

# NARMADA AGROBASE LTD.

Mfg. Delinter Cotton Seeds & Cattle Feed

CIN NO : L15494GJ2013PLC073468



Date: 09/06/2022

To  
National Stock Exchange of India Ltd  
Exchange Plaza, C-1, Block G,  
Bandrakurla Complex,  
Bandra (E), Mumbai – 400051.

**Symbol: NARMADA**  
**SUB: NOTICE AND ANNUAL REPORT 20-21**

Dear Sir,

We are pleased to submit copy of Annual Report of the company for the Financial Year 21-22.

This is to inform you that Annual General Meeting of the company is scheduled to be held on Friday 1<sup>st</sup> July 2022 at 11.30 A.M, through Video Conferencing and Other Audio Visual Means.

Pursuant to Regulation 30(2) read with Schedule III Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith, the Notice of Annual General Meeting.

Kindly take the same in your records.

Yours Faithfully

**FOR NARMADA AGROBASE LIMITED**

*Neeraj*

**NEERAJKUMAR SURESHCHANDRA AGRAWAL**  
**Chairman and Managing Director**  
**DIN: 06473290**



NARMADA  
AGROBASE  
LIMITED



# 2021 - 2022 ANNUAL REPORT



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## ABOUT THE COMPANY

It's been more than three decades to Narmada Agrobase Limited. The Brand was started in the year 1988 and gradually was reconstituted as a Limited company since then the growth is increasing swiftly as a leading Cotton seed meal cake, cattle feeds, processor in India. The company is located in the fast-growing and prosperous city of Ahmedabad in India's western region, imbibing the latest infrastructural facilities, Surrounded by the latest infrastructural facility of transportation, and other amenities necessary for any growing industry, Narmada Agrobase Limited is leading cattle feed industry in western Gujarat.

Narmada has a flagship brand which commands a high reputation worldwide for quality products, efficient services and level of reliability as a stable supplier of quality products in cattle feed Industries. The products offered by us are processed using quality ingredients sourced from the selected vendors of the market. Before packaging and distributing, the raw material is inspected by the Quality Assurance team after being adequately graded and processed.

Our promoters are experienced in our line of business. Our management and employee team combines expertise and experience to outline plans for the future development of the company. Our Company started its operations in the year 2012-13 and since then we have witnessed consistent and stable growth. Our Promoters have significant industry experience and has been instrumental in the consistent growth of our company. We believe that the knowledge and experience of our promoter and management will enables us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhances the growth in the business.

We intend to expand our geographical reach and enter the large domestic market for growth opportunities of our business. We plan to deepen our presence in the existing market and expand our reach and penetrate into the large available market by giving scale down low price solution and grab major market share.



**CHAIRMAN**

“ We Are Striving To Get The  
Best For You Today And  
Tomorrow”

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Dear Shareholders,

It is my privilege to write to you and present the Integrated Report for FY 2021-22. I hope this letter finds you safe and in good health.

The past couple of years have been a period of intense action and reflection. We have seen a global pandemic, geopolitical tensions, supply chain disruptions, the rise of crypto currency and many other public and private upheavals. As the dust settles, and a clearer picture of the world ahead emerges, I believe we are standing at the threshold of a period of great opportunity and growth.

In the face of widespread change, your company has shown remarkable standing and adaptability, coming out stronger and recovering the face, after catastrophic events like the global financial crisis or the pandemic gradually.

Though the financials of the company do not represent the positive aspect for the financial year however we are striving hard to balance the same in the upcoming year and rise at the level like never before.

Businesses, which had just started moving back to normalcy after the end of the first wave, were hit hard by the second wave during the year 2021. The irregular supply chain and the insufficient labour manpower seriously disrupted the production and the normal working of the company. Considering all the Government's guidelines and directions which were issued during the year, company had to keep pace with the movements of the labour in the factory premises. Company couldn't fulfil certain supply commitments in due course leading to inadequate sales in this financial year. Although after the vaccination of the people at large gave some relief to the overall country and economy is also improving day by day. It is assured that in upcoming years we will get come out of this situation and the business of the Company is also expected to be profitable for the stakeholders.

This is the platform where I represent you and convey you the up comings and the general state of company's affairs. My concern was dragged to poultry feeding. Before the twentieth century, poultry were mostly kept on general farms, and foraged for much of their feed, eating insects, grain spilled by cattle and horses, and plants around the farm. This was often supplemented by grain, household scraps, calcium supplements such as oyster shell, and garden waste.

As farming became more specialized, many farms kept flocks too large to be fed in this way, and nutritionally complete poultry feed was developed. Modern feeds for poultry consists largely of grain, protein supplements such as soybean oil meal, mineral supplements, and vitamin supplements. The quantity of feed, and the nutritional requirements of the feed, depend on the weight and age of the poultry, their rate of growth, their rate of egg production, the weather (cold or wet weather causes higher energy expenditure), and the amount of nutrition the poultry obtain from foraging. This results in a wide variety of feed formulations. The substitution of less expensive local ingredients introduces additional variations.

Considering the same company is planning to introduce Multigrain Meal High Protein cattle feed. Multi Grain Meal is highly rich in protein and fibres. This is free from any foul smell and highly suitable for poultry feeding as well. This feed is best for the development for the improve health of the cattle. The minerals, vitamins and protein in the Multi Grain Cattle Feed are enough for their good health. This initiative will encourage the demand for poultry feed also apart from cattle feeds.

