnibus approval of Audit Committee for Related Party Transactions</li> <li>Periodical review of Related Party transactions</li> <li>Disclosure on Related Party Transactions</li> </ul>  |
| 8.      | Subsidiaries of the Company                       | 24         | Yes                               | <ul style="list-style-type: none"> <li>Review of financial statements and investments of subsidiary by the Audit Committee</li> <li>Minutes of the Board of Directors of the subsidiaries are placed at the meeting of the Board of Directors</li> <li>Significant transactions and arrangements of subsidiary are placed at the meeting of the Board of Directors</li> </ul>  |
| 9.      | Secretarial Audit                                 | 24A        | Yes                               | <ul style="list-style-type: none"> <li>Secretarial Audit of the Company</li> <li>Secretarial Audit of material unlisted subsidiaries incorporated in India</li> <li>Annual Secretarial Compliance Report</li> </ul>  |
| 10.     | Obligations with respect to Independent Directors | 25         | Yes                               | <ul style="list-style-type: none"> <li>Maximum directorships and tenure</li> <li>Meetings of Independent Directors</li> <li>Cessation and appointment of Independent Directors</li> <li>Familiarisation of Independent Directors</li> <li>Declaration from Independent Directors that he / she meets the criteria of independence</li> <li>Directors and Officers insurance for all the Independent Directors</li> </ul> |

| Sr. No. | Particulars  | Regulation      | Compliance Status Yes / No / N.A. | Key Compliance observed  |
|---------|--|-----------------|-----------------------------------|--|
| 11.     | Obligations with respect to employees including Senior Management, Key Managerial Personnel, Directors and Promoters | 26              | Yes                               | <ul style="list-style-type: none"> <li>• Memberships / Chairmanships in Committees</li> <li>• Affirmation on compliance of Code of Conduct by Directors and Senior Management</li> <li>• Disclosure of shareholding by non-executive Directors</li> <li>• Disclosures by Senior Management about potential conflicts of interest</li> <li>• No agreement with regard to compensation or profit sharing in connection with dealings in securities of the Company by Key Managerial Personnel, Director and Promoter</li> </ul>                                    |
| 12.     | Other Corporate Governance Requirements  | 27              | Yes                               | <ul style="list-style-type: none"> <li>• Filing of quarterly, half-yearly and yearly compliance report on Corporate Governance</li> </ul>  |
| 13      | Website  | 46(2)(b) to (i) | Yes                               | <ul style="list-style-type: none"> <li>• Terms and conditions of appointment of Independent Directors</li> <li>• Composition of various Committees of the Board of Directors</li> <li>• Code of Conduct of Board of Directors and Senior Management Personnel</li> <li>• Details of establishment of Vigil Mechanism / Whistle- blower policy</li> <li>• Policy on dealing with Related Party Transactions</li> <li>• Policy for determining material subsidiaries</li> <li>• Details of familiarisation programmes imparted to Independent Directors</li> </ul> |

#### OTHER DISCLOSURES:

#### Disclosure on materially significant related party transactions that may have potential conflict with the company's interests at large

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and also in compliance with the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. The statement is supported by a Certificate from CEO & CFO. The Board has approved a policy for related party transactions which has been uploaded on the Company's website at <https://www.saptarishiagro.com/wp-content/uploads/2019/06/Policy-on-materiality-of-related-party-transactions-and-dealing-with-related-party-transactions.pdf>

**Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange Or SEBI, Or Any Statutory Authority, on any matter related to capital markets, during the last three years**

There were no cases of such non-compliance during the last three FY 2021-22, FY 2022-23 and FY 2023-24.

**Disclosure of loans and advances in the nature of loans**

During the year under review, no loans and advances in the nature of loans to any firms/Companies have been granted by the Company and its Subsidiaries in which Directors are interested.

**Adoption of mandatory requirements**

The Company has complied with all mandatory requirements of Regulation 34 of SEBI Listing Regulations.

**Audit Qualification**

The Company is in the regime of unmodified opinions on financial statements.

**Separate posts of Chairperson and the Managing Director**

The position of the Chairman of the Board of Directors and that of the Managing Director are separate. The Chairman is non-executive director and not related to Managing Director.

**Reporting of Internal Auditor**

The Internal Auditor has direct access to the Audit Committee and its representative participates in the Audit Committee meetings and present their observations to the Audit Committee when the audit matter is discussed.

**Name and designation of the Compliance Officer**

Smt. Priyanka Tripathi, Company Secretary and Compliance Officer of the Company is the Compliance Officer for complying with the requirements of the SEBI Listing Regulations and other Securities Laws.

**Prevention of Insider Trading Code**

The Company has adopted the Code to regulate, monitor and report trading by directors, promoters, designated persons and specified connected persons of the Company. Smt Priyanka Tripathi, Company Secretary and Compliance Officer is responsible for setting forth procedures and implementation of SAIL Code and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

**Investor Grievance Redressal**

Details of shareholders' complaints received and redressed during the Financial Year 2023- 24 are as under:

| Received from         | Opening Balance | Received during the year | Resolved during the year | Pending as on March 31, 2024 |
|-----------------------|-----------------|--------------------------|--------------------------|------------------------------|
| SEBI                  | 0               | 0                        | 0                        | 0                            |
| BSE                   | 0               | 0                        | 0                        | 0                            |
| NSDL/CDSL             | 0               | 0                        | 0                        | 0                            |
| Direct from Investors | 0               | 1                        | 1                        | 0                            |

## Share Transfer System

As mandated by SEBI, securities of the Company can be transferred / traded only in dematerialised form.

During the year, the Company obtained, a certificate (annual) from a Company Secretary in Practice, certifying that all certificates for transfer, transmission, sub-division, consolidation, renewal, exchange and deletion of names, were issued as required under Regulation 40(9) of the SEBI Listing Regulations read with SEBI Circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/59, dated April 13, 2020. This certificate was duly filed with the Stock Exchanges.

## Payment Of Listing Fees

Annual listing fee for the FY 2024-25 is being paid by the Company within due dates to BSE Limited.

## Fees Paid to Statutory Auditors

Total fees for all services paid by the Company M/s Mayur Shah & Associates, Chartered Accountants, Statutory Auditor is given as below:

|   |            |
|---|------------|
| For Audit   | Rs 100,000 |
| For taxations matters                               | NIL        |
| For others services (including certifications fees) | NIL        |
| For Reimbursement of expenses                       | NIL        |

## Details of utilization of funds raised through preferential allotment or qualified Institutions placement as specified under regulation 32(7a):

Not Applicable

## Means of communication

- i. All the vital information relating to the Company like quarterly results, annual results, official press releases, presentations, if any, made to Institutional Investors or Analysts are posted on the website of the Company <https://www.saptarishiagro.com/> on timely basis as well as sent to the Stock Exchanges.
- ii. The quarterly and annual financial results of the Company are published in 'Trinity Mirror & Makkal Kural' (English and Gujarati) for FY 2023-24. The said financial results are further submitted to the National Stock Exchange of India Limited and BSE Limited. Simultaneously, they are also uploaded on the Company's website.
- iii. The Annual Report containing, inter alia, Audited Financial Statement, Audited Consolidated Financial Statement, Board's Report, Auditors' Report and other important information is circulated to the members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report. The Annual Report is also available in downloadable form on the website of the Company.

## Evaluation of the Board & Committee

As per the requirement of Companies Act, 2013 and Listing Regulations, the Independent Directors have evaluated the performance of the Executive directors, Non-executive Directors, the Chairman of the Company and the Board as a whole. They also reviewed the quality, quantity and timeliness of flow of information between the company management and the Board. The Directors expressed their satisfaction with the evaluation process. The same was found to be satisfactory.



## Shareholding of Relatives of the Promoters

Details of equity shares of the Company held by the relative of Directors as on March 31, 2024 are as below:

| Name                           | Category             | No. of shares |
|--------------------------------|----------------------|---------------|
| Mrs. Indiraben Ravjibhai Patel | Relative of Director | 50,448        |

## General Body Meeting

No Special Resolutions was passed at the 31st Annual General Meeting (AGM) of the Company. The details of the last three General Meetings along with the special resolutions adopted are as follows:

| Serial No. | Meeting Day & Date and Time               | Meeting Venue  | Special Resolution(s) adopted   |
|------------|---|--|---|
| 31st AGM   | Friday, September 29, 2023 at 2.30 PM     | OAVM/VC Meeting as per MCA guidelines due to Covid-19 pandemic | NONE  |
| 30th AGM   | Friday, September 30, 2022 at 12.30 P.M.  | OAVM/VC Meeting as per MCA guidelines due to Covid-19 pandemic | Appointment of Gargi Neel Shah (DIN: 09726271) as an Independent Director   |
| 29th AGM   | Wednesday, September 29, 2021 at 12.30 PM | OAVM/VC Meeting as per MCA guidelines due to Covid-19 pandemic | 1. Appointment of Manish Kella (DIN:06603231) as an Independent Director<br>2. Re-Appointment of Mr. Janayash Desai (DIN 00387060) as a Whole Time-Director |

## Special Resolution(s) passed through Postal Ballot –

The Company has adopted the following resolution thru Postal Ballot Notice dated February 02, 2024 for which results were declared on March 06, 2024.

### 1. Re-appointment of Mr. Rishi Bhootra (DIN: 08285440) as an Independent Director of the Company

|   | Particulars   | No. of Postal Ballot Forms / E-voting | No. of shares | % of Total Paid Up Equity Capital | % of total votes polled |
|---|---|---------------------------------------|---------------|-----------------------------------|-------------------------|
| a)  | Voting exercised through E-Voting                       | 19                                    | 25770399      | 75.75%                            | 100.00%                 |
| b)  | E-Voting ballot with assent (favour) for the Resolution | 18                                    | 25770398      | 75.75%                            | 100.00%                 |
| c)  | E-Voting ballot dissent (against) for the Resolution    | 1                                     | 1             | 0.00%                             | 0.00%                   |
| d)  | E-Voting ballot Abstained from voting                   | 0                                     | 0             | 0.00%                             | 0.00%                   |
| e)  | Total valid votes exercised (b+c)                       | 19                                    | 25770399      | 75.75%                            | 100.00%                 |
|   | Total Ballot with ASSENT in Electronic mode             | 18                                    | 25770398      | 75.75%                            | 100.00%                 |
|   | Total Ballot with DISSENT in Electronic mode            | 1                                     | 1             | 0.00%                             | 0.00%                   |
| Since total votes polled in favour of the resolution is 100 % and total votes polled against the resolution is 0%, resolution has been passed as Special Resolution |   |                                       |               |                                   |                         |

**2. Re-appointment of Mrs. Vaibhavi Ashhish Patel (DIN 08284892) as an Independent Women Director**

|  | <b>Particulars</b>                                      | <b>No. of Postal<br/>Ballot Forms<br/>/ E-voting</b> | <b>No. of<br/>shares</b> | <b>% of Total<br/>Paid Up<br/>Equity Capital</b> | <b>% of total<br/>votes polled</b> |
|--|---|--|--------------------------|--|------------------------------------|
| a)   | Voting exercised through E-Voting                       | 19   | 25770399                 | 75.75%   | 100.00%                            |
| b)   | E-Voting ballot with assent (favour) for the Resolution | 18   | 25770398                 | 75.75%   | 100.00%                            |
| c)   | E-Voting ballot dissent (against) for the Resolution    | 1  | 1                        | 0.00%  | 0.00%                              |
| d)   | E-Voting ballot Abstained from voting                   | 0  | 0                        | 0.00%  | 0.00%                              |
| e)   | Total valid votes exercised (b+c)                       | 19   | 25770399                 | 75.75%   | 100.00%                            |
| Total Ballot with ASSENT in Electronic mode  |   | 18   | 25770398                 | 75.75%   | 100.00%                            |
| Total Ballot with DISSENT in Electronic mode   |   | 1  | 1                        | 0.00%  | 0.00%                              |
| Since total votes polled in favour of the resolution is 100% and total votes polled against the resolution is 0%, resolution has been passed as Special Resolution |   |  |                          |  |                                    |

**3. Re-appointment of Mr. Divyakant Ramniklal Zaveri (DIN 01382184) as an Independent Director of the Company**

|  | <b>Particulars</b>                                      | <b>No. of Postal<br/>Ballot Forms<br/>/ E-voting</b> | <b>No. of<br/>shares</b> | <b>% of Total<br/>Paid Up<br/>Equity Capital</b> | <b>% of total<br/>votes polled</b> |
|--|---|--|--------------------------|--|------------------------------------|
| a)   | Voting exercised through E-Voting                       | 19   | 25770399                 | 75.75%   | 100.00%                            |
| b)   | E-Voting ballot with assent (favour) for the Resolution | 18   | 25770398                 | 75.75%   | 100.00%                            |
| c)   | E-Voting ballot dissent (against) for the Resolution    | 1  | 1                        | 0.00%  | 0.00%                              |
| d)   | E-Voting ballot Abstained from voting                   | 0  | 0                        | 0.00%  | 0.00%                              |
| e)   | Total valid votes exercised (b+c)                       | 19   | 25770399                 | 75.75%   | 100.00%                            |
| Total Ballot with ASSENT in Electronic mode  |   | 18   | 25770398                 | 75.75%   | 100.00%                            |
| Total Ballot with DISSENT in Electronic mode   |   | 1  | 1                        | 0.00%  | 0.00%                              |
| Since total votes polled in favour of the resolution is 100% and total votes polled against the resolution is 0%, resolution has been passed as Special Resolution |   |  |                          |  |                                    |

Mr. Chirag Shah, Practicing Company Secretaries (Membership Number FCS: 5545 COP: 3498) as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner and had engaged the services of Central Depository Services (India) Limited (CDSL) as the agency for the purpose of providing e-voting facility.

**Compliance with Accounting Standards**

In the preparation of the financial statements, the Company has followed the Accounting policies and practices as prescribed in the Accounting Standards and there is no change in the accounting treatment during the year under review

## Vigil Mechanism / Whistle Blower Policy

The Company has formulated vigil mechanism for Directors and employees of the Company to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy in terms of provisions of Section 177(9) of the Companies Act, 2013 and Rules made there under and pursuant to Clause 22 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The said policy is available on Company's website i.e. <https://www.saptarishiagro.com/wp-content/uploads/2021/04/Policy-for-Vigil-Mechanism.pdf>

## CEO & CFO Certification

The CEO and CFO have issued certificate pursuant to the provisions of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part B of Schedule II certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs.

## Internal Controls

The Company has documented robust and comprehensive internal control system for all the major processes to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, Laws and regulation, safeguarding of assets and economical and efficient use of resources. The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances.

## Secretarial Audit for Reconciliation of Capital

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Practicing Company Secretary carried out the Secretarial Audit for all the applicable quarters of Financial Year 2023-24. The Audit Reports confirms that there is no discrepancy in the issued, listed and paid-up capital of the Company.

## Certification

The Board has received Managing Director & Chief Financial Officer Certification under Clause 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same was placed before the Board of Directors of the Company.

The following information is uploaded on the Company's website viz. <http://www.saptarishiagro.com/>

|  |   |
|--|---|
| <b>Corporate Identification No.</b>                | L15499TN1992PLC022192   |
| <b>Registered Office address and Plant Address</b> | Padalam Sugar Factory Road, Pazhayanoor Post, Chengalpattu District, Tamil Nadu-600308.   |
| <b>Correspondence Details</b>                      | 902-903, 9th Floor, Times Square Arcade, Nr.Ravija Plaza, Thaltej-Shilaj Road, Thaltej, Ahmedabad-380059, Gujarat.  |
| <b>Website Address</b>                             | <a href="http://www.saptarishiagro.com/">http://www.saptarishiagro.com/</a>   |
| <b>Registrar &amp; Share Transfer Agent</b>        | Cameo Corporate Services Ltd.<br>Subramanian Building No. 1, Club House Road, Chennai, Tamil Nadu, 600002.<br>Tel: 044-28460390<br>Fax: 044-28460129<br>E-mail: <a href="mailto:cameo@cameoindia.com">cameo@cameoindia.com</a><br>Website: <a href="http://www.cameoindia.com">www.cameoindia.com</a> |

|                                    |  |
|------------------------------------|--|
| <b>Listing Details</b>             | BSE Limited<br>25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001.   |
| <b>Secretarial Auditor Details</b> | Chirag Shah & Associates.<br>Company Secretaries,<br>1213, Ganesh Glory, Nr. Jagatpur Crossing,<br>Besides Ganesh Genesis, Off. S.G. Highway,<br>Ahmedabad-382481<br>Email: chi118_min@yahoo.com • Contact: 079 40020304               |
| <b>Statutory Auditors details</b>  | Mayur Shah & Associates,<br>21, Kajal Kiran,<br>11/B, Shrimaili Society, Opp. Jain Temple, Navrangpura, Ahmedabad -<br>380 009, Gujarat.<br>T. No.: 079 26467085, 26445017, 48945020 • Fax: 079 40047085<br>Email: mayurmcpl@gmail.com |
| <b>Internal Auditor Details</b>    | Jayanta & Associates<br>Chartered Accountants.<br>Block B/801, Dev Arun, Anand Nagar Cross Roads,<br>Pralhad Nagar, Ahmedabad-380015<br>Email: Jkpani18@gmail.com • Contact: 9727735270  |

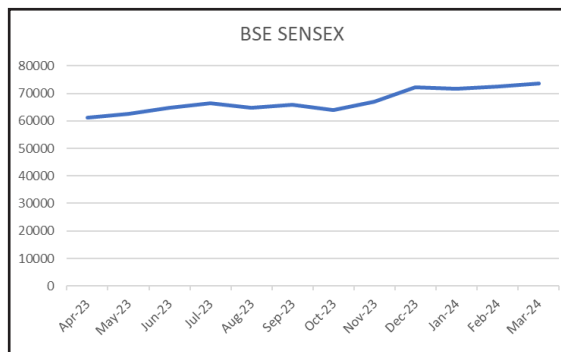
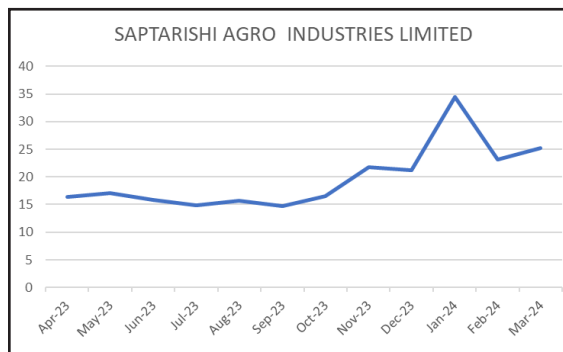
The Company hereby confirms that the Annual Listing Fees as applicable for the financial Year 2024-25 has been paid to the Stock Exchange.

#### Market price Data:

Market price data at the Stock Exchange, Mumbai for the year 2023-24 is given below:

| MONTH  | OPEN PRICE | HIGH PRICE | LOW PRICE | CLOSE PRICE |
|--------|------------|------------|-----------|-------------|
| Apr-23 | 13.7       | 17.3       | 12.65     | 16.32       |
| May-23 | 17.06      | 18.3       | 15.65     | 17          |
| Jun-23 | 17.85      | 18.3       | 14.07     | 15.89       |
| Jul-23 | 16.68      | 17.8       | 14.2      | 14.79       |
| Aug-23 | 14.79      | 16.8       | 13.21     | 15.73       |
| Sep-23 | 15         | 16.65      | 14.36     | 14.75       |
| Oct-23 | 14.75      | 17.25      | 14.02     | 16.51       |
| Nov-23 | 17.25      | 24.57      | 15.69     | 21.78       |
| Dec-23 | 21.78      | 21.8       | 17.85     | 21.21       |
| Jan-24 | 22.27      | 36.48      | 22.1      | 34.39       |
| Feb-24 | 34         | 34         | 23.16     | 23.16       |
| Mar-24 | 22.7       | 26.2       | 22        | 25.17       |

**Performance in comparison to broad-based indices such as BSE sensex.**



**Distribution of Shareholding as on March 31, 2024:**

| No. of Shares  | No. of Shareholders | % of Shares held | Total shares    | Percentage of total |
|----------------|---------------------|------------------|-----------------|---------------------|
| 1 – 100        | 14403               | 68.4423          | 1385093         | 4.0711              |
| 101-500        | 5355                | 25.4466          | 1541306         | 4.5303              |
| 501 – 1000     | 798                 | 3.7920           | 643060          | 1.8901              |
| 1001-2000      | 280                 | 1.3305           | 428259          | 1.2587              |
| 2001-3000      | 79                  | 0.3754           | 193227          | 0.5679              |
| 3001-4000      | 28                  | 0.1330           | 100906          | 0.2965              |
| 4001-5000      | 22                  | 0.1045           | 104785          | 0.3079              |
| 5001-10000     | 25                  | 0.1187           | 187975          | 0.5525              |
| 10001 or above | 54                  | 0.2566           | 29437431        | 86.5245             |
| <b>Total</b>   | <b>21044</b>        | <b>100.0000</b>  | <b>34022042</b> | <b>100.0000</b>     |

**Shareholding Pattern as on March 31, 2024:**

| Category  | No. of Shares Held | Percentage Held |
|---|--------------------|-----------------|
| <b>Promoter Holding</b>                                   |                    |                 |
| (a) Indian Promoters                                      | 25509225           | 74.98           |
| (b) Foreign Promoters                                     | 0.00               | 0.00            |
| (c) Persons Acting in Concert                             | 0.00               | 0.00            |
| <b>Institutional Investor</b>                             |                    |                 |
| Financial Institutions/ Banks                             | 700                | 0.00            |
| <b>Non-Institutions</b>                                   |                    |                 |
| Resident Individuals                                      |                    |                 |
| NRI's / HUF / Bodies Corporate/Overseas Corporate Bodies/ |                    |                 |
| Clearing Members/ others                                  |                    |                 |
| <b>Total</b>  | <b>3,40,22,042</b> | <b>100</b>      |

\* Rounded off

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### **NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE**

There were no non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Schedule V of SEBI Listing regulations as far as they were applicable during financial year ended March 31, 2024

### **NO DISQUALIFICATION CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE**

The Company has obtained a Certificate from M/s. Chirag Shah and Associates, Company Secretaries confirming that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority, as stipulated under Regulation 34 (3) of SEBI Listing Regulations which is attached to this Report.

### **CEO/CFO CERTIFICATION**

The MD and Chief Financial Officer (CFO) of the Company have certified to the Board regarding their review on the Financial Statements, Cash Flow Statement and other matters related to internal controls in the prescribed format for the year ended March 31, 2024 in terms of Regulation 17 (8) of SEBI Listing Regulations, a copy of which is attached to this Report. The MD and CFO also give quarterly certification on financial results while placing the financial results before the board in terms of Regulation 33(2) of SEBI Listing Regulations.

### **DECLARATION REGARDING ADHERENCE TO THE CODE OF CONDUCT**

I, Rushabh Ravjibhai Patel, Managing Director of Saptarishi Agro Industries Limited ("the Company"), hereby declare that the Company has, in respect of the year ended March 31, 2024, received from the members of the Board of Directors, Key Managerial Personnel and Senior Management of the Company, a declaration of compliance with the Code of Conduct as applicable to them.

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## CEO / CFO CERTIFICATE

To,  
The Board of Directors

**SAPTARISHI AGRO INDUSTRIES LIMITED**

As required under the Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule II part B of the Listing Regulations, we hereby certify that;

1. We have reviewed financial statements and the cash flow statement of **Saptarishi Agro Industries Limited** for the year ended March 31, 2024 and to the best of our knowledge and belief:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. 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.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company During the year under review which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
  - a. that there are no significant changes in internal control over financial reporting During the year under review;
  - b. that there are no significant changes in accounting policies During the year under review; and
  - c. that there are no instances of significant fraud of which we have become aware.

**Date : 13<sup>th</sup> August, 2024**  
**Place: Ahmedabad**

**Rushabh Ravjibhai Pate**  
**Chief Financial Officer**  
**DIN: 02721107**

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## COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of

**SAPTARISHI AGRO INDUSTRIES LIMITED**

We have examined the compliance of Corporate Governance by Saptarishi Agro Industries Limited (“the Company”) for the year ended on March 31, 2024 as stipulated in applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the Stock Exchanges.

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

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

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

**CS Chirag Shah**  
**Partner**

**Place : Ahmedabad**  
**Date : 13<sup>th</sup> August, 2024**

**Chirag Shah and Associates**  
**FCS No.: 5545**  
**C. P. No. 3498**  
**UDIN : F005545F000964668**  
**Peer Review Cer. No:- 704/2020**



## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Members of

**SAPTARISHI AGRO INDUSTRIES LIMITED**

PPadalaam Sugar Factory Road, Pazhyanoor Pos Pazhyanoor Pos, Kancheepuram Tn 000000 In.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SAPTARISHI AGRO INDUSTRIES LIMITED** having **L15499TN1992PLC022192** and having registered office at PPADALAAM SUGAR FACTORY ROAD PAZHAYANOOR POS PAZHAYANOOR POS Kancheepuram TN 000000 IN. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

| Sr. No. | Name of Director               | DIN      | Date of Appointment In Company |
|---------|--------------------------------|----------|--------------------------------|
| 1       | Mr. Krunal Ravjibhai Patel     | 02517567 | 02/08/2017                     |
| 2       | Mr. Rushabh Ravjibhai Patel    | 02721107 | 02/08/017                      |
| 3       | Mr. Janayash Nareshbhai Desai  | 00387060 | 13/11/2017                     |
| 4       | Mr. Divyakant Ramniklal Zaveri | 01382184 | 11/02/2019                     |
| 5       | Mr. Vaibhavi Ashhish Patel     | 08284892 | 02/11/2018                     |
| 6       | Mr. Rishi Bhootra              | 08285440 | 02/11/2018                     |
| 7       | Ms. Ramadoss Bhuvanewari       | 06360681 | 29/06/2021                     |
| 8       | Ms. Gargi Neel Shah            | 09726271 | 30/09/2022                     |

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

**CS Chirag Shah**  
Partner

**Chirag Shah and Associates**

FCS No.: 5545

C. P. No. 3498

UDIN : F005545F000964657

Peer Review Cer. No:- 704/2020

Place : Ahmedabad

Date : 13<sup>th</sup> August, 2024

## Annexure D

### Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2023-24:

| Name of Directors/ KMP                            | Ratio of Remuneration to median Remuneration of Employees | % Increase in remuneration in the Financial Year |
|---|---|--|
| <b>Executive Directors</b>                        |   |  |
| Mr. Krunal R Patel                                | Nil   | N.A.   |
| Mr. Rushabh R Patel                               | Nil   | N.A.   |
| Mr. Janayash N Desai                              | 11.30 :1  | N.A  |
| <b>Non – Executive Directors</b>                  |   |  |
| Mr. Ravjibhai N Patel                             | NIL   | N.A.   |
| Ms. Vaibhavi A Patel                              | NIL   | N.A.   |
| Mr. Rishi Bhootra                                 | NIL   | N.A.   |
| Mr. Divyakant R Zaveri                            | NIL   | N.A.   |
| Mr. Manish P Kella                                | NIL   | N.A.   |
| Ms. Ramadoss Bhuvanewari                          | NIL   | N.A.   |
| <b>Company Secretary &amp; Compliance Officer</b> |   |  |
| Ms. Ruchi B Shah (CS/KMP)                         | 0.45:1  | N.A.   |
| Mrs Sneha R Lalwani                               | 0.32:1  | N.A.   |
| Mrs. Priyanka Tripathi                            | 0.56:1  | N.A.   |

- ii. The percentage increase in the median remuneration of employees in the financial year: NIL
- iii. The number of permanent employees on the rolls of Company: - 6
- iv. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: - NA since the KMP is appointed in current year only
- Average increase in remuneration of employees excluding KMPs: NA
  - Average increase in remuneration of KMPs: NA
  - KMP salary increases are decided based on the Company's performance, individual performance, inflation, prevailing industry trends and benchmarks.NA
- v. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms remuneration is as per the Remuneration Policy of the Company.

**For & By order of the Board,  
Saptarishi Agro Industries Limited**

**Date : 13<sup>th</sup> August, 2024  
Place : Ahmedabad**

**Krunal R Patel  
Chairman  
DIN- 02517567**

## INDEPENDENT AUDITOR'S REPORT

To  
the Members of  
'SAPTARISHI AGRO INDUSTRIES LIMITED'

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of 'SAPTARISHI AGRO INDUSTRIES LIMITED' ("the Company"), which comprise the balance sheet as at 31st March 2024, and the statement of profit and loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, and its profit/loss, (changes in equity) and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Emphasis of Matter

Without qualifying our report, we draw attention to the matters in respect of basis and circumstances for the preparation of the financial statements on a going concern basis for the period, despite the fact that its net worth is substantially eroded as at the end of period. The appropriateness of the said basis is dependent upon the fact that the company is exploring new opportunities and the continuous financial support from the management of the company.

#### Key audit matters

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

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

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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**

1. As required by the Companies (Auditor's Report) Order, 2016 ("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 B' statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, (the Statement of Changes in Equity) and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended.