Export encouragement is the main focus for the company this year. Company's main client base was from the state of Rajasthan and Gujarat, in view of the demand in the Asia Pacific region which is known to be the dominant region in the cattle feed market share. Asian countries have witnessed higher rate of traction for dairy products, owing to its increased demand from vegan consumers. Company is framing policies and obtain licenses which are required for the export formulation.

Your Company's philosophy is to achieve long- term value to serve the best interest of all stakeholder-shareholders, customers, employees, Government and the society

I wish to thank my colleagues on the Board and team of Narmada Agrobases Limited for responding positively to an unprecedented challenge and most of all, I thank our shareholders for the confidence and faith reposed by them in the Board and the Management team, which has in my view geared up to take on more challenges. I can say with confidence the Company will improve its performance further in the coming years. This is however only possible through tireless efforts; dedication and commitment of our team who have helped us reach where we are now and look forward to their continued commitment in the journey forward.

## NOTICE

Notice is hereby given that the 10<sup>th</sup> Annual General Meeting of **NARMADA AGROBASE LIMITED** will be held on Friday 01<sup>st</sup> July, 2022 at 11.30 A.M. through video conferencing (“VC”)/other Audio-Visual Means (“OAVM”), to transact the following business:

### **AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements comprising of Balance Sheet as at 31<sup>st</sup> March, 2022, Profit and Loss Account of the Company and Cash Flow Statement for the year ended on that date together with the Report of Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors as circulated to the members and laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Suresh Chandra Gupta (DIN: 06473269) who retires by rotation and being eligible, offers himself for re-appointment. and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Suresh Chandra Gupta (DIN: 06473269), who retires by rotation at this meeting and being eligible has offered himself for re-appointment and be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### **AS SPECIAL BUSINESS**

3. **Appointment of Miss. Pooja Aidasani (DIN: 09627366) as an Independent Director of the Narmada Agrobases Limited.**

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 152, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

and also provisions of Articles of Association of the Company, Pooja Aidasani (DIN: 09627366) who was appointed as an Additional Director and also as an Independent Non Executive Director of the Company by the Board of Directors with effect from 6<sup>th</sup> June, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 and as recommended by Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2021-2022 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and who has submitted a Declaration that she meets the criteria for Independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Non Executive Director of the Company, not liable to retire by rotation to hold office for five consecutive years from date of her appointment, on such remuneration by way of sitting fees, commission and other permissible fees plus out-of pocket expenses, as approved by the Board of Directors.

4. **Appointment of Mr. Gaurav Dineshkumar Agarwal (DIN: 09627363) as an Independent Director of the Narmada Agrobases Limited**

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 152, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, Gaurav Dineshkumar Agarwal (DIN: 09627363) who was appointed as an Additional Director and also as an Independent Non Executive Director of the Company by the Board of Directors with effect from 6<sup>th</sup> June, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 and as recommended by Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2021-2022 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and who has submitted a Declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Non Executive Director of the Company, not liable to retire by rotation to hold office for five consecutive years from date of his appointment, on such remuneration by way of sitting fees, commission and other permissible fees plus out-of pocket expenses, as approved by the Board of Directors.

5. **To consider and approve re-appointment of Mr. Neerajkumar Sureshchandra Agrawal as Chairman cum Managing Director and payment of remuneration:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time), read with Schedule V of the Companies Act, 2013 and pursuant to the provisions of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and as recommended and approved by Nomination and Remuneration Committee and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Neerajkumar Sureshchandra Agrawal (DIN: 06473290) as Managing Director of the Company for a further period of (Five) years with effect from 18th December 2022 upto 17th December, 2027 upon the terms and conditions including remuneration by way of Salary of Rs. 150000 per month with a power to Board to revise it upto not exceeding Rs. 5,00,000/- per month plus Perquisites and Allowances for the period of 3 years from 18th December 2022 upto 17th December, 2025 and more particularly mentioned in the Explanatory Statement annexed herewith.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “Board”) be and is hereby authorized to vary and/or modify the terms and conditions of the re-appointment including remuneration payable (upto Rs. 500000) Mr. Neerajkumar Sureshchandra Agrawal (DIN: 06473290) in such manner as recommended by Nomination and Remuneration Committee and as may be agreed to by the Board Mr. Neerajkumar Sureshchandra Agrawal (DIN: 06473290) and within the limits as prescribed in Schedule V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the said period of 3 (three) years from 18th December 2022 upto 17th December, 2025, the remuneration as mentioned above and more particularly mentioned in the Explanatory Statement here under shall be paid to Mr. Neerajkumar Sureshchandra Agrawal (DIN: 06473290) as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein to the Directors or Officers of the Company or to any Committee of Directors to give effect to the aforesaid resolution.

6. **To consider and approve re-appointment of Mr. Suresh Chandra Gupta as Whole Time Director and payment of remuneration:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time), read with Schedule V of the Companies Act, 2013 and pursuant to the provisions of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and as recommended and approved by Nomination and Remuneration Committee and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Mr. Suresh Chandra Gupta (DIN : 06473269), as Whole Time Director of the Company for a further period of (Five) years with effect from 18th December 2022 upto 17th December, 2027 upon the terms and conditions including remuneration by way of Salary of Rs. 1,50,000 per month with a power to Board to revise it upto not exceeding 5,00,000/- per month plus Perquisites and Allowances for the period of 3 years 18th December 2022 upto 17th December, 2025 and more particularly mentioned in the Explanatory Statement annexed herewith.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “Board”) be and is hereby authorized to vary and/or modify the terms and conditions of the re-appointment including remuneration payable Mr. Suresh Chandra Gupta (DIN : 06473269), in such manner as recommended by Nomination and Remuneration Committee and as may be agreed to by the Board Mr. Suresh Chandra Gupta (DIN : 06473269), and within the limits as prescribed in Schedule V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the said period of 3 (three) years from 18th December 2022 upto 17th December, 2025, the remuneration as mentioned above and more particularly mentioned in the Explanatory Statement here under shall be paid to Mr. Suresh Chandra Gupta (DIN : 06473269), as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein to the Directors or Officers of the Company or to any Committee of Directors to give effect to the aforesaid resolution.