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

- (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 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2024, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**FOR, MAYUR SHAH & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**MAYUR SHAH  
M. NO.: 36827  
PARTNER**

**FRN : 106125W  
UDIN: 24036827BKCTQD2585**

**PLACE: AHMEDABAD  
DATE : 27-05-2024**

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## **Annexure “A” to the Independent Auditors’ Report**

(Referred to in paragraph 1(f) under Report on other Legal and Regulatory Requirements Sec. of our Report of even date)

Report on the internal Financial Controls over financial reporting under clause (i) of Sub section 3 of Sec.143 of the Companies Act, 2013 (“The Act”)

We have audited the internal financial controls over financial reporting of SAPTARISHI AGRO INDUSTRIES LIMITED (“the company”) as of March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, 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.

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 financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

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

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide

reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR, MAYUR SHAH & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**MAYUR SHAH  
M. NO.: 36827  
PARTNER  
FRN : 106125W  
UDIN:**

**PLACE: AHMEDABAD  
DATE : 27-05-2024**



**Annexure “B” to the Independent Auditor’s Report** of even date to the members of **SAPTARISHI AGRO INDUSTRIES LIMITED**, on the financial statements for the year ended 31<sup>st</sup> March 2024

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

| (i)  | (a)  | (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.<br><br>(B) There is no intangible assets in the books of the company and thus, maintenance of records of intangible assets is not applicable to the company.  |         |                                      |   |  |             |             |   |             |          |
|--|--|--|---------|--------------------------------------|---|--|-------------|-------------|---|-------------|----------|
|  | (b)  | The major Property, Plant and Equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.  |         |                                      |   |  |             |             |   |             |          |
|  | (c)  | According to the information and explanation given to us, the title deeds of the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.  |         |                                      |   |  |             |             |   |             |          |
|  | (d)  | The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.   |         |                                      |   |  |             |             |   |             |          |
|  | (e)  | According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.  |         |                                      |   |  |             |             |   |             |          |
| (ii)   | (a)  | The management has conducted physical verification of inventory at reasonable intervals during the year, in our opinion, the coverage and procedure of such verification by the management is appropriate. As informed to us, any discrepancies of 10% or more in the aggregate for each class of inventory were not noticed on such verification.   |         |                                      |   |  |             |             |   |             |          |
|  | (b)  | the Company has been sanctioned working capital limits in excess of INR five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/ statements filed by the Company with such banks are in agreement with the books of accounts of the Company.           |         |                                      |   |  |             |             |   |             |          |
| (iii)  | During the year the company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties: |  |         |                                      |   |  |             |             |   |             |          |
|  | (a)  | during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity   |         |                                      |   |  |             |             |   |             |          |
|  |  | <table border="1"> <thead> <tr> <th>To whom</th> <th>the aggregate amount during the year</th> <th>balance outstanding at the balance sheet date</th> </tr> </thead> <tbody> <tr> <td>parties other than subsidiaries, joint ventures and associates</td> <td>91,82,825/-</td> <td>30,89,542/-</td> </tr> <tr> <td>subsidiaries, joint ventures and associates</td> <td>29,41,525/-</td> <td>20,000/-</td> </tr> </tbody> </table> | To whom | the aggregate amount during the year | balance outstanding at the balance sheet date | parties other than subsidiaries, joint ventures and associates | 91,82,825/- | 30,89,542/- | subsidiaries, joint ventures and associates | 29,41,525/- | 20,000/- |
| To whom  | the aggregate amount during the year   | balance outstanding at the balance sheet date  |         |                                      |   |  |             |             |   |             |          |
| parties other than subsidiaries, joint ventures and associates | 91,82,825/-  | 30,89,542/-  |         |                                      |   |  |             |             |   |             |          |
| subsidiaries, joint ventures and associates                    | 29,41,525/-  | 20,000/-   |         |                                      |   |  |             |             |   |             |          |
|  | (b)  | According to the information and explanation given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;  |         |                                      |   |  |             |             |   |             |          |
|  | (c)  | schedule of repayment of the principal amount and the payment of the interest have not been stipulated and hence we are unable to comment as to whether receipt of the principal amount and the interest is regular;   |         |                                      |   |  |             |             |   |             |          |
|  | (d)  | According to the information and explanation given to us, no amount is overdue in these respect;   |         |                                      |   |  |             |             |   |             |          |

|                      | (e)   | According to the information and explanation given to us, in respect of any loan or advance in the nature of loan granted which has fallen due during the year, none has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties;  |                      |   |   |             |      |          |
|----------------------|---|---|----------------------|---|---|-------------|------|----------|
|                      | (f)   | The company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, required details in respect thereof are as below: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>the aggregate amount</th> <th>percentage thereof to the total loans granted</th> <th>aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013</th> </tr> </thead> <tbody> <tr> <td>30,89,542/-</td> <td>100%</td> <td>20,000/-</td> </tr> </tbody> </table> | the aggregate amount | percentage thereof to the total loans granted | aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 | 30,89,542/- | 100% | 20,000/- |
| the aggregate amount | percentage thereof to the total loans granted | aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013   |                      |   |   |             |      |          |
| 30,89,542/-          | 100%  | 20,000/-  |                      |   |   |             |      |          |
| (iv)                 |   | According to the information and explanation given to us, the company has no loans, investments, guarantees or security where provisions of section 185 and 186 of the Companies Act, 2013 are to be complied with.   |                      |   |   |             |      |          |
| (v)                  |   | The Company has not accepted any deposits or amounts which are deemed to be deposits under the directives of the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable. Accordingly, the provisions of clause 3(v) of the Order are not applicable.   |                      |   |   |             |      |          |
| (vi)                 |   | To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.   |                      |   |   |             |      |          |
| (vii)                | (a)   | The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.   |                      |   |   |             |      |          |
|                      | (b)   | There are no dues in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues that have not been deposited with the appropriate authorities on account of any dispute.  |                      |   |   |             |      |          |
| (viii)               |   | According to the information and explanation given to us, company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);  |                      |   |   |             |      |          |
| (ix)                 | (a)   | In our opinion, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;  |                      |   |   |             |      |          |
|                      | (b)   | Company is not declared wilful defaulter by any bank or financial institution or other lender;  |                      |   |   |             |      |          |
|                      | (c)   | According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained;  |                      |   |   |             |      |          |
|                      | (d)   | According to the information and explanation given to us, funds raised on short term basis have not been utilised for long term purposes;   |                      |   |   |             |      |          |
|                      | (e)   | According to the information and explanation given to us, 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;   |                      |   |   |             |      |          |
|                      | (f)   | According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;   |                      |   |   |             |      |          |
| (x)                  | (a)   | The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year;  |                      |   |   |             |      |          |
|                      | (b)   | According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year   |                      |   |   |             |      |          |

|         |     |   |
|---------|-----|---|
| (xi)    | (a) | According to the information and explanation given to us, any fraud by the company or any fraud on the company has not been noticed or reported during the year;  |
|         | (b) | According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies 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) | According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company;  |
| (xii)   |     | Company is not a Nidhi company, accordingly provisions of the Clause 3(xii) of the Order is not applicable to the company;  |
| (xiii)  |     | According to the information and explanations given to us, we are of the opinion that all transactions with related parties are following Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the Accounting Standards and the Companies Act, 2013.  |
| (xiv)   | (a) | According to the information and explanations given to us, the company has an internal audit system commensurate with the size and nature of its business;  |
|         | (b) | We have considered the reports of the Internal Auditors for the period under audit;   |
| (xv)    |     | According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.   |
| (xvi)   |     | According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable;  |
| (xvii)  |     | According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has not incurred any cash losses in the financial year and the immediately preceding financial year;   |
| (xviii) |     | There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable;  |
| (xix)   |     | On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due. |
| (xx)    |     | The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order is not applicable.  |
| (xxi)   |     | The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.  |

**FOR, MAYUR SHAH & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

**MAYUR SHAH**  
**M. NO.: 36827**  
**PARTNER**  
**FRN : 106125W**  
**UDIN:**

**PLACE: AHMEDABAD**  
**DATE : 27-05-2024**

## Balance Sheet as at March 31, 2024

(Amount in ₹ '000/-)

| Particulars                               | Notes | As at              | As at              | As at              |
|---|-------|--------------------|--------------------|--------------------|
|   |       | March 31, 2024     | March 31, 2023     | March 31, 2022     |
| <b>ASSETS</b>                             |       |                    |                    |                    |
| <b>Non-current assets</b>                 |       |                    |                    |                    |
| Property, Plant and Equipment             | 4     | 9,405.36           | 9,608.54           | 9,811.71           |
| Capital work-in-progress                  |       | 6,741.65           | 6,741.65           | 6,741.65           |
| Goodwill                                  | 5A    | 0                  | -                  | -                  |
| Other intangible assets                   | 5B    | -                  | -                  | -                  |
| Financial assets                          |       |                    |                    |                    |
| (i) Investments                           | 6     | -                  | -                  | -                  |
| (ii) Loans                                | 7     | 1,444.09           | 992.75             | 13,287.37          |
| (iii) Other financial assets              | 8     | -                  | 0.00               | -                  |
| Other non-current assets                  | 9     | 473.61             | 473.61             | -                  |
| Other tax assets (net)                    |       | -                  | -                  | -                  |
| <b>Total non-current assets</b>           |       | <b>18,064.72</b>   | <b>17,816.55</b>   | <b>29,840.73</b>   |
| <b>Current assets</b>                     |       |                    |                    |                    |
| Inventories                               | 10    | 17,419.50          | 43,030.39          | 15,884.84          |
| Financial assets                          |       |                    |                    |                    |
| (i) Investments                           | 11    | -                  | -                  | -                  |
| (ii) Trade receivables                    | 12    | 1,53,800.57        | 2,03,466.93        | 2,43,225.23        |
| (iii) Cash and cash equivalents           | 13    | 1,142.87           | 425.37             | 213.92             |
| (iv) Bank balances other than (iii) above | 14    | -                  | -                  | -                  |
| Other current assets                      | 15    | 2,213.74           | 2,110.30           | 2,009.79           |
| <b>Total current assets</b>               |       | <b>1,74,576.68</b> | <b>2,49,032.98</b> | <b>2,61,333.77</b> |
| <b>TOTAL ASSETS</b>                       |       | <b>1,92,641.40</b> | <b>2,66,849.53</b> | <b>2,91,174.50</b> |
| <b>EQUITY AND LIABILITIES</b>             |       |                    |                    |                    |
| <b>Equity</b>                             |       |                    |                    |                    |
| Equity share capital                      | 16    | 3,40,399.42        | 3,40,399.42        | 3,40,399.42        |
| Other equity                              | 17    | -2,66,925.13       | (2,87,308.77)      | (2,93,267.40)      |
| <b>Total equity</b>                       |       | <b>73,474.29</b>   | <b>53,090.65</b>   | <b>47,132.02</b>   |
| <b>Liabilities</b>                        |       |                    |                    |                    |
| <b>Non-current liabilities</b>            |       |                    |                    |                    |
| Financial liabilities                     |       |                    |                    |                    |
| Borrowings                                | 18    | 1,824.73           | 3,185.26           | 4,862.38           |
| Provisions                                | 19    | -                  | -                  | -                  |
| Deferred tax liabilities (Net)            | 20    | -                  | -                  | -                  |
| <b>Total non-current liabilities</b>      |       | <b>1,824.73</b>    | <b>3,185.26</b>    | <b>4,862.38</b>    |
| <b>Current liabilities</b>                |       |                    |                    |                    |
| Financial liabilities                     |       |                    |                    |                    |
| (i) Borrowings                            | 21    | 50,008.06          | -                  | -                  |
| (ii) Trade payables                       | 22    | 62,001.64          | 2,09,493.80        | 2,37,901.21        |
| (iii) Other financial liabilities         | 23    | 79.68              | 271.80             | 144.87             |
| Other current liabilities                 | 24    | -                  | -                  | -                  |
| Provisions                                | 25    | 5,253.00           | 808.03             | 1,134.03           |
| Current tax liabilities (Net)             |       | -                  | -                  | -                  |
| <b>Total current liabilities</b>          |       | <b>1,17,342.39</b> | <b>2,10,573.63</b> | <b>2,39,180.11</b> |
| <b>Total liabilities</b>                  |       | <b>1,19,167.11</b> | <b>2,13,758.89</b> | <b>2,44,042.48</b> |
| <b>TOTAL EQUITY AND LIABILITIES</b>       |       | <b>1,92,641.40</b> | <b>2,66,849.53</b> | <b>2,91,174.50</b> |

See accompanying Notes 1 to 44 forming part of financial statements

**In terms of our report attached  
For Mayur Shah & Associates  
Chartered Accountant**

**Mayur shah**  
Partner  
M. No. 36827  
FRN: 106125W

Place: Ahmedabad  
Date: 27/05/2024  
UDIN: 24036827BKCTQD2585

**For and on behalf of the Board of Directors of  
Saptarishi Agro Industries Limited**

**Rushabh Patel**  
Director & CFO  
(PAN: AULPP4748B)  
(DIN:- 02721107)

**Krunal Patel**  
Chairman & Director  
(DIN : 02517567)

**Priyanka Tripathi**  
Company Secretary  
(M.No.: A29454)

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

(Amount in ₹ '000/-)

| Particulars   | Notes | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|---|-------|--------------------------------------|--------------------------------------|
| I Revenue from operations   | 26    | 4,11,928.55                          | 3,87,017.04                          |
| II Other income   | 27    | 988.02                               | 934.32                               |
| <b>III Total Income (I + II)</b>  |       | <b>4,12,916.57</b>                   | <b>3,87,951.36</b>                   |
| <b>Expenses:</b>  |       |                                      |                                      |
| Cost of materials consumed  | 28    | 3,77,693.21                          | 3,76,365.21                          |
| Purchases of stock-in-trade   | 29    | -                                    | -                                    |
| Changes in inventories of finished goods (including stock in trade) and work-in- progress | 30    | -                                    | -                                    |
| Employee benefits expense   | 31    | 3,511.43                             | 2,475.13                             |
| Finance costs   | 32    | 1,972.15                             | 35.73                                |
| Depreciation and amortisation expense   | 5C    | 203.17                               | 203.17                               |
| Other expenses  | 33    | 4,672.97                             | 2,913.49                             |
| <b>IV Total expenses</b>  |       | <b>3,88,052.93</b>                   | <b>3,81,992.73</b>                   |
| <b>V Profit before tax (III-IV)</b>   |       | <b>24,863.64</b>                     | <b>5,958.63</b>                      |
| <b>VI Tax expense:</b>  |       |                                      |                                      |
| a) Current tax  |       | 4,480.00                             | -                                    |
| b) Short provision for tax of earlier years   |       | -                                    | -                                    |
| c) Deferred tax (credit)/charge   |       | -                                    | -                                    |
|   |       | <b>4,480.00</b>                      | <b>-</b>                             |
| <b>VII Profit after tax (V-VI)</b>  |       | <b>20,383.64</b>                     | <b>5,958.63</b>                      |
| <b>Other Comprehensive Income</b>   |       |                                      |                                      |
| A (i) Items that will not be reclassified to profit or loss                               |       | -                                    | -                                    |
| Remeasurment of the defined benefit plans   |       | -                                    | -                                    |
| (ii) Income tax relating to items that will not be reclassified to profit or loss         |       | -                                    | -                                    |
| B (i) Items that will be reclassified to profit or loss                                   |       | -                                    | -                                    |
| (ii) Income tax relating to items that will be reclassified to profit or loss             |       | -                                    | -                                    |
| <b>VIII Total Other Comprehensive Income (A +B)</b>                                       |       | <b>-</b>                             | <b>-</b>                             |
| <b>IX Total Comprehensive Income for the year (VII + VIII)</b>                            |       | <b>20,383.64</b>                     | <b>5,958.63</b>                      |
| <b>X Earnings per equity share</b>  |       |                                      |                                      |
| Basic and Diluted (in ₹) (Face Value of ₹ 10/- each)                                      | 34    | 0.60                                 | 0.17                                 |