7. **Re-Appointment of Mr. Suresh Chandra Gupta (DIN: 06473269) as Whole Time Director after the age of 70 years.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196(3), 197 read with 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), consent of the members be and is hereby accorded for the continuation of the holding of the office of Whole-Time Director by Mr. Suresh Chandra Gupta (DIN : 06473269) on attaining the age of 70 years for the present term of appointment till 18<sup>th</sup> December 2022 and for further re-appointment term as a Whole-time Director of the Company from 18<sup>th</sup> December, 2022 to 17<sup>th</sup> December, 2027

8. **To Re-appoint Mr. Ganesh Bhavarlal Prajapati having DIN: 08014721 as Independent Director of the company for the second term of 5 years**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the companies act 2013 and the Companies (Appointment and Qualifications of Directors) , Rules 2014, Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, including any statutory amendment(s) thereto or re-enactment(s) thereof for the time being in force, and as recommended by Nomination and Remuneration Committee, Mr. Ganesh Bhavarlal Prajapati (DIN: 08014721), who was appointed as an Additional Independent Director at the Board Meeting held on 7<sup>th</sup> December 2017 and was further regularised as Independent Director of the company, at the Annual General Meeting held on 28th September 2018 and who holds office of Independent Director up to 7th December 2022 and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Companies Act 2013, and who is eligible for re-appointment for a second term under the provisions of the companies act 2013 and the rules framed thereunder be and is hereby re-appointed as an Independent Director of the company for the 2nd term with effect from 8th December 2022 till 7th December 2027 and the term shall not be subject to retirement by rotation,.”

9. **To Reappoint Mrs. Nidhi Dineshbhai Patel having DIN: 08014773 as Independent Director of the company for the second term of 5 years**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the companies act 2013 and the Companies (Appointment and Qualifications of Directors) , Rules 2014, Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, including any statutory amendment(s) thereto or re-enactment(s) thereof for the time being in force, and as recommended by Nomination and Remuneration Committee, Mrs. Nidhi Dineshbhai Patel (DIN: 08014773), who was appointed as an Additional Independent Director at the Board Meeting held on 7<sup>th</sup> December 2017 and was further regularised as Independent Director of the company, at the Annual General Meeting held on 28th September 2018 and who holds office of Independent Director up to 7th December 2022 and who has submitted a declaration that she meets the criteria of independence under section 149(6) of the Companies Act 2013, and who is eligible for re-appointment for a second term under the provisions of the companies act 2013 and the rules framed thereunder be and is hereby re-appointed as an Independent Director of the company for 2<sup>nd</sup> term with effect from 8th December 2022 to 7th December 2027 and the term shall not be subject to retirement by rotation.

By order of the Board of Directors  
**NARMADA AGROBASE LIMITED**

CS Nidhi Jain  
Company Secretary & Compliance Officer

Date: 06/06/2022  
Place: Ahmedabad

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 02/2022 and 03/2022 dated May 5, 2022, 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19”, General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 respectively in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”) 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 MCA Circulars, the 10<sup>th</sup> AGM of the Company is being held through VC/OAVM on 1<sup>st</sup> July 2022. The deemed venue for the 10<sup>th</sup> Annual General Meeting shall be the corporate office of the company, at 401, Silicon Tower, Above Freezeland Restaurant, Law Garden Navrangpura Ahmedabad 380009.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 2 to 11 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 2 to 9 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment and re-appointment at this AGM are also annexed.

3. In terms of provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company being exempted from E-Voting, is not providing e-Voting facility as per Provisions of Companies Act, 2013 SME listed Company is not Mandatory to provide E-voting Facility.

Therefore, in terms the provisions of section 108 of the Companies Act, 2013, at any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109 or the voting is carried out electronically, be decided on a show of hands. However as the AGM is conducted through VC or OAVM the members voting in the AGM need to send their approval by Text in the Chat Box during the passing of the Resolution and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.

Every Member entitled to vote on a Resolution and present in person shall have only one vote irrespective of the number of shares held by him.

In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to Vote.

A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.

The Members of the Company holding shares on the “cut-off date” of 24<sup>th</sup> June, 2022 are entitled to vote on the resolutions proposed. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.

Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 24<sup>th</sup> June, 2022, may obtain the Link/User ID and password by sending email to company at [infonarmadaagrobase@gmail.com](mailto:infonarmadaagrobase@gmail.com).

The results of the voting will be placed by the Company on its website [www.narmadaagrobase.com](http://www.narmadaagrobase.com) within 48 hours from the conclusion of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.

4. 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.

5. In terms of the provisions of Section 152 of the Act, Shri Suresh Chandra Gupta, Whole- Time Director of the Company, retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.