See accompanying Notes 1 to 44 forming part of financial statements

**In terms of our report attached  
For Mayur Shah & Associates  
Chartered Accountant**

**Mayur shah**  
Partner  
M. No. 36827  
FRN: 106125W

**Place: Ahmedabad**  
Date: 27/05/2024  
UDIN: 24036827BKCTQD2585

**For and on behalf of the Board of Directors of  
Saptarishi Agro Industries Limited**

**Rushabh Patel**  
Director & CFO  
(PAN: AULPP4748B)  
(DIN:- 02721107)

**Krunal Patel**  
Chairman & Director  
(DIN : 02517567)

**Priyanka Tripathi**  
Company Secretary  
(M.No.: A29454)

## Statement of changes in equity for the year ended March 31, 2024

**A. Equity Share Capital** (Amount in ₹ '000/-)

| Particular                                      | Total              |
|---|--------------------|
| Balance as at April 1, 2022                     | 3,40,399.42        |
| Changes in Equity Share Capital during the year | -                  |
| Balance as at March 31, 2023                    | 3,40,399.42        |
| Changes in Equity Share Capital during the year | -                  |
| <b>Balance as at March 31, 2024</b>             | <b>3,40,399.42</b> |

**B Other Equity** (Amount in ₹ '000/-)

| Particulars  | Reserves and Surplus       |                              |                        |                   | Item of Other Comprehensive income | Total            |
|--|----------------------------|------------------------------|------------------------|-------------------|------------------------------------|------------------|
|  | Securities premium reserve | Debenture redemption reserve | State Subsidy (Sipcot) | Retained earnings |                                    |                  |
| Profit for the year  | -                          | -                            | -                      | 5,958.63          | -                                  | 5,958.63         |
| Other comprehensive income for the year, net of income tax       | -                          | -                            | -                      | -                 | -                                  | -                |
| <b>Total comprehensive income for the year</b>                   | -                          | -                            | -                      | <b>5,958.63</b>   | -                                  | <b>5,958.63</b>  |
| Addition during the year   | -                          | -                            | -                      | -                 | -                                  | -                |
| <b>Balance as at March 31, 2023</b>                              | -                          | -                            | -                      | <b>5,958.63</b>   | -                                  | <b>5,958.63</b>  |
| Profit for the year  | -                          | -                            | -                      | 20,383.64         | -                                  | 20,383.64        |
| Other comprehensive income for the year, net of income tax       | -                          | -                            | -                      | -                 | -                                  | -                |
| <b>Total comprehensive income/ (loss) for the year</b>           | -                          | -                            | -                      | <b>20,383.64</b>  | -                                  | <b>20,383.64</b> |
| Addition pursuant to Scheme of Arrangement (net) (Refer note 35) | -                          | -                            | -                      | -                 | -                                  | -                |
| Other debit (Refer note 36)                                      | -                          | -                            | -                      | -                 | -                                  | -                |
| Transfer to reserves   | -                          | -                            | -                      | -                 | -                                  | -                |
| <b>Balance as at March 31, 2024</b>                              | -                          | -                            | -                      | <b>26,342.27</b>  | -                                  | <b>26,342.27</b> |

In terms of our report attached  
For Mayur Shah & Associates  
Chartered Accountant

Mayur shah  
Partner  
M. No. 36827  
FRN: 106125W

Place: Ahmedabad  
Date: 27/05/2024  
UDIN: 24036827BKCTQD2585

For and on behalf of the Board of Directors of  
Saptarishi Agro Industries Limited

Rushabh Patel  
Director & CFO  
(PAN: AULPP4748B)  
(DIN:- 02721107)

Krunal Patel  
Chairman & Director  
(DIN : 02517567)

Priyanka Tripathi  
Company Secretary  
(M.No.: A29454)

## Statement of Cash Flows for the year ended March 31, 2024

(Amount in ₹ '000/-)

| PARTICULARS  | For the<br>year ended<br>March 31, 2024 | For the<br>year ended<br>March 31, 2023 |
|--|---|---|
| <b>A. Cash flow from operating activities</b>                                    |   |   |
| <b>Net profit before tax</b>   | <b>20,383.64</b>                        | <b>5,958.63</b>                         |
| <b>Adjustments for:</b>  |   |   |
| Gain/Loss on disposal of property, plant and equipment                           | -                                       | 0                                       |
| Interest income  | -                                       | -                                       |
| Depreciation and amortisation expenses   | 203.17                                  | 203.17                                  |
| Finance cost   | -                                       | -                                       |
| Assets Written off   | -                                       | -                                       |
| Fair value (gain)/loss   | -                                       | -                                       |
| Actuarial loss   | -                                       | -                                       |
|  | <b>203.17</b>                           | <b>2,03,172</b>                         |
| <b>Operating profit before working capital changes</b>                           | <b>6,161.80</b>                         | <b>5,543.23</b>                         |
| <b>Adjustments for increase/decrease in operating assets/ liabilities:</b>       |   |   |
| Trade receivables, loans and other assets  | 49,562.92                               | 39,184.18                               |
| Inventories  | 25,610.89                               | (27,145.55)                             |
| Short Term Borrowings  | 50,008.06                               | -                                       |
| Trade payables, other liabilities and provisions                                 | (1,43,239.31)                           | -28,606.48                              |
|  | <b>(18,057.43)</b>                      | <b>-16,567.85</b>                       |
| <b>Cash generated from operations</b>  | <b>25,29,377</b>                        | <b>-10,406.05</b>                       |
| Direct taxes paid (Net)  | -                                       | -                                       |
| <b>Net cash generated from operations (A)</b>                                    | <b>25,29,377</b>                        | <b>-10,406.05</b>                       |
| <b>B. Cash flow from investing activities</b>                                    |   |   |
| Capital expenditure on property, plant and equipment, including capital advances | -                                       | -                                       |
| Proceeds from sale of property, plant and equipment                              | -                                       | -                                       |
| Investment in long Term Loans & Advances   | -451.34                                 | 12,294.62                               |
| Investment in Joint ventures   | -                                       | -                                       |
| Interest received  | -                                       | -                                       |
| <b>Net cash used in investing activities (B)</b>                                 | <b>-451.34</b>                          | <b>12,294.62</b>                        |
| <b>C. Cash flow from financing activities</b>                                    |   |   |
| Proceeds from share capital  | -                                       | -                                       |
| Proceeds from Share premium  | -                                       | -                                       |
| Proceeds from borrowings (non-current)   | (1,360.53)                              | -1,677.12                               |
| Bank deposits placed   | -                                       | -                                       |
| Repayments from borrowings (non-current)   | -                                       | -                                       |
| Net increase/(decrease) in working capital borrowings                            | -                                       | -                                       |
| Finance cost   | -                                       | -                                       |
| <b>Net cash used in financing activities (C)</b>                                 | <b>(1,360.53)</b>                       | <b>-1,677.12</b>                        |
| <b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>              | <b>717.51</b>                           | <b>211.45</b>                           |
| Cash and cash equivalents at the beginning of the year                           | 425.37                                  | 213.92                                  |
| Addition pursuant to Scheme of Arrangement                                       | -                                       | -                                       |
| <b>Cash and cash equivalents at the end of the year</b>                          | <b>1,142.87</b>                         | <b>425.37</b>                           |

In terms of our report attached  
For Mayur Shah & Associates  
Chartered Accountant

Mayur shah  
Partner  
M. No. 36827  
FRN: 106125W

Place: Ahmedabad  
Date: 27/05/2024  
UDIN: 24036827BKCTQD2585

For and on behalf of the Board of Directors of  
Saptarishi Agro Industries Limited

Rushabh Patel  
Director & CFO  
(PAN: AULPP4748B)  
(DIN:- 02721107)

Krunal Patel  
Chairman & Director  
(DIN : 02517567)

Priyanka Tripathi  
Company Secretary  
(M.No.: A29454)

## NOTES TO FINANCIAL STATEMENTS

### 1. Corporate Information, Statement of compliance and basis of preparation and presentation

#### 1.1 Corporate Information

'SAPTARISHI AGRO INDUSTRIES LIMITED' is a public limited company, incorporated in the year 1992 under the provisions of the Companies Act, 1956 having its registered office at PPADALAAM Sugar Factory Road Pazhyanoor Pos Pazhyanoor Pos Kancheepuram, Tamilnadu-603308 India and Address other than R/o where all or any books of account and papers are maintained at 902-903, 9th Floor, Times Square Arcade, Ravija Plaza, Thaltej - Shilaj Road, Thaltej, Ahmedabad GJ 380059 INDIA . The Company is engaged in manufacturing of mushrooms and other allied agro based products and it has commenced trading business activities also during the year under audit.

#### 1.2 Statement of compliance

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015, up to the year ended March 31, 2017, the Company prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Company's first Ind AS financial statements. The date of transition to Ind AS is April 1, 2016. Refer note - 4 for details of first-time adoption exemptions availed by the Company.

#### 1.3 Basis of preparation and presentation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

### 2. Significant Accounting Policies

#### 2.1 Revenue recognition

Revenue from sale of goods and services is measured at the fair value of the consideration received or receivable, net of estimated customer returns, rebates and other similar allowances.



**Sale of goods**

Revenue from the sale of goods is recognised the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods and it is probable that the economic benefits associated with the transaction will flow to the Company.

**Rendering of services**

Revenue from rendering of services recognised when services are rendered and related cost are incurred.

**Dividend and interest income**

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis.

**2.2 Foreign currencies**

In preparing the financial statements, transactions in currencies other than the entity's functional currency are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

**2.3 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

**2.4 Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax. 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 recognised in other comprehensive income or directly in equity respectively.

**Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantially enacted by end of reporting periods.

**Deferred tax**

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 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.

Deferred tax liabilities and assets 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 that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

## **2.5 Property, plant and equipment**

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 cost less accumulated depreciation and accumulated impairment losses.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

### **Freehold land is not depreciated.**

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost of assets (other than freehold land & properties under construction) less their residual values over their useful lives, as indicated in the Companies Act, 2013, using the written down method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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.

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

## **2.6 Impairment of tangible and intangible assets (other than goodwill)**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years.

A reversal of an impairment loss is recognised immediately in profit or loss.

## **2.7 Inventories**

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

## **2.8 Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are not recognised but are disclosed in the notes.

Contingent assets are not recognised but are disclosed in the notes where an inflow of economic benefits is probable.

As mentioned in the financial statements, the balances of some of the trade receivables, advances to the suppliers trade payables, and advance from customers and other are subject to confirmation. As there has been no activity since 5 years and confirmation from some of the parties are not received, as such we are unable to express opinion whether the amounts are recoverable or not and as to the effect thereof on the financial statements for the year.

## **2.9 Financial Instruments**

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

## **2.10 Financial assets Initial recognition and measurement**

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognized at fair value. In case of financial assets which are recognized at fair value through profit and loss (FVTPL), its transaction costs are recognized in the Statement of Profit and loss. In other cases, the transaction costs are attributed to the acquisition value of the financial asset.

### **Subsequent measurement**

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

### **Effective interest method**

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as a FVTPL. Interest income is recognized in profit or loss and is included in the "Other Income" line item.

### **Classification of financial assets:**

A financial asset is measured at the amortized cost if both the following conditions are met:

- a) The Company's business model objective for managing the financial asset is to hold financial assets in order to collect contractual cash flows, and
- b) The Contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category applies to cash and bank balances, trade receivables, loans and other financial assets of the Company. Such financial assets are subsequently measured at amortized cost using the effective interest method.

The amortized cost of a financial asset is also adjusted for loss allowances, if any.

### **Financial assets measured at FV TOCI**

A financial asset is measured at FVTOCI if both of the following conditions are met:

- a) The Company's business model objective for managing the financial asset is achieved both by collecting contractual cashflows and selling the financial assets, and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal on the principal amount outstanding.

### **Financial assets measured at FVTPL**

A financial asset is measured at FVTPL unless it is measured at amortized cost or at FVTOCI as explained above. This is a residual category applied to all other investments of the Company. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Statement

of Profit and Loss. Dividend Income on the investments in equity instruments are recognized as 'other income' in the Statement of Profit and Loss.

### **Foreign exchange gains and losses**

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortized cost and FVTPL, the exchange differences are recognized in profit or loss except for those which are designated as hedging instruments in a hedging relationship.

### **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of group of similar financial assets) is derecognized (i.e. removed from the Company's Balance Sheet) when any of the following occurs:

- a) The contractual rights to cash flows from the financial assets expires,
- b) The company transfers its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risks and rewards of ownership of the financial asset;
- c) The Company retains the contractual rights to receive cash flows but assumes a contractual obligation to pay the cash flows without material delay to one or more recipients under a 'pass through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset);
- d) The Company neither transfer nor retains substantially all risk and rewards of ownership and does not retain control over the financial assets.

In cases where Company has neither transferred nor retained substantially all of the risks and rewards of the financial asset, but retains control of the financial asset, the Company continues to recognize such financial asset to the extent of its continuing involvement in the financial asset; in that case, the Company also recognizes an associated liability.

The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset.

### **Impairment of financial assets**

The Company applies expected credit losses (ECL) model for recognizing impairment loss on financial assets measured at amortized cost and trade receivables. In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance. For the purpose of measuring lifetime expected credit loss, for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. The expected credit loss allowance is computed based on a provision matrix which takes in to account historical credit loss experience and adjusted for forward looking information. For recognition of impairment loss on other financial assets and risk exposure, the company determines whether there has been a significant increase in the credit risk since initial recognition. If the credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if the credit risk has increased significantly, then the impairment loss is provided based on lifetime ECL. Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12-month ECL. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income / expenses in the Statement of profit and loss under the head 'Other expense'.