6. Mr. Suresh Chandra Gupta is interested in the Ordinary Resolutions set out at Item Nos. 2, of the Notice with regard to his re-appointment. Mr. Neerajkumar Sureshchandra Agrawal, Executive Director, being related to Mr. Suresh Chandra Gupta, may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. The other relatives of Suresh Chandra Gupta may be deemed to be interested in the resolutions set out at Item Nos. 2 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 Ordinary Business set out under Item Nos. 1 and 2 of the Notice. Details of Director retiring by rotation / seeking appointment / re-appointment at this Meeting is provided in the “Annexure” to the Notice.

7. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

#### **Dispatch of Annual Report through Electronic Mode:**

8. In compliance with the MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. However in this respect company is publishing advertisement in the English as well as Vernacular language newspapers seeking shareholders to register their Email address whose email addresses are not registered with the company/Depositories.

Members may note that the Notice and Annual Report 2021-22 will also be available on the Company’s website [www.narmadaagrobase.com](http://www.narmadaagrobase.com), websites of the Stock Exchange, i.e., National Stock Exchange of India Limited.

9. For receiving all communication (including Annual Report) from the Company electronically:

(a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company 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 and Adhar card at [infonarmadaagrobase@gmail.com](mailto:infonarmadaagrobase@gmail.com) or to KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)/ [raghu.veedha@kfintech.com](mailto:raghu.veedha@kfintech.com) (company’s Registrars)

(b) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.

#### **Procedure for joining the AGM through VC/OAVM:**

10. The Company will provide VC / OAVM facility to its Members for participating at the AGM. and the Link/Login Id Password to participate in the AGM will be provided in the Email to the members who are registered with the company as on the cut off date 23rs June 2022. Members will be able to attend the AGM through VC/OAVM by following the procedure as laid down in the Email.

All shareholders attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.

- (a) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- (b) Institutional Shareholders (i.e., members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution/authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Company's email ID: [infonarmadaagrobases@gmail.com](mailto:infonarmadaagrobases@gmail.com). Such authorisation shall contain necessary authority in favour of its authorised representative(s) to attend the AGM.
- (c) Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.
  1. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
  2. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
  3. Members who need assistance before or during the AGM, can contact Narmada Agrobases Limited on [infonarmadaagrobases@gmail.com](mailto:infonarmadaagrobases@gmail.com). Kindly quote your name, DP ID-Client ID / Folio no. in all your communications.
  4. 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 i.e 24<sup>th</sup> June, 2022 only shall be entitled to vote at the meeting or participation at the AGM and voting through show of Hands or by agreeing by sending a Text in Chat Box. A person who is not a Member as on the Cut-off Date, should treat the Notice for information purpose only.
  5. 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 [infonarmadagrobases@gmail.com](mailto:infonarmadagrobases@gmail.com)

6. 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 Tuesday, June 21, 2022 through email on [infonarmadaagrobases@gmail.com](mailto:infonarmadaagrobases@gmail.com) The same will be replied by the Company suitably.

**NOTE:** E-voting Facility shall not apply to companies referred to in Chapter XB or Chapter XC of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “ICDR regulations”) along with companies with less than 1000 members. Chapter XB of the ICDR regulations deals with the issue of specified securities by small and medium enterprises and Chapter XC of the ICDR regulations relates to listing on the exchange made possible without bringing an initial public offer by small-and-medium enterprises (“SMEs”).

**ANNEXURE TO NOTICE  
STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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

**Item No. 3: To appoint Miss Pooja Aidasani as Independent Director of the Company**

Miss Pooja Aidasani, was appointed by the Board as an Additional Director with effect from 6th June, 2022 consequent to her appointment as Independent Director of Narmada Agrobases Limited and as per the provisions contained under Section 161 of the Companies Act, 2013, the “Additional Director” so appointed shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Miss Pooja Aidasani, as an Additional Director, holds office up to the date of this Annual General Meeting. In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if she or some member intending to propose her as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under her hand signifying her candidature as a Director, or the intention of such member to propose her as a candidate for that office, as they case may be, along with deposit of one lakh rupees.

Accordingly, Company has received a notice from a member proposing candidature of Miss Pooja Aidasani, for the office of Director in terms of Section 160 of the Companies Act, 2013.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

Miss Pooja Aidasani has also given a declaration to the company that she meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification

Company affirmed that the Director being appointed are not debarred from holding the office of director by virtue of any SEBI order or any other such authority

#### **Item No. 4: To appoint Mr. Gaurav Dineshkumar Agarwal as Independent Director of the Company**

Mr. Gaurav Dineshkumar Agarwal , was appointed by the Board as an Additional Director with effect from 6th June, 2022 consequent to his appointment as Independent Director of Narmada Agrobases Limited and as per the provisions contained under Section 161 of the Companies Act, 2013, the “Additional Director” so appointed shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Gaurav Dineshkumar Agarwal, as an Additional Director, holds office up to the date of this Annual General Meeting. In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees.

Accordingly, Company has received a notice from a member proposing candidature of Mr. Gaurav Dineshkumar Agarwal, for the office of Director in terms of Section 160 of the Companies Act, 2013.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

Mr. Gaurav Dineshkumar Agarwal has also given a declaration to the company that she meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification

Company affirmed that the Directors being appointed are not debarred from holding the office of director by virtue of any SEBI order or any other such authority

#### **Item no. 5**

#### **To re-appoint Mr. Neerajkumar Sureshchandra Agrawal (DIN: 06473290) as Chairman cum Managing Director of the Company.**

Mr. Neerajkumar Sureshchandra Agrawal (DIN: 06473290) was appointed as the Managing Director of the Company for a period of five years effective from 18th December 2017 till 17th December 2022, liable to retire by rotation. Considering the significant contribution made by Mr. Neerajkumar Sureshchandra Agrawal towards the growth of the Company during last five years, the Board of Directors of the Company at its meeting held on 6th June 2022 has, subject to the approval of the Shareholders, re-appointed Mr. Neerajkumar Sureshchandra Agrawal as Managing Director of the Company for another term of 5 (five) years with effect from 18th December, 2022 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

The shareholders of the Company in the Extra Ordinary General Meeting held on 18th December had authorised the Board of Directors of the Company to approve the remuneration to be paid to Mr. Neerajkumar Sureshchandra Agrawal during his term as Managing Director (until December 17, 2022) on the

recommendations of the Nomination and Remuneration Committee the by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, as the case may be, not exceeding Rs. 1,00,000 per month, subject to the limits prescribed in Schedule V of the Companies Act 2013.