## 2.11 Financial liabilities and equity instruments

### Debt and Equity Instruments:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instruments.

### Equity instruments:

An equity instruments is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities, Equity instruments issued by the Company are recognised at the proceeds received, not of direct issue costs.

### Financial Liabilities: Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at fair value.

### Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

### Financial liabilities at FVTPL

A financial liability may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability whose performance is evaluated on a fair value basis, in accordance with the Company's documented risk management;

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

### Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in profit or loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the closing rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

### Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

## 2.12 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

In respect of assets taken on operating lease, lease rentals are recognized as an expense in the Statement of Profit and Loss on straight line basis over the lease term unless another systematic basis is more representative of the time pattern in which the benefit is derived from the leased asset; or the payments to the lessor are structured to increase in the line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

## 2.13 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

## 2.14 Fair Value

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either;

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorized into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for Identical assets or liabilities

(Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 – quoted (unadjusted) market prices in active markets for identical assets or Liabilities.

Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 – inputs that are unobservable for the asset or liability.

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorized at the end of each reporting period and discloses the same.

## 2.15 Earnings Per Share

Basic earnings per share are computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit after tax as adjusted for the effects of dividend interest and other charges relating to the dilutive potential equity shares by weighted average number of shares plus dilutive potential equity shares.

## 2.16 Significant accounting judgments, estimates and assumptions

### Significant accounting judgements

The application of the Company's accounting policies in the preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent

liabilities. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an ongoing basis and any revisions thereto are recognized in the period in which they are revised or in the period of revision and future periods if the revision affects both the current and future periods. Actual results may differ from these estimates which could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

### **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

#### **(a) Fair value measurement of financial instruments**

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using ECL model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

#### **(b) Defined benefit plans (gratuity benefits)**

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

#### **(c) Provisions and Contingent Liabilities**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. Contingent liabilities are not recognised in the financial statements. The policy for the same has been explained above in note 2.4.

### **2.17 Benami Property**

The company does not hold any benami property as defined under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. 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.

### **2.18 Transaction in Crypto Currency**

The Company has not traded or invested in crypto currency or virtual currency during the financial year.

### **2.19 Transaction with Struck off**

The Company does not have any transactions with companies struck off.



### **3. First-time adoption – mandatory exceptions and optional exemptions**

The Company has adopted Ind AS from 1st April, 2017 and the date of transition to Ind AS is 1st April, 2016. These being the first financial statements in compliance with Ind AS, the impact of transition has been accounted for in opening reserves and comparable periods have been restated in accordance with Ind AS 101 –“First-time Adoption of Indian Accounting Standards”. The Company has presented a reconciliation of its equity under Previous GAAP to its equity under Ind AS as at 1st April, 2016 and 31st March, 2017 and of the total comprehensive income for the year ended 31st March, 2017 as required by Ind AS 101 in Note 49 to the financial statements.

Following are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

#### **(a) Deemed cost for property, plant and equipment**

The Company has elected to continue with the carrying value of all of its plant and equipment, investment property, and intangible assets recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

#### **(b) Classification and measurements of financial assets**

The classification of financial assets to be measured at amortised cost or fair value through other comprehensive income is made on the basis of the facts and circumstances that existed on the date of transition to Ind AS.

#### **(c) Derecognition of financial assets and financial liabilities**

The Company has applied the derecognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after April 1, 2016 (the transition date).

#### **(d) Impairment of financial assets**

The Company has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date.

Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to Ind ASs, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

**FOR, MAYUR SHAH & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**MAYUR SHAH  
M. NO.: 36827  
PARTNER**

**FRN : 106125W  
UDIN: 24036827BKCTQD2585**

**PLACE: AHMEDABAD  
DATE : 27-05-2024**

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE  
TO THE MEMBERS OF 'SAPTARISHI AGRO INDUSTRIES LIMITED'**

**INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

1. This certificate is issued in accordance with the terms of our engagement letter.
2. We, Mayur Shah & Associates, Chartered Accountants, the Statutory Auditors of **SAPTARISHI AGRO INDUSTRIES LIMITED** ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2024, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

**Management s' Responsibility**

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

**Auditor's Responsibility**

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2024.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**FOR, MAYUR SHAH & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**MAYUR SHAH  
M. NO.: 36827  
PARTNER**

**FRN : 106125W  
UDIN: 24036827BKCTQD2585**

**PLACE: AHMEDABAD  
DATE : 27-05-2024**

**4 Property, plant and equipment**

(Amount in ₹ '000/-)

| Particulars                                    | Freehold land   | Office Equipment | Buildings       | Plant and machinery | Furniture & Fixure | Vehicles      | Total            |
|--|-----------------|------------------|-----------------|---------------------|--------------------|---------------|------------------|
| <b>Cost or deemed cost</b>                     |                 |                  |                 |                     |                    |               |                  |
| Balance as at April 1, 2022                    | 6,054.86        | 200.84           | 3,283.04        | 0.00                | 641.47             | 125.76        | 10,305.98        |
| Additions                                      | -               | -                | -               | -                   | -                  | -             | -                |
| Disposals                                      | -               | -                | -               | 0.00                | -                  | 0.00          | 0.00             |
| <b>Balance as at March 31, 2023</b>            | <b>6,054.86</b> | <b>200.84</b>    | <b>3,283.04</b> | <b>-</b>            | <b>641.47</b>      | <b>125.76</b> | <b>10,305.98</b> |
| Additions pursuant to Scheme of Arrangement    | -               | -                | -               | -                   | -                  | -             | -                |
| Additions                                      | -               | -                | -               | -                   | -                  | -             | -                |
| Transfers                                      | -               | -                | -               | -                   | -                  | -             | -                |
| Disposals                                      | -               | -                | -               | -                   | -                  | -             | -                |
| <b>Balance as at March 31, 2024</b>            | <b>6,054.86</b> | <b>200.84</b>    | <b>3,283.04</b> | <b>-</b>            | <b>641.47</b>      | <b>125.76</b> | <b>10,305.98</b> |
| <b>Accumulated depreciation and impairment</b> |                 |                  |                 |                     |                    |               |                  |
| Balance as at April 1, 2022                    | -               | 69.07            | 204.84          | -                   | 94.59              | 125.76        | 494.27           |
| Depreciation charge for the year               | -               | 38.16            | 104.07          | -                   | 60.94              | 0.00          | 203.17           |
| Disposals                                      | -               | -                | -               | -                   | -                  | -             | -                |
| <b>Balance as at March 31, 2023</b>            | <b>-</b>        | <b>107.23</b>    | <b>308.92</b>   | <b>-</b>            | <b>155.53</b>      | <b>125.76</b> | <b>697.44</b>    |
| Depreciation charge for the year               | -               | 42.10            | 104.07          | -                   | 57.00              | -             | 203.17           |
| Disposals                                      | -               | -                | -               | -                   | -                  | -             | -                |
| <b>Balance as at March 31, 2024</b>            | <b>-</b>        | <b>149.33</b>    | <b>412.99</b>   | <b>-</b>            | <b>212.53</b>      | <b>125.76</b> | <b>900.61</b>    |
| <b>Net book value</b>                          |                 |                  |                 |                     |                    |               |                  |
| At April 1, 2022                               | 6,054.86        | 131.77           | 3,078.20        | 0.00                | 546.88             | 0.00          | 9,811.71         |
| At March 31, 2023                              | 6,054.86        | 93.61            | 2,974.12        | -                   | 485.94             | -             | 9,608.54         |
| <b>At March 31, 2024</b>                       | <b>6,054.86</b> | <b>51.51</b>     | <b>2,870.05</b> | <b>-</b>            | <b>428.94</b>      | <b>-</b>      | <b>9,405.36</b>  |

**Notes:**

- (i) The Company evaluates impairment losses on the fixed assets whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. If such assets are considered to be impaired, the impairment loss is then recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount, which is the higher of an asset's net selling price and value in use. For the purpose of assessing impairment, assets are grouped at the smallest level for which there are separately identifiable cash flows.

The Management has reviewed the recoverability of the assets and has concluded that no indication of impairment exists and hence, no impairment of asset is required.

- (ii) No property, plant and equipment of the Company have been pledged to secure term loan borrowings from Banks.

**5A Goodwill** (Amount in ₹ '000/-)

| Particulars         | As at<br>March 31, 2024 | As at<br>March 31, 2023 | As at<br>April 01, 2022 |
|---------------------|-------------------------|-------------------------|-------------------------|
| Cost or deemed cost | -                       | -                       |                         |

**5B Other intangible assets** (Amount in ₹ '000/-)

| Particulars  | Technical<br>knowhow | Computer<br>software | Brand | Total |
|--|----------------------|----------------------|-------|-------|
| <b>Cost or deemed cost</b>                                       |                      |                      |       |       |
| <b>Balance as at April 01, 2022</b>                              | -                    | -                    | -     | -     |
| Additions  | -                    | -                    | -     | -     |
| Balance as at March 31, 2023                                     | -                    | -                    | -     | -     |
| Additions pursuant to Scheme of Arrangement<br>(see note 35 (c)) | -                    | -                    | -     | -     |
| Additions  | -                    | -                    | -     | -     |
| <b>Balance as at March 31, 2024</b>                              | -                    | -                    | -     | -     |
| <b>Accumulated amortisation and impairment</b>                   |                      |                      |       |       |
| Balance as at April 1, 2022                                      | -                    | -                    | -     | -     |
| Amortisation expense   | -                    | -                    | -     | -     |
| Balance as at March 31 2023                                      | -                    | -                    | -     | -     |
| Amortisation expense   | -                    | -                    | -     | -     |
| <b>Balance as at March 31 2024</b>                               | -                    | -                    | -     | -     |
| Net book value   |                      |                      |       | -     |
| As at April 1, 2022  | -                    | -                    | -     | -     |
| <b>As at March 31, 2023</b>                                      | -                    | -                    | -     | -     |
| <b>As at March 31, 2024</b>                                      | -                    | -                    | -     | -     |

**5C Depreciation and amortisation expense** (Amount in ₹)

| Particulars   | For the<br>year ended<br>March 31, 2024 | For the<br>year ended<br>March 31, 2023 |
|---|---|---|
| Depreciation and amortisation for the year ended on property, plant and equipment as per Note 4 | 203.17                                  | 203.17                                  |
| Depreciation and amortisation for the year on Other intangible assets as per Note 5A            | -                                       | -                                       |
| <b>Total</b>  | <b>2,03,172.56</b>                      | <b>2,03,172.25</b>                      |

| <b>6 Investments</b>  |                                 |                                 |                                 | (Amount in ₹ '000/-) |
|---|---------------------------------|---------------------------------|---------------------------------|----------------------|
| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> | <b>As at<br/>April 01, 2022</b> |                      |
| <b>Investments at cost</b>  | -                               | -                               |                                 |                      |
| Unquoted investments in Subsidiaries  |                                 |                                 |                                 |                      |
| Investments in equity instruments   |                                 |                                 |                                 |                      |
| <b>Total investments at cost</b>  | -                               | -                               |                                 |                      |
| Aggregate carrying value of unquoted investments                                    | -                               | -                               |                                 |                      |
| Aggregate amount of impairment in value of investments                              | -                               | -                               |                                 |                      |
| <b>7 Loans (unsecured, considered good)</b>   |                                 |                                 |                                 | (Amount in ₹ '000/-) |
| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> | <b>As at<br/>April 01, 2022</b> |                      |
| Security deposits and earnest money deposits  | 1,444.09                        | 992.75                          | 13,287.37                       |                      |
| <b>Total</b>  | <b>1,444.09</b>                 | <b>992.75</b>                   | <b>13,287.37</b>                |                      |
| <b>8 Other financial assets</b>   |                                 |                                 |                                 | (Amount in ₹ '000/-) |
| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> | <b>As at<br/>April 01, 2022</b> |                      |
| Foreign currency forward contracts not designated in hedge accounting relationships | -                               | -                               |                                 |                      |
| <b>Total</b>  | -                               | -                               |                                 |                      |
| <b>9 Other non-current assets (unsecured, considered good)</b>                      |                                 |                                 |                                 | (Amount in ₹ '000/-) |
| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> | <b>As at<br/>April 01, 2022</b> |                      |
| (a) Capital advances  | -                               | -                               | -                               |                      |
| (b) Excise paid under protest   | -                               | -                               | -                               |                      |
| (c) Others  | 473.61                          | 473.61                          | -                               |                      |
| <b>Total</b>  | <b>473.61</b>                   | <b>473.61</b>                   | -                               |                      |
| <b>10 Inventories (At lower of cost and net realisable value)</b>                   |                                 |                                 |                                 | (Amount in ₹ '000/-) |
| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> | <b>As at<br/>April 01, 2022</b> |                      |
| (a) Raw materials   | -                               | -                               | -                               |                      |
| (b) Work-in-progress  | -                               | -                               | -                               |                      |
| (c) Finished goods (including stock-in-trade)                                       | -                               | -                               | -                               |                      |
| (d) Stores and spares & Other Stocks  | 17,419.50                       | 43,030.39                       | 15,884.84                       |                      |
| <b>Total</b>  | <b>17,419.50</b>                | <b>43,030.39</b>                | <b>15,884.84</b>                |                      |

The cost of inventories recognised as an expense during the year was ₹ NIL (for the year ended March 31, 2023: ₹ NIL).

## 11 Investments

| Particulars                                      | Face Value | As at March 31, 2024 |             | As at March 31, 2023 |             | As at April 1, 2022 |             |
|--|------------|----------------------|-------------|----------------------|-------------|---------------------|-------------|
|  | (in ₹)     | No. of Units         | Amount in ₹ | No. of Units         | Amount in ₹ | No. of Units        | Amount in ₹ |
| Current Investments                              |            |                      |             |                      |             |                     |             |
| - At fair value through profit or loss           |            |                      |             |                      |             |                     |             |
| Non- Trade, Unquoted                             |            |                      |             |                      |             |                     |             |
| <b>Investments in Mutual funds</b>               |            |                      |             |                      |             |                     |             |
|  | -          | -                    | -           | -                    | -           | -                   | -           |
|  | -          | -                    | -           | -                    | -           | -                   | -           |
|  | -          | -                    | -           | -                    | -           | -                   | -           |
|  | -          | -                    | -           | -                    | -           | -                   | -           |
|  | -          | -                    | -           | -                    | -           | -                   | -           |
|  | -          | -                    | -           | -                    | -           | -                   | -           |
| <b>Total</b>                                     |            | -                    | -           | -                    | -           | -                   | -           |
| Aggregate carrying value of unquoted investments |            | -                    | -           | -                    | -           | -                   | -           |
| Aggregate fair value of unquoted investments     |            | -                    | -           | -                    | -           | -                   | -           |

## 12 Trade receivables

(Amount in ₹ '000/-)

| Particulars                | As at March 31, 2024 | As at March 31, 2023 | As at April 01, 2022 |
|----------------------------|----------------------|----------------------|----------------------|
| Unsecured, considered good | 1,53,800.57          | 2,03,466.93          | 2,43,225.23          |
| Doubtful                   | -                    | -                    | -                    |
| <b>Total</b>               | <b>1,53,800.57</b>   | <b>2,03,466.93</b>   | <b>2,43,225.23</b>   |

### Note 1

The average credit period on sales of goods is 0 to 180 days. Credit Risk arising from trade receivables is managed in accordance with the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on a detailed study of credit worthiness and accordingly individual credit limits are defined/modified. The concentration of credit risk is limited due to the fact that the customer base is large. There is no customer representing more than 10% of the total balance of trade receivables.

## 13 Cash and cash equivalents

(Amount in ₹ '000/-)

| Particulars                              | As at March 31, 2024 | As at March 31, 2023 | As at April 01, 2022 |
|--|----------------------|----------------------|----------------------|
| (a) Cash on hand                         | 105.93               | 285.90               | 94.06                |
| (b) Balances with banks                  | 1,036.94             | 139.47               | 119.86               |
| (c) Bank deposits upto 3 months maturity | -                    | -                    | -                    |
| <b>Total</b>                             | <b>1,142.87</b>      | <b>425.37</b>        | <b>213.92</b>        |

| <b>14 Bank balances other than (13) above</b>   |                                 |                                 |                                 | (Amount in ₹ '000/-) |
|---|---------------------------------|---------------------------------|---------------------------------|----------------------|
| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> | <b>As at<br/>April 01, 2022</b> |                      |
| <b>Other bank balances</b>  |                                 |                                 |                                 |                      |
| Bank deposits having maturity beyond 3 months   | -                               | -                               |                                 |                      |
| <b>Total</b>  | <b>-</b>                        | <b>-</b>                        |                                 | <b>-</b>             |
| <b>15 Other current assets</b>  |                                 |                                 |                                 | (Amount in ₹ '000/-) |
| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> | <b>As at<br/>April 01, 2022</b> |                      |
| Unsecured, considered good, unless otherwise stated   |                                 |                                 |                                 |                      |
| (a) Advances recoverable in cash or in kind   |                                 |                                 |                                 |                      |
| Considered good   | 20.00                           | 50.00                           |                                 | -                    |
| Considered doubtful   | -                               | -                               |                                 | -                    |
| Less: Provision for doubtful advances   | -                               | -                               |                                 | -                    |
|   | <b>20.00</b>                    | <b>50.00</b>                    |                                 | <b>-</b>             |
| (b) Other Short Term Loans And Advances   | 0.00                            | 0.00                            |                                 | 525.32               |
| (b) Advance to Employees  | -                               | -                               |                                 | -                    |
| (c) Deposits & Prepaid Expenses   | -                               | -                               |                                 | 68.63                |
| (d) Balances with government authorities  | 2,193.74                        | 2,060.30                        |                                 | 1,415.85             |
| <b>Total</b>  | <b>2,213.74</b>                 | <b>2,110.30</b>                 |                                 | <b>2,009.79</b>      |
| <b>16 Equity share capital</b>  |                                 |                                 |                                 | (Amount in ₹ '000/-) |
| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> | <b>As at<br/>April 01, 2022</b> |                      |
| <b>Authorised share capital</b>   |                                 |                                 |                                 |                      |
| 3,60,00,000 (As at March 31, 2024: 3,60,00,0000; as at April 01, 2023: 3,60,00,000) Equity Shares of ₹ 10/- each with voting rights | 3,60,000.00                     | 3,60,000.00                     |                                 | 3,60,000.00          |
| <b>Total</b>  | <b>3,60,000.00</b>              | <b>3,60,000.00</b>              |                                 | <b>3,60,000.00</b>   |
| <b>Issued, Subscribed and fully paid up</b>   |                                 |                                 |                                 |                      |
| 3,40,22,042 (As at March 31, 2024: 3,40,22,042; as at April 01, 2023: 3,40,22,042) Equity Shares of ₹ 10/- each with voting rights  | 3,40,220.42                     | 3,40,220.42                     |                                 | 3,40,220.42          |
| <b>Forfeited Shares</b>   |                                 |                                 |                                 |                      |
| 35,800 Shares of ₹ 5/- each (As at March 31, 2024: 35,800; as at April 01, 2023: 35,800) Equity Shares of ₹ 5/- each                | 179.00                          | 179.00                          |                                 | 179.00               |
| <b>Total</b>  | <b>3,40,399.42</b>              | <b>3,40,399.42</b>              |                                 | <b>3,40,399.42</b>   |

**Notes:-**

**(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:**

| Particulars                      | Opening Balance | Shares Issued During the Year | Closing Balance |
|----------------------------------|-----------------|-------------------------------|-----------------|
| <b>Equity Shares</b>             |                 |                               |                 |
| <b>Year ended March 31, 2024</b> |                 |                               |                 |
| - Number of shares               | 3,40,57,842     | -                             | 3,40,57,842     |
| - Amount (Amount in ₹)           | 3,40,399.42     | -                             | 3,40,399.42     |
| <b>Year ended March 31, 2023</b> |                 |                               |                 |
| - Number of shares               | 3,40,57,842     | -                             | 3,40,57,842     |
| - Amount (Amount in ₹)           | 3,40,399.42     | -                             | 3,40,399.42     |
| <b>Year ended April 1, 2022</b>  |                 |                               |                 |
| - Number of shares               | 3,40,57,842     | -                             | 3,40,57,842     |
| - Amount (Amount in ₹)           | 3,40,399.42     | -                             | 3,40,399.42     |

**(ii) Terms/ Rights attached to equity shares**

The Company has now only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity share is entitled to one vote per share.

The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of shareholders in the ensuing AGM.

**(iv) Equity shareholder holding more than 5% of equity shares along with the number of equity shares held is as given below:**

| Class of shares / Name of shareholder   | As at March 31, 2024  |                                   | As at March 31, 2023  |                                   | As at March 31, 2022  |                                   |
|---|-----------------------|-----------------------------------|-----------------------|-----------------------------------|-----------------------|-----------------------------------|
|   | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| <b>Equity shares fully paid up</b>  |                       |                                   |                       |                                   |                       |                                   |
| M/s Calibre Rehabs Private Limited ( No of Shares 22468777 of par value of ₹ 10/- each (Previous year No. of Shares 22468777 of par value of ₹ 10/- each)                 | 2,24,68,777           | 66.04%                            | 2,24,68,777           | 66.04%                            | 2,24,68,777           | 66.04%                            |
| Tamilnadu Industrial Development Corporation Limited ( No of Shares 2990000 of par value of ₹ 10/- each (Previous year No. of Shares 2990000 of par value of ₹ 10/- each) | 29,90,000             | 8.79%                             | 29,90,000             | 8.79%                             | 29,90,000             | 8.79%                             |



**17 Other equity**

Refer Statement of Changes in Equity for detailed movement in Equity Balance

**A Summary of Other Equity Balance**

(Amount in ₹ '000/-)

| Particulars                              | As at<br>March 31, 2024 | As at<br>March 31, 2023 | As at<br>April 01, 2022 |
|--|-------------------------|-------------------------|-------------------------|
| (a) Capital Reserve - Government Subsidy | 1,500.00                | 1,500.00                | 1,500.00                |
| (b) Retained earnings                    | (2,68,425.13)           | (2,88,808.77)           | (2,94,767.40)           |
| <b>Total</b>                             | <b>(2,66,925.13)</b>    | <b>(2,87,308.77)</b>    | <b>(2,93,267.40)</b>    |

**B Nature and purpose of reserves**

**(i) Retained earnings**

The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the balance in this reserve and also considering the requirements of the Companies Act, 2013. Thus the amounts reported above are not distributable in entirety.

**18 Borrowings ( Non Current)**

(Amount in ₹ '000/-)

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 | As at<br>April 01, 2022 |
|--|-------------------------|-------------------------|-------------------------|
| <b>Secured - at amortised cost</b>                             |                         |                         |                         |
| (a) Term loans from banks<br>(refer note - (ii) to (iv) below) | -                       | -                       | -                       |
| (b) Debentures (refer note - (i) )                             | -                       | -                       | -                       |
| <b>Unsecured - at amortised cost</b>                           |                         |                         |                         |
| (a) Loans from related party                                   | 1,824.73                | 3,185.26                | 4,862.38                |
| (b) Preference Shares  | -                       | -                       | -                       |
| (c) Term loans from banks                                      | -                       | -                       | -                       |
| <b>Total</b>   | <b>1,824.73</b>         | <b>3,185.26</b>         | <b>4,862.38</b>         |

**19 Provisions (Non Current)**

(Amount in ₹ '000/-)

| Particulars                            | As at<br>March 31, 2024 | As at<br>March 31, 2023 | As at<br>April 01, 2022 |
|--|-------------------------|-------------------------|-------------------------|
| <b>Employee benefits:</b>              |                         |                         |                         |
| (i) Provision for compensated absences | -                       | -                       | -                       |
| (ii) Provision for gratuity            | -                       | -                       | -                       |
| <b>Total</b>                           | <b>-</b>                | <b>-</b>                | <b>-</b>                |

**20 Deferred tax liabilities (Net)**

(Amount in ₹ '000/-)

| Particulars  | As at<br>March 31, 2024 | As at<br>March 31, 2023 | As at<br>April 01, 2022 |
|--|-------------------------|-------------------------|-------------------------|
| <b>(a) Deferred tax liabilities</b>                  |                         |                         |                         |
| (i) Buyback of shares                                | -                       | -                       | -                       |
| (ii) Difference between book and tax<br>depreciation | -                       | -                       | -                       |
| (iii) Other  | -                       | -                       | -                       |
|  | -                       | -                       | -                       |

| Particulars                                  | As at<br>March 31, 2024 | As at<br>March 31, 2023 | As at<br>April 01, 2022 |
|--|-------------------------|-------------------------|-------------------------|
| <b>(b) Deferred tax assets</b>               |                         |                         |                         |
| (i) Disallowances under Income Tax           | -                       | -                       |                         |
| (ii) Provision for doubtful debts & advances | -                       | -                       |                         |
| (iii) Unabsorbed depreciation                | -                       | -                       |                         |
| (iv) MAT Credit Entitlement                  | -                       | -                       |                         |
| (v) Other                                    | -                       | -                       |                         |
|  | -                       | -                       |                         |
| <b>Total</b>                                 | <b>-</b>                | <b>-</b>                |                         |

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority. Further, Since the company has huge carried forward losses and the management of company is not expecting feasible profit in near future the company has not made any provision for deferred tax during the year under consideration.

**21 Borrowings (Current)** (Amount in ₹ '000/-)

| Particulars   | As at<br>March 31, 2024 | As at<br>March 31, 2023 | As at<br>April 01, 2022 |
|---|-------------------------|-------------------------|-------------------------|
| <b>Secured - at amortised cost</b>  |                         |                         |                         |
| - Loans repayable on demand from banks<br>(The bank has sanctioned CC limiton stock and book debts of the companyand current rate of interest on the CC limit as on balance sheet date is @9.50%) | 50,008.06               | -                       | -                       |
| <b>Unsecured - at amortised cost</b>  |                         |                         |                         |
| - Loans repayable on demand from banks  | -                       | -                       |                         |
| - Loans repayable on demand from other  | -                       | -                       |                         |
| <b>Total</b>  | <b>50,008.06</b>        | <b>-</b>                | <b>-</b>                |

**22 Trade payables** (Amount in ₹ '000/-)

| Particulars    | As at<br>March 31, 2024 | As at<br>March 31, 2023 | As at<br>April 01, 2022 |
|----------------|-------------------------|-------------------------|-------------------------|
| Trade payables | 62,001.64               | 2,09,493.80             | 2,37,901.21             |
| <b>Total</b>   | <b>62,001.64</b>        | <b>2,09,493.80</b>      | <b>2,37,901.21</b>      |

The average credit period on purchases of certain goods is 0 to 90 days. No interest is payable on the trade payables for the first 0 to 90 days from the date of invoice. Thereafter, the interest is paid on the outstanding balance. The Company has financial risk management policies in process to ensure that all payables are paid within the pre-agreed credit terms.

**Dues payable to Micro and Small Enterprise**

| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> | <b>As at<br/>April 01, 2022</b> |
|---|---------------------------------|---------------------------------|---------------------------------|
| Principal amount remaining unpaid to any supplier as at the year end  | -                               | -                               | -                               |
| Interest due on the above mentioned principal amount remaining unpaid to any supplier as at the year end                                  | -                               | -                               | -                               |
| Amount of the interest paid by the Company in terms of Section 16   | -                               | -                               | -                               |
| Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the MSM Act. | -                               | -                               | -                               |
| Amount of interest accrued and remaining unpaid at the end of the accounting year   | -                               | -                               | -                               |

**23 Other financial liabilities (Current)**

(Amount in ₹ '000/-)

| <b>Particulars</b>                             | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> | <b>As at<br/>April 01, 2022</b> |
|--|---------------------------------|---------------------------------|---------------------------------|
| (a) Current maturities of long-term borrowings | -                               | -                               | -                               |
| (b) Interest accrued on borrowings             | -                               | -                               | -                               |
| (c) Arrears of dividend Preference shares      | -                               | -                               | -                               |
| (e) Trade / security deposits                  | -                               | -                               | -                               |
| (f) Acceptances                                | -                               | -                               | -                               |
| (g) Others payable                             | 79.68                           | 271.80                          | 144.87                          |
| <b>Total</b>                                   | <b>79.68</b>                    | <b>271.80</b>                   | <b>144.87</b>                   |

**24 Other current liabilities**

(Amount in ₹ '000/-)

| <b>Particulars</b>  | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> | <b>As at<br/>April 01, 2022</b> |
|---|---------------------------------|---------------------------------|---------------------------------|
| (a) Statutory remittances (Net)                               | -                               | -                               | -                               |
| (b) Advances from customers                                   | -                               | -                               | -                               |
| (c) Others (Temporary overdraft account subsequently cleared) | -                               | -                               | -                               |
| <b>Total</b>  | <b>-</b>                        | <b>-</b>                        | <b>-</b>                        |