Accordingly, approval is also sought by the shareholders in the ensuing AGM to fix remuneration in the form of fixed compensation (which includes salary and allowance, perquisites and statutory contribution & retirement benefits), to pay the remuneration by way of salary, perquisites and allowances of Rs. 150,000/- per month with a power to Board to vary up to Rs 500000/- per month on the recommendations of the Nomination and Remuneration Committee.

Mr. Neerajkumar Sureshchandra Agrawal, Managing Director shall be in charge of the management of the affairs of the Company and he shall perform such duties and exercise such powers as may be entrusted to him from time to time by the Board of Directors and shareholders except such matters which are specifically to be done by the Board of Directors under the Articles of Association of the Company or under the Act and the rules made thereunder or under SEBI (LODR) Regulations, 2015.

Mr. Neerajkumar Sureshchandra Agrawal shall be liable to retire by rotation in accordance with Section 152 of the Companies Act, 2013 and there will be no break in his office as Managing Director in case he is re-appointed by the shareholders.

Company affirmed that the Directors being appointed are not debarred from holding the office of director by virtue of any SEBI order or any other such authority

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

#### **Item no. 6**

#### **To re-appoint Mr. Suresh Chandra Gupta (DIN: 06473269) as Whole-Time Director of the Company.**

The Shareholders of the Company, at their Extra Ordinary General Meeting held on 18<sup>th</sup> December 2017 appointed Suresh Chandra Gupta (DIN: 06473269) as Whole-time Director of the Company for a term of five years upto 17<sup>th</sup> December, 2022, liable to retire by rotation. The Board of Directors and the Nomination and Remuneration Committee, approved re-appointment of Suresh Chandra Gupta as Whole-time Director, for a further period of 5 (five) years from 18<sup>th</sup> December, 2022 upto 17<sup>th</sup> December, 2027, subject to approval of Shareholders at this Annual General Meeting. Mr. Suresh Chandra Gupta (DIN: 06473269) has in-depth knowledge about the Company, he has strong technical and analytical skills and expertise for leading the Corporate Finance function, including Risk and Internal Control. Mr Sonalker is the Key Managerial Personnel of the Company.

The shareholders of the Company in the Extra Ordinary General Meeting held on 18th December had authorised the Board of Directors of the Company to approve the remuneration to be paid to Mr. Suresh Chandra Gupta (DIN: 06473269) during his term as Whole-Time Director (until December 17, 2022) on the recommendations of the Nomination and Remuneration Committee the by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, as the case may be, not exceeding Rs. 1,00,000 per month, subject to the limits prescribed in Schedule V of the Companies Act 2013.

Accordingly, approval is also sought by the shareholders in the ensuing AGM to fix remuneration in the form of fixed compensation (which includes salary and allowance, perquisites and statutory contribution & retirement benefits), to pay the remuneration by way of salary, perquisites and allowances of Rs. 150,000/- per month with a power to Board to vary up to Rs 5,00,000/- per month on the recommendations of the Nomination and Remuneration Committee.

Mr. Suresh Chandra Gupta has granted the consent for his re-appointment as a whole-time director. Further, as per confirmation received from him, he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Company affirmed that the Directors being appointed are not debarred from holding the office of director by virtue of any SEBI order or any other such authority

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

**Information required pursuant to Schedule V of the Companies Act, 2013 read along with Section 196 and 197 of the Companies Act, 2013.**

**I. GENERAL INFORMATION:**

**(1) Nature of industry:**

The Company is operating in one segment i.e. cattle feed and seeds.

**(2) Date of commencement of commercial production:**

The Company commenced its operation in 2012

**(3) In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus**

The Company is in existence since 2012

**(4) Financial performance based on given indicators**

Following is the financial performance of the Company since last 3 years:

<b>Financial Year</b>	<b>Revenue from Operations</b>	<b>Profit before Tax</b>	<b>Net Profit after Tax</b>
<b>2020-21</b>	5825.69 Lacs	100.80 Lacs	75.43 Lacs
<b>2019-20</b>	6158.49 Lacs	105.39 Lacs	78.84 Lacs
<b>2018-19</b>	4750 Lacs	66.94 Lacs	49.54 Lacs

**(5) Foreign investments or collaborators, if any. Not Applicable**

**II. INFORMATION ABOUT THE APPOINTEES:**

**(1) Background details:**

<b>Name</b>	<b>Neeraj Agrawal</b>	<b>Suresh Chandra Gupta</b>
<b>Age</b>	46	70
<b>Experience</b>	22	45

**(2) Past Remuneration:**

<b>Name</b>	<b>Neeraj Agrawal</b>	<b>Suresh Chandra Gupta</b>
<b>Salary</b>	9,00,000	9,00,000
<b>Perquisites</b>	-	-

**(3) Recognition or awards: NA**

**(4) Job profile and their suitability:**

Informed above.