**25 Provisions (Current)**

(Amount in ₹ '000/-)

| <b>Particulars</b>                      | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> | <b>As at<br/>April 01, 2022</b> |
|---|---------------------------------|---------------------------------|---------------------------------|
| <b>Provision for employee benefits:</b> |                                 |                                 |                                 |
| (i) Provision for employee benefits     | 470.00                          | 450.80                          | 816.40                          |
| (ii) Provision (Others)                 | 4,783.00                        | 357.23                          | 317.64                          |
| <b>Total</b>                            | <b>5,253.00</b>                 | <b>808.03</b>                   | <b>1,134.03</b>                 |

| <b>26 Revenue from operations</b> (Amount in ₹ '000/-) |  |  |
|--|--|--|
| <b>Particulars</b>                                     | <b>For the year ended March 31, 2024</b> | <b>For the year ended March 31, 2023</b> |
| Sale of products                                       | 4,11,928.55                              | 3,87,017.04                              |
| Less: Commission on sales                              | -  | -  |
| <b>Total</b>   | <b>4,11,928.55</b>                       | <b>3,87,017.04</b>                       |

\* This includes sales of products procured from third parties under contract manufacturing arrangement.

| <b>27 Other income</b> (Amount in ₹ '000/-)   |  |  |
|---|--|--|
| <b>Particulars</b>  | <b>For the year ended March 31, 2024</b> | <b>For the year ended March 31, 2023</b> |
| (a) Interest income earned on financial asset that are not designated as at fair value through profit or loss | -  | -  |
| (b) Investments measured at fair value through profit or loss   | -  | -  |
| (c) Unwinding interest income on preference shares  | -  | -  |
| (d) Gain/ (loss) on disposal of property, plant and equipment   | -  | -  |
| (e) Net gain on foreign currency transactions and translation (other than considered as finance cost)         | -  | -  |
| (f) Excess provision / amount no longer payable written back  | -  | -  |
| (g) Guarantee commission received   | -  | -  |
| (h) Provision for doubtful debts written back   | -  | -  |
| (i) Others  | <b>988.02</b>                            | <b>934.32</b>                            |
| <b>Total</b>  | <b>988.02</b>                            | <b>934.32</b>                            |

| <b>28 Cost of materials consumed</b> (Amount in ₹ '000/-) |  |  |
|---|--|--|
| <b>Particulars</b>  | <b>For the year ended March 31, 2024</b> | <b>For the year ended March 31, 2023</b> |
| Opening stock   | 43,030.39                                | 15,884.84                                |
| Add: Purchases *  | 3,52,082.32                              | 4,03,510.77                              |
| Less: Closing stock                                       | 17,419.50                                | 43,030.39                                |
| <b>Cost of materials consumed</b>                         | <b>3,77,693.21</b>                       | <b>3,76,365.21</b>                       |

\* This includes finished goods procured from third parties under contract manufacturing arrangement.

| <b>29 Purchases of stock-in-trade</b> (Amount in ₹) |  |  |
|---|--|--|
| <b>Particulars</b>                                  | <b>For the year ended March 31, 2024</b> | <b>For the year ended March 31, 2023</b> |
| Electrical and Plastic items                        | -  | -  |
| <b>Total</b>  | <b>-</b>                                 | <b>-</b>                                 |

**30 Changes in inventories of finished goods (including stock in trade) and Work-in-Progress**

(Amount in ₹ '000/-)

| <b>Particulars</b>  | <b>For the<br/>year ended<br/>March 31, 2024</b> | <b>For the<br/>year ended<br/>March 31, 2023</b> |
|---|--|--|
| <b>Inventories at the end of the year:</b>                |  |  |
| (a) Finished goods (including stock-in-trade)             | -  | -  |
| (b) Work-in-progress                                      | -  | -  |
| <b>Total</b>  | -  | -  |
| <b>Inventories at the beginning of the year:</b>          |  |  |
| (a) Finished goods  | -  | -  |
| (c) Work-in-progress                                      | -  | -  |
| (c) Add: Stock transfer pursuant to Scheme of Arrangement | -  | -  |
| <b>Total</b>  | -  | -  |
| <b>Net (increase) / decrease</b>                          | -  | -  |

**31 Employee benefits expense**

(Amount in ₹ '000/-)

| <b>Particulars</b>   | <b>For the<br/>year ended<br/>March 31, 2024</b> | <b>For the<br/>year ended<br/>March 31, 2023</b> |
|--|--|--|
| (a) Salaries and wages<br>(Including ₹ 18.00 lacs given to Mr. Janayash Desai one of director<br>of the company) | 3,511.43   | 2,475.13   |
| (b) Contributions to provident and other funds   |  |  |
| (c) Staff welfare expenses   | -  | -  |
| <b>Total</b>   | <b>3,511.43</b>                                  | <b>2,475.13</b>                                  |

**32 Finance costs**

(Amount in ₹ '000/-)

| <b>Particulars</b>               | <b>For the<br/>year ended<br/>March 31, 2024</b> | <b>For the<br/>year ended<br/>March 31, 2023</b> |
|----------------------------------|--|--|
| (a) Interest costs on borrowings | 1,939.31   | 35.73  |
| (b) Other borrowing costs        | 32.84  |  |
| <b>Total</b>                     | <b>1,972.15</b>                                  | <b>35.73</b>                                     |

**33 Other expenses**

(Amount in ₹ '000/-)

| <b>Particulars</b>                        | <b>For the<br/>year ended<br/>March 31, 2024</b> | <b>For the<br/>year ended<br/>March 31, 2023</b> |
|---|--|--|
| (a) Consumption of stores and spare parts | -  | -  |
| (b) Power and fuel                        | 38.97  | 67.40  |
| (c) Rent including lease rentals          | 744.44   | 677.04   |
| (d) Repairs and maintenance - Buildings   | 0.00   | 24.92  |

| <b>Particulars</b>                                     | <b>For the<br/>year ended<br/>March 31, 2024</b> | <b>For the<br/>year ended<br/>March 31, 2023</b> |
|--|--|--|
| (e) Repairs and maintenance - Machinery                |  |  |
| (f) Repairs and maintenance - Others                   |  |  |
| (g) Job work Charges                                   |  |  |
| (h) Insurance  |  |  |
| (i) Rates and taxes                                    | 144.42   | 35.82  |
| (j) Travelling and conveyance                          | 155.52   |  |
| (k) Telephone Charges                                  | 7.25   | 5.55   |
| (l) Fees & Charges                                     | 710.00   | 1,027.30   |
| (m) Payments to auditors (refer note below)            | 100.00   | 100.00   |
| (n) Prior Period Expenses                              |  |  |
| (o) Allowance for doubtful debts and advances          |  |  |
| (p) Printing & Stationery                              | 49.10  | 43.20  |
| (q) DPR Expenses                                       | 0.00   | 170.00   |
| (r) Advertisement and sales promotion expense          | 297.77   | 56.30  |
| (s) Legal and professional expense                     | 1,010.34   | 629.78   |
| (t) Postage & Courier Expenses                         | 13.97  | 7.63   |
| (u) General expenses                                   | 1,393.94   | 55.06  |
| (v) Service Charges                                    | 7.26   |  |
| (w) Subscription Charges                               | 0.00   | 13.50  |
| <b>Total</b>   | <b>4,672.97</b>                                  | <b>2,913.49</b>                                  |
| <b>Payments to auditors:</b>                           |  |  |
| (a) For audit  | 100.00   | 100.00   |
| (b) For taxation matters                               | -  | -  |
| (c) For other services (including certifications fees) | -  | -  |
| (d) For reimbursement of expenses                      | -  | -  |
| <b>Total</b>   | <b>100.00</b>                                    | <b>100.00</b>                                    |

### 34. Basic and Diluted Earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

| <b>Particulars</b>  | <b>For the<br/>year ended<br/>March 31, 2024</b> | <b>For the<br/>year ended<br/>March 31, 2023</b> |
|---|--|--|
| Profit after tax (Amount in ₹)  | 5,958.63   | 5,580.50   |
| Weighted average number of equity shares for the purposes of basic and diluted earnings per share | 34,057.84  | 34,057.84  |
| Basic and Diluted Earnings per share (Face value of ₹ 10 each)                                    | 0.60   | 0.17   |

**35** Other debit/adjustment during the year in the Retained Earnings, Statement of Changes in the Other Equity of ₹ NIL in respect of certain accounts/entries on introduction of Ind AS .

**36** The Company has spent ₹ NIL (Previous Year Nil) towards schemes of Corporate Social Responsibility as prescribed under section 135 of the Companies Act, 2013.

**I.** Gross amount required to be spent by the Company during the year ₹ NIL (Previous Year Nil)

**II. Amount spent during the year on:**

| Particulars                              | (₹ in crore) |
|--|--------------|
| i) Construction/Acquisition of any asset | -<br>(-)     |
| ii) For purposes other than (i) above    | 0<br>(-)     |

**37 Related Party Transactions**

**a. Names of the related parties and description of relationship**

| Sr. No. | Nature of relationship  | Name of Related Parties  |
|---------|---|--|
| 1       | Key Management Personnel  | RUSHABH PATEL<br>KRUNAL PATEL<br>PRIYANKA TRIPATHI<br>JANAYASH DESAI |
| 2       | Relatives of Key Management Personnel   | Smt Komal Gaurav Chokshi   |
| 3       | Holding Company   | Calibre Rehabs Pvt. Ltd.   |
| 4       | Subsidiaries/Step down subsidiaries   | Nil  |
| 5       | Fellow Subsidiaries   | Nil  |
| 6       | Enterprises over which Key Managerial Personnel are able to exercise significant influence /control | Nil  |

**b.1 Transactions during the year with related parties\*:**

| Sr. No | Nature of transactions        | Nature of Relationship |              |                 |                     |  |   | Total |
|--------|-------------------------------|------------------------|--------------|-----------------|---------------------|--|---|-------|
|        |                               | Associate              | Subsidiaries | Holding Company | Fellow Subsidiaries | Entities over KMP exercise significant influence/control | Key Management Personnel Including Directos |       |
| 1      | Purchase of goods/services    | -                      | -            | -               | -                   | -  | -   | -     |
| 2      | Purchase of Fixed Assets      | -                      | -            | -               | -                   | -  | -   | -     |
| 3      | Sale of goods/services        | -                      | -            | -               | -                   | -  | -   | -     |
| 4      | Interest Income               | -                      | -            | -               | -                   | -  | -   | -     |
| 5      | Commission on Guarantee given | -                      | -            | -               | -                   | -  | -   | -     |

| Sr. No | Nature of transactions                                | Nature of Relationship |              |                 |                     |  | Key Management Personnel Including Directos | Total     |
|--------|---|------------------------|--------------|-----------------|---------------------|--|---|-----------|
|        |   | Associate              | Subsidiaries | Holding Company | Fellow Subsidiaries | Entities over KMP exercise significant influence/control |   |           |
|        |   |                        | -            | -               | -                   | -  | -   | -         |
| 4      | Gaurantee Fees  |                        | -            | -               | -                   | -  | -   | -         |
|        |   |                        | -            | -               | -                   | -  | -   | -         |
| 5      | "Managerial remuneration"                             |                        | -            | -               | -                   | -  | 2,638.13                                    | 2,638.13  |
|        |   |                        | -            | -               | -                   | -  | -   | -         |
| 7      | Sitting Fees  |                        | -            | -               | -                   | -  | -   | -         |
|        |   |                        | -            | -               | -                   | -  | -   | -         |
| 6      | Unsecured Loan/Advance Taken                          |                        | -            | -               | -                   | -  | 8,992.34                                    | 8,992.34  |
|        |   |                        | -            | -               | -                   | -  | (From Directors)                            | -         |
| 7      | Unsecured Loan/Advance repaid                         |                        | -            | -               | -                   | -  | 10,352.87                                   | 10,352.87 |
|        |   |                        | -            | -               | -                   | -  | (From Directors)                            | -         |
| 8      | Loans & advances/Advance Taken                        |                        | -            | -               | -                   | -  | -   | -         |
|        |   |                        | -            | -               | -                   | -  | -   | -         |
| 9      | Loans & advances/Advance Repaid                       |                        | -            | -               | -                   | -  | 30.00                                       | 30.00     |
|        |   |                        | -            | -               | -                   | -  | (from Holding Company)                      | -         |
| 10     | Sales of Assets                                       |                        | -            | -               | -                   | -  | -   | -         |
|        |   |                        | -            | -               | -                   | -  | -   | -         |
| 11     | Equity Investment in the Subsidiary                   |                        | -            | -               | -                   | -  | -   | -         |
|        |   |                        | -            | -               | -                   | -  | -   | -         |
| 12     | Professoanl fees Payment                              |                        | -            | -               | -                   | -  | -   | -         |
|        |   |                        | -            | -               | -                   | -  | -   | -         |
| 13     | Sale/ transfer of Equity Investment in the Subsidiary |                        | -            | -               | -                   | -  | -   | -         |
|        |   |                        | -            | -               | -                   | -  | -   | -         |
| 14     | Reimbursement of Expenses                             |                        | -            | -               | -                   | -  | -   | -         |
|        |   |                        | -            | -               | -                   | -  | -   | -         |



## 38 Financial instruments

### 1 Capital management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Company consists of net debt and total equity of the Company.