**(5) Remuneration proposed:**

It is proposed to increase the remuneration to Mr. Neerajkumar Agrawal and Mr. Sureshchnadra Gupta by way of Salary from ` at rs. 150000 per month each plus perquisites and allowances for the period with a power to Board to increase upto Rs. 500000/-.

**(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The proposed remuneration to be paid Directors is adequate and at par with the industry scale, size and profitability of the Company.

**(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.**

Both of them hold shares in the company details of same are given above,

**III. OTHER INFORMATION:**

**(1) Reasons of inadequate profits:**

Due to competition and increase in the cost of materials, the profit of the Company during the year ended on 31st March, 2022 is inadequate.

**(2) Steps taken or proposed to be taken for improvement:**

The Company is planning to increase the profitability through various initiatives in product development, marketing, distribution and trade promotions.

**(3) Expected increase in productivity and profits in measurable terms:**

Due to the aforesaid steps, the Company has continuously improve its performance during the last three financial years in terms of revenue from operations and profits as mentioned in para I(4) above and expects a significant in productivity and profits of the Company in next financial year.

#### **IV. DISCLOSURES:**

**(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pensions, etc., of all the directors:**

Apart from remuneration payable to Whole-time Directors & Managing Director, the Company does not pay any remuneration including bonus, stock options, pension, etc. to the other Directors of the Company. The Company only pays sitting fees to the Non-executive Directors of the Company for attending the meeting of Board of Directors.

**(ii) Details of fix component and performance linked incentive along with the performance criteria:**

The Company does not pay performance linked incentive to the Whole-time Directors and Managing Director of the Company.

**(iii) Service contracts, notice period, severance fees:**

The appointment may be terminated by either party giving to the other party three months' notice or the Company paying the three months' remuneration in lieu thereof.

**(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:**

The Company has not issued any stock options to any Directors of the Company.

**Item No. 7 Continuation of Mr. Suresh Chandra Gupta (DIN: 06473269) as Whole Time Director upon attaining age of Seventy years**

The Shareholders of the Company at the Extra Ordinary General Meeting held on 18<sup>th</sup> December, 2017 approved appointment of Mr. Suresh Chandra Gupta (DIN: 06473269) as a Whole Time Director of the Company for a period of five years effective from 18<sup>th</sup> December 2017 to 17<sup>th</sup> December 2022 through a Special Resolution under the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company. Mr. Suresh Chandra Gupta, Whole Time Director has attained the age of 70 years. The Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 70 years during the currency of his term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013 which is till 17<sup>th</sup> December 2022 and further re-appointment for second term of 5 years till 17<sup>th</sup> December 2027 subject to approval of shareholders at the ensuing Annual General Meeting.

The Board therefore recommends the Special Resolutions for your approval. Mr. Suresh Chandra Gupta, aged 70, is a prominent and successful Industrialist with a wide and varied experience in the management of business and industry. Accordingly, looking at his expertise and long experience of business and management, the Board of Directors recommends the Special resolution set out at Item No.7 of the accompanying Notice for the approval of the Members. The Board is of the view that the continued association of Mr. Mr. Suresh Chandra Gupta would benefit the Company, given the knowledge, experience and performance of Mr. Suresh Chandra Gupta, and contribution to Board processes by him. In the opinion of the Board, Mr. Suresh Chandra Gupta fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as an Whole Time Director .

The Details required under Regulations 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 enclosed as an Annexure to the notice. This explanatory statement and the resolution at Item no. 7 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Except Mr. Suresh Chandra Gupta, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in Resolution No. 7.

**Item No. 8 To re-appoint Mr. Ganesh Bhavarlal Prajapati (DIN: 08014721) as an Independent Director of the Company.**

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report. Mr. Ganesh Bhavarlal Prajapati (DIN: 08014721) was appointed as an Additional Independent Director of the Company in the Board Meeting held on 7<sup>th</sup> December 2017 and with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on 28<sup>th</sup> September 2018 was further designated as Independent Director of the company, for a tenure of 5 years.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on 6<sup>th</sup> June 2022, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mr. Ganesh Bhavarlal Prajapati as an Independent Director for a second and final term of five years with effect from 8<sup>th</sup> December 2022 till 7<sup>th</sup> December 2027.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mr. Ganesh Bhavarlal Prajapati (DIN: 08014721) as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Mr. Ganesh Bhavarlal Prajapati as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Mr. Mr. Ganesh Bhavarlal Prajapati fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director from the Company and he is independent of the Management.

A copy of the draft letter for the re-appointment of Mr. Mr. Ganesh Bhavarlal Prajapati as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Ganesh Bhavarlal Prajapati as an Independent Director, the Board recommends the resolution set forth in Item No. 8 relating to the re-appointment of Mr. Mr. Ganesh Bhavarlal Prajapati as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

Except Mr. Mr. Ganesh Bhavarlal Prajapati, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution

**Item No. 9 To re-appoint Mrs. Nidhi Dineshbhai Patel (DIN: 08014773) as an Independent Director of the Company.**

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report. Mrs. Nidhi Dineshbhai Patel (DIN: 08014773) was appointed as an Additional Independent Director of the Company in the Board Meeting held on 7<sup>th</sup> December 2017 and with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on 28<sup>th</sup> September 2018 was further designated as Independent Director of the company, for a tenure of 5 years.

Based on her communication skills, and decision making powers and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on 6<sup>th</sup> June 2022, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mrs. Nidhi Dineshbhai Patel as an Independent Director for a second and final term of five years with effect from 8<sup>th</sup> December 2022 till 7<sup>th</sup> December 2027.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mrs. Nidhi Dineshbhai Patel as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Mrs. Nidhi Dineshbhai Patel as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Mrs. Nidhi Dineshbhai Patel fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director from the Company and he is independent of the Management.

A copy of the draft letter for the re-appointment of Mrs. Nidhi Dineshbhai Patel as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Nidhi Dineshbhai Patel as an Independent Director, the Board recommends the resolution set forth in Item No. 9 relating to the re-appointment of Mrs. Nidhi Dineshbhai Patel as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

Except Mrs. Nidhi Dineshbhai Patel, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution

## Additional information on Directors seeking appointment/re-appointment at the 10<sup>th</sup> AGM

(Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India is as below)

### *Miss Pooja Aidasani*

*Miss Aidasani is Additional Independent Director of Narmada Agrobases Limited. She is member of the Board since 6<sup>th</sup> June 2022.*

She is the member of Institute of Company Secretaries of India and Company Secretary by Profession. She is appointed on the Board on 6<sup>th</sup> June 2022 as Additional Independent Director of the company and the proposal of her regularization as Independent Director of the company is proposed in the ensuing Annual General Meeting. She is well versed with interpretation of Laws with applicable rules and Regulations. She has impeccable understanding of Business. The ultimate result of her expertise is cemented with her good to excellent communication, networking and interpersonal skills.



### Other Details

<b>Director Identification Number</b>	09627366
<b>Date of Birth</b>	25 <sup>th</sup> November 1991
<b>Date of Appointment</b>	6 <sup>th</sup> June 2022
<b>Nature of Experience in specific functional areas</b>	<ul style="list-style-type: none"><li>➤ Corporate Governance and compliance</li><li>➤ General Management</li></ul>
<b>Qualification</b>	Graduate and Company Secretary by Profession
<b>Relationship between Director(s) inter se</b>	Independent
<b>Directorship held in other listed entities/committees</b>	Nil
<b>Number of meetings of the Board attended during the year</b>	Nil
<b>Remuneration last drawn</b>	Nil
<b>Shareholding in Narmada Agrobases Limited</b>	Nil



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***Mr. Gaurav Dineshkumar Agarwal***

*Mr. Agarwal is the Additional Independent Director of Narmada Agrobases Limited. He is the member of the Board since 6<sup>th</sup> June 2022*

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Mr. Gaurav Dineshkumar Agarwal is a Chartered Accountant by profession. He is appointed on the Board on 6<sup>th</sup> June 2022 as Additional Independent Director of the company and the proposal of his regularization as Independent Director of the company is placed in the ensuing Annual General Meeting.

Being Chartered Accountant by profession he has profound experience in the field of finance and legalization. He possesses a stable working track record, excellent oral and written communication skills, and is highly knowledgeable in the broad spectrum of accounting practices.

He has a good judgement and is an active contributor with the highest level of integrity and honesty.

**Other Details**

<b>Director Identification Number</b>	09627363
<b>Date of Birth</b>	14 <sup>th</sup> May 1981
<b>Date of Appointment</b>	6 <sup>th</sup> June 2022
<b>Nature of Experience in specific functional areas</b>	<ul style="list-style-type: none"><li>➤ Risk Management</li><li>➤ Finance and Accounting</li></ul>
<b>Qualification</b>	Graduate and Chartered Accountant by Profession
<b>Relationship between Director(s) inter se</b>	Independent
<b>Directorship held in other listed entities/ committees</b>	Nil
<b>Number of meetings of the Board attended during the year</b>	Nil
<b>Remuneration last drawn</b>	Nil
<b>Shareholding in Narmada Agrobases Limited</b>	Nil



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***Mr. Neerajkumar Sureshchandra Agrawal***

*Mr. Neeraj Agrawal is the chairman and the Managing Director of Narmada Agrobases Limited. He is the member of board since 29<sup>th</sup> January 2013*

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Mr. Neerajkumar Sureshchandra Agrawal, aged 46 years is Chairman and Managing Director and also the Promoter of our Company. He is qualified Chartered Accountant. He was appointed on the Board on January 29, 2013 and further designated as the Chairman and Managing Director of the Company on December 18, 2017 for a period of 5 years however in the Board Meeting held on 6<sup>th</sup> June 2022 his reappointment was proposed which is subject to approval by shareholders in the ensuing Annual general Meeting for further period of 5 years.

He is looking after core management of the company and entrepreneur, active and enthusiastic in business activities. He has been instrumental in taking major policy decision of the Company.

He has experience of more than 22 years in our industry. He has vast experience and knowledge in manufacturing industry and has displayed strong entrepreneur skills and management capabilities by building up this industry. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. His leadership abilities have been instrumental in leading the core team of our Company

**Other Details**

<b>Director Identification Number</b>	06473290
<b>Date of Birth</b>	24/09/1976
<b>Date of Appointment/Re appointment</b>	29/01/2013
<b>Profile &amp; Expertise in Specific functional Areas</b>	Production and Management
<b>Relationship with other Directors Inter se</b>	Son of Suresh Chandra Gupta
<b>Qualification</b>	B.com & Chartered Accountant
<b>No. of Equity Shares held in the Company</b>	33,96,420
<b>List of other Companies in which Directorships are held</b>	None
<b>List of committees of Board of Directors (across all other Companies) in which Chairmanship / Membership is held</b>	None

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***Mr. Suresh Chandra Gupta***

*Mr. Gupta is the Whole-Time Director of Narmada Agrobase Limited. He is the member of the Board since 29<sup>th</sup> January 2013*

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Mr. Suresh Chandra Gupta aged 70 years, is the Whole Time Director of our Company. He holds a degree of Bachelor of Commerce and LLB. He was originally appointed on the Board on January 29, 2013 and further designated as the Whole Time Director of the Company on December 18, 2017 liable to retire by rotation. Considering the immense knowledge of the cattle feed sector the proposal for his reappointment beyond the age of 70 years was proposed in the Board Meeting held on 6<sup>th</sup> June 2022 subject to approval by the shareholders in the ensuing Annual General Meeting.