#### 1.1 Gearing ratio

The gearing ratio at the end of the reporting period was as follows. (Amount in ₹ '000/-)

| Particulars                                    | As at<br>March 31, 2024 | As at<br>March 31, 2023 | As at<br>March 31, 2022 |
|--|-------------------------|-------------------------|-------------------------|
| Debt (i)                                       | 51,832.79               | 3,185.26                | 4,862.38                |
| Cash and bank balances ( Refer Note 13 and 14) | (1,142.87)              | (425.37)                | (213.92)                |
| <b>Net debt</b>                                | <b>50,689.92</b>        | <b>2,759.89</b>         | <b>4,648.46</b>         |
| <b>Total equity</b>                            | <b>73,474.29</b>        | <b>53,090.65</b>        | <b>47,132.02</b>        |
| <b>Net debt to equity ratio</b>                | <b>68.99%</b>           | <b>5.20%</b>            | <b>9.86%</b>            |

(i) Debt is defined as long-term and short term borrowing, as described in notes 18, 21 and 23

### 2 Categories of financial instruments

(Amount in ₹ '000/-)

| Particulars   | As at March 31, 2024 |                    | As at March 31, 2023 |                    | As at March 31, 2022 |                    |
|---|----------------------|--------------------|----------------------|--------------------|----------------------|--------------------|
|   | Carrying values      | Fair values        | Carrying values      | Fair values        | Carrying values      | Fair values        |
| <b>Financial assets</b>   |                      |                    |                      |                    |                      |                    |
| Measured at amortised cost  |                      |                    |                      |                    |                      |                    |
| Investments   | -                    | -                  | -                    | -                  | -                    | -                  |
| Loans   | 1,444.09             | 1,444.09           | 992.75               | 992.75             | 13,287.37            | 13,287.37          |
| Trade receivables   | 1,53,800.57          | 1,53,800.57        | 2,03,466.93          | 2,03,466.93        | 2,43,225.23          | 2,43,225.23        |
| Cash and cash equivalents   | 1,142.87             | 1,142.87           | 425.37               | 425.37             | 213.92               | 213.92             |
| Bank balances other than above cash and cash equivalents                            | -                    | -                  | -                    | -                  | -                    | -                  |
| <b>Total Financial Assets carried at amortised cost (A)</b>                         | <b>1,56,387.53</b>   | <b>1,56,387.53</b> | <b>2,04,885.05</b>   | <b>2,04,885.05</b> | <b>2,56,726.52</b>   | <b>2,56,726.52</b> |
| <b>Measured at fair value through profit and loss</b>                               |                      |                    |                      |                    |                      |                    |
| Current investments in mutual funds   | -                    | -                  | -                    | -                  | -                    | -                  |
| Foreign currency forward contracts not designated in hedge accounting relationships | -                    | -                  | -                    | -                  | -                    | -                  |
| <b>Total Financial Assets at fair value through profit and loss (B)</b>             | <b>-</b>             | <b>-</b>           | <b>-</b>             | <b>-</b>           | <b>-</b>             | <b>-</b>           |
| <b>Total Financial Assets (A+B)</b>   | <b>1,56,387.53</b>   | <b>1,56,387.53</b> | <b>2,04,885.05</b>   | <b>2,04,885.05</b> | <b>2,56,726.52</b>   | <b>2,56,726.52</b> |
| <b>Financial liabilities</b>  |                      |                    |                      |                    |                      |                    |

| Particulars   | As at March 31, 2024 |                    | As at March 31, 2023 |                    | As at March 31, 2022 |                    |
|---|----------------------|--------------------|----------------------|--------------------|----------------------|--------------------|
|   | Carrying values      | Fair values        | Carrying values      | Fair values        | Carrying values      | Fair values        |
| Measured at amortised cost                              |                      |                    |                      |                    |                      |                    |
| Non-current liabilities                                 |                      |                    |                      |                    |                      |                    |
| Non-current borrowings *                                | 1,824.73             | 1,824.73           | 3,185.26             | 3,185.26           | 4,862.38             | 4,862.38           |
| <b>Current liabilities</b>                              |                      |                    |                      |                    |                      |                    |
| Short-term borrowings                                   | 50,008.06            | 50,008.06          | -                    | -                  | -                    | -                  |
| Trade payables  | 62,001.64            | 62,001.64          | 2,09,493.80          | 2,09,493.80        | 2,37,901.21          | 2,37,901.21        |
| Other financial liabilities                             | 79.68                | 79.68              | 271.80               | 271.80             | 144.87               | 144.87             |
| <b>Financial Liabilities measured at amortised cost</b> | <b>1,13,914.11</b>   | <b>1,13,914.11</b> | <b>2,12,950.86</b>   | <b>2,12,950.86</b> | <b>2,42,908.45</b>   | <b>2,42,908.45</b> |
| <b>Total Financial Liabilities</b>                      | <b>1,13,914.11</b>   | <b>1,13,914.11</b> | <b>2,12,950.86</b>   | <b>2,12,950.86</b> | <b>2,42,908.45</b>   | <b>2,42,908.45</b> |

\* The fair value of the Company's fixed interest borrowings are determined by using Discounted cash flow method.

### 3 Financial risk management objectives

The Company's Corporate finance department provides services to business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse the exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Company seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management on a continuous basis. The Company does not enter into or trade financial instruments, including derivatives for speculative purposes.

### 4 Market risk

The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates due to foreign currency borrowings and variable interest loans. The Company has entered into derivative contracts to manage part of its foreign currency risk. The Company does not enter into derivative contracts to manage risks related to anticipated sales and purchases.

### 5 Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilizing forward foreign exchange contracts and currency options taken at the time of initiation of the booking by the management. Such decision is taken after considering the factors such as upside potential, cost of structure and the downside risks etc. Quarterly reports are submitted to Management Committee on the covered and open positions and MTM valuation.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

| Particulars   | As at March 31, 2024 |             |     | As at March 31, 2023 |     |      | As at March 31, 2022 |             |     |      |             |             |
|---|----------------------|-------------|-----|----------------------|-----|------|----------------------|-------------|-----|------|-------------|-------------|
|   | USD                  | EURO        | INR | Total                | USD | EURO | INR                  | Total       | USD | EURO | INR         | Total       |
|   | (Amount in ₹ '000/-) |             |     |                      |     |      |                      |             |     |      |             |             |
| <b>Financial assets</b>   |                      |             |     |                      |     |      |                      |             |     |      |             |             |
| <b>Non-current financial assets</b>                             |                      |             |     |                      |     |      |                      |             |     |      |             |             |
| Investments   | -                    | -           | -   | -                    | -   | -    | -                    | -           | -   | -    | -           | -           |
| Loans   | -                    | 1,444.09    | -   | 1,444.09             | -   | -    | 992.75               | 992.75      | -   | -    | 13,287.37   | 13,287.37   |
| Others  | -                    | -           | -   | -                    | -   | -    | -                    | -           | -   | -    | -           | -           |
| <b>Total non-current financial assets</b>                       | -                    | 1,444.09    | -   | 1,444.09             | -   | -    | 992.75               | 992.75      | -   | -    | 13,287.37   | 13,287.37   |
| <b>Current financial assets</b>                                 |                      |             |     |                      |     |      |                      |             |     |      |             |             |
| Investments   | -                    | -           | -   | -                    | -   | -    | -                    | -           | -   | -    | -           | -           |
| Trade receivables   | -                    | 1,53,800.57 | -   | 1,53,800.57          | -   | -    | 2,03,466.93          | 2,03,466.93 | -   | -    | 2,43,225.23 | 2,43,225.23 |
| Cash and cash equivalents                                       | -                    | 1,142.87    | -   | 1,142.87             | -   | -    | 425.37               | 425.37      | -   | -    | 213.92      | 213.92      |
| Bank balances other than above                                  | -                    | -           | -   | -                    | -   | -    | -                    | -           | -   | -    | -           | -           |
| <b>Total current financial assets</b>                           | -                    | 1,54,943.44 | -   | 1,54,943.44          | -   | -    | 2,03,892.30          | 2,03,892.30 | -   | -    | 2,43,439.14 | 2,43,439.14 |
| <b>Total financial assets</b>                                   | -                    | 1,56,387.53 | -   | 1,56,387.53          | -   | -    | 2,04,885.05          | 2,04,885.05 | -   | -    | 2,56,726.52 | 2,56,726.52 |
| <b>Financial liabilities</b>                                    |                      |             |     |                      |     |      |                      |             |     |      |             |             |
| <b>Non-current financial liabilities</b>                        |                      |             |     |                      |     |      |                      |             |     |      |             |             |
| Borrowings  | -                    | 1,824.73    | -   | 1,824.73             | -   | -    | 3,185.26             | 3,185.26    | -   | -    | 4,862.38    | 4,862.38    |
| <b>Total non-current financial liabilities</b>                  | -                    | 1,824.73    | -   | 1,824.73             | -   | -    | 3,185.26             | 3,185.26    | -   | -    | 4,862.38    | 4,862.38    |
| <b>Current financial liabilities</b>                            |                      |             |     |                      |     |      |                      |             |     |      |             |             |
| Borrowings  | -                    | 50,008.06   | -   | 50,008.06            | -   | -    | -                    | -           | -   | -    | -           | -           |
| Trade payables  | -                    | 62,001.64   | -   | 62,001.64            | -   | -    | 2,09,493.80          | 2,09,493.80 | -   | -    | 2,37,901.21 | 2,37,901.21 |
| Others  | -                    | 79.68       | -   | 79.68                | -   | -    | 271.80               | 271.80      | -   | -    | 144.87      | 144.87      |
| <b>Total current financial liabilities</b>                      | -                    | 1,12,089.39 | -   | 1,12,089.39          | -   | -    | 2,09,765.60          | 2,09,765.60 | -   | -    | 2,38,046.07 | 2,38,046.07 |
| <b>Total financial liabilities</b>                              | -                    | 1,13,914.11 | -   | 1,13,914.11          | -   | -    | 2,12,930.86          | 2,12,930.86 | -   | -    | 2,42,908.45 | 2,42,908.45 |
| Excess of financial liabilities over financial assets           | -                    | -42,473.42  | -   | -42,473.42           | -   | -    | 80,65,808            | 80,65,808   | -   | -    | (13,818.06) | (13,818.06) |
| <b>Hedge foreign currency risk</b>                              |                      |             |     |                      |     |      |                      |             |     |      |             |             |
| <b>Unhedge foreign currency risk</b>                            | -                    | -42,473.42  | -   | -42,473.42           | -   | -    | 80,65,808            | 80,65,808   | -   | -    | (13,818.06) | (13,818.06) |
| Sensitivity impact on Net liabilities/ (assets) exposure at 10% | -                    | -           | NA  | -                    | -   | -    | NA                   | -           | -   | -    | NA          | -           |

## 5.1 Foreign currency sensitivity analysis

The Company is mainly exposed to USD and EURO currency.

The above table details the Company's sensitivity to a 10% increase and decrease in the INR against relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency risk denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. The sensitivity analysis includes external loans where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower. A negative number below indicates an increase in profit/equity where the INR strengthens 10% against the relevant currency. For a 10% weakening of the INR against the relevant currency, there would be a comparable impact on the profit/equity and the balances below would be positive.

## 5.2 Forward foreign exchange contracts

Company has entered into forward foreign exchange contracts for principal only swap which are in substance forward exchange contracts, not intended for trading or speculation purposes.

## 6 Interest rate risk management

The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The Company has exposure to interest rate risk, arising principally on changes in PLR and LIBOR rates. The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like non-convertible debentures and short term loans. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

The table in 6.1 provides a break-up of the Company's fixed and floating rate borrowings:

### 6.1 Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

The following table provides a break-up of the Company's fixed and floating rate borrowings and interest rate sensitivity analysis.

| Particulars   | As at March 31, 2024 |   | As at March 31, 2023 |   | As at March 31, 2022 |   |
|---------------|----------------------|---|----------------------|---|----------------------|---|
|               | Gross amount<br>(₹)  | Interest rate sensitivity<br>@0.50% (₹) | Gross amount<br>(₹)  | Interest rate sensitivity<br>@0.50% (₹) | Gross amount<br>(₹)  | Interest rate sensitivity<br>@0.50% (₹) |
| Fixed Loan    | -                    | NA                                      | -                    | NA                                      | -                    | NA                                      |
| Variable Loan | 51,832.79            | 259.16                                  | 3,185.26             | 15.93                                   | 4,862.38             | 24.31                                   |
| <b>Total</b>  | <b>51,832.79</b>     | <b>259.16</b>                           | <b>3,185.26</b>      | <b>15.93</b>                            | <b>4,862.38</b>      | <b>24.31</b>                            |

## 7 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company uses publicly available financial information and its own trading records to rate its major customers. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Company does not have significant credit risk exposure to any single counterparty. Concentration of credit risk related to the above mentioned company did not exceed 10% of gross monetary assets at any time during the year. Concentration of credit risk to any other counterparty did not exceed 10% of gross monetary assets at any time during the year.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

### 7.1 Collateral held as security and other credit enhancements

The Company does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets.

## 39 Income Taxes

Income taxes recognised in statement of profit and loss (Amount in ₹ '000/-)

| Particulars   | For the<br>year ended<br>March 31, 2024 | For the<br>year ended<br>March 31, 2023 |
|---|---|---|
| <b>(i) Income tax recognised in the statement of profit and loss</b>      |   |   |
| <b>Current tax</b>  |   |   |
| In respect of the current year  | 4,480.00                                | -                                       |
| Short Provision for tax of earlier years                                  | -                                       | -                                       |
| <b>Deferred tax</b>   |   |   |
| In respect of the current year  | -                                       | -                                       |
| MAT Credit Taken  | -                                       | -                                       |
| <b>Income tax expenses recognised in the statement of profit and loss</b> | <b>4,480.00</b>                         | <b>-</b>                                |
| <b>(ii) Income tax recognised in other comprehensive income</b>           |   |   |
| Deferred Tax : -  |   |   |
| Deferred tax benefit on actuarial gain/(loss) on defined plan             | -                                       | -                                       |
| <b>Income tax expenses recognised in the statement of profit and loss</b> | <b>-</b>                                | <b>-</b>                                |

## 40 Operating lease arrangements

The Company as lessee

Leasing arrangements (Amount in ₹ '000/-)

| Particulars     | For the<br>year ended<br>March 31, 2024 | For the<br>year ended<br>March 31, 2023 |
|-----------------|---|---|
| Office premises | 744.44                                  | 677.04                                  |
| <b>Total</b>    | <b>744.44</b>                           | <b>677.04</b>                           |

**41 Commitments** (Amount in ₹ '000/-)

| Particulars  | For the<br>year ended<br>March 31, 2024 | For the<br>year ended<br>March 31, 2023 | For the<br>year ended<br>March 31, 2022 |
|--|---|---|---|
| Estimated amount of contracts remaining to be executed on capital account and not provided for | -                                       | -                                       |   |

**42 Contingent liabilities** (Amount in ₹ '000/-)

| Particulars  | For the<br>year ended<br>March 31, 2024 | For the<br>year ended<br>March 31, 2023 | For the<br>year ended<br>March 31, 2022 |
|--|---|---|---|
| a. Disputed demand not acknowledged as debt against which the Company has preferred appeal                           | -                                       | -                                       |   |
| b. Performance guarantees given to customers by bankers  | -                                       | -                                       |   |
| c. Corporate guarantees given to Financial Institution/Bank on behalf of Subsidiaries for facilities availed by them | -                                       | -                                       |   |
| <b>Total</b>   | -                                       | -                                       |   |

**Disputed demand not acknowledged as debt against which the Company has preferred appeal**

(Amount in ₹ '000/-)

| Particulars  | For the<br>year ended<br>March 31, 2024 | For the<br>year ended<br>March 31, 2023 | For the<br>year ended<br>March 31, 2022 |
|--------------|---|---|---|
|              | -                                       | -                                       |   |
| <b>Total</b> | -                                       | -                                       |   |

**43 Contingent assets**

There are no contingent assets recognised as at March 31, 2024

**44 Approval of financial statements**

The financial statements were approved for issue by the board of directors on 27<sup>th</sup> May, 2024.

**In terms of our report attached  
For Mayur Shah & Associates  
Chartered Accountant**

Mayur shah  
Partner  
M. No. 36827  
FRN: 106125W

Place: Ahmedabad  
Date: 27/05/2024  
UDIN: 24036827BKCTQD2585

**For and on behalf of the Board of Directors of  
Saptarishi Agro Industries Limited**

Rushabh Patel  
Director & CFO  
(PAN: AULPP4748B)  
(DIN:- 02721107)

Krunal Patel  
Chairman & Director  
(DIN : 02517567)

Priyanka Tripathi  
Company Secretary  
(M.No.: A29454)