He has a profound experience of more than 45 years in cattle feed manufacturing industries. He has vast experience and knowledge in manufacturing industry and has displayed strong entrepreneur skills and management capabilities by building up this industry.

He is involved in the business right from conceptualization stage to execution stage like planning, monitoring the all activities. He looks after Administration, HR & Finance.

<b>Director Identification Number</b>	06473269
<b>Date of Birth</b>	10/11/1952
<b>Date of Appointment</b>	29/01/2013
<b>Relationship with other Directors Inter se</b>	Father of Neerajkumar Sureshchandra Agrawal
<b>Profile &amp; Expertise in Specific functional Areas</b>	<ul style="list-style-type: none"><li>➤ H R</li><li>➤ Finance</li><li>➤ Administration</li></ul>
<b>Qualification</b>	B.com & LLB
<b>No. of Equity Shares held in the Company</b>	1,941,030
<b>List of other Companies in which Directorships are held</b>	None
<b>List of committees of Board of Directors (across all other Companies) in which Chairmanship / Membership is held</b>	None

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***Mr. Ganesh Bhavarlal Prajapati***

*Mr. Prajapati is the Independent Director of Narmada Agrobases Limited. He is the member of the Board since 7<sup>th</sup> December 2017*

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Mr. Ganesh Bhavarlal Prajapati aged 40 years is Non-Executive Independent Director of our Company. He was originally appointed on the Board as Additional Non-Executive Independent Director on December 07, 2017. He was further regularized as Independent Director in the AGM held on 28<sup>th</sup> September 2018. His finance skills and the extreme knowledge of taxation and the keen towards updated knowledge of prevailing provisions and regulations his reappointment was proposed in the Board Meeting held on 6<sup>th</sup> June 2022 subject to approval by shareholders in the ensuing Annual General Meeting. He holds a degree in Bachelor of Commerce from Gujarat University.

He is having more than 14 years of experience in the field of finance, accountancy and taxations related work for a professionally managed company with a good organizational objective, in a capacity that holds responsibility, challenge, and scope for organizational and personal, development and growth.

**Other Details**

<b>Director Identification Number</b>	08014721
<b>Date of Birth</b>	05/04/1982
<b>Date of Appointment</b>	07/12/2017
<b>Relationship with other Directors Inter se</b>	Independent
<b>Profile &amp; Expertise in Specific functional Areas</b>	<ul style="list-style-type: none"><li>➤ Accounting</li><li>➤ Taxation</li></ul>
<b>Qualification</b>	B.com
<b>No. of Equity Shares held in the Company</b>	Nil
<b>List of other Companies in which Directorships are held</b>	NA
<b>List of committees of Board of Directors (across all other Companies) in which Chairmanship / Membership is held</b>	None

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***Mrs. Nidhi Dineshbhai Pate***

*Mrs. Patel is the Independent Director of Narmada Agrobases Limited. She is the member of the Board since 7<sup>th</sup> December 2017*

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Mrs. Nidhi Dineshbhai Patel aged 32 Years is Non-Executive Independent Director of our Company appointed first as Additional Independent Director on December 07, 2017. She was further regularized as Independent Director in the AGM held on 8<sup>th</sup> September 2018.

Owing to her expertise and the skills her reappointment was proposed in the Board Meeting held on 6<sup>th</sup> June 2022 subject to approval by shareholders in the ensuing Annual General Meeting.

She holds Degree of Master in Computer Applications from Gujarat Technological University. She possess excellent computer skills and the ability to develop or create computer applications and programs, understand and utilize various computer languages, as well as provide maintenance and repair to different types of applications, among others.

**Other Details**

<b>Director Identification Number</b>	08014773
<b>Date of Birth</b>	15/12/1990
<b>Date of Appointment</b>	07/12/2017
<b>Relationship with other Directors Inter se</b>	Independent
<b>Profile &amp; Expertise in Specific functional Areas</b>	<ul style="list-style-type: none"><li>➤ Technology</li><li>➤ Marketing guidance</li></ul>
<b>Qualification</b>	MCA
<b>No. of Equity Shares held in the Company</b>	Nil
<b>List of other Companies in which Directorships are held</b>	NA
<b>List of committees of Board of Directors (across all other Companies) in which Chairmanship / Membership is held</b>	NA

Dear Members,

The Directors have pleasure in presenting their Integrated Annual Report of Narmada Agrobases Limited (“the Company”) along with Audited Annual Financial Statements for the Financial Year ended on 31<sup>st</sup> March 2022. Further, in compliance with the Companies Act, 2013 the company has made all requisite disclosure in the Board’s Report with the objective of accountability and transparency in its operations and to make you aware about its performance and future perspective.

**FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:**

The Company’s performance during the year ended 31<sup>st</sup> March 2022 and the corresponding figures for the last year are as under:

(Amount in Thousands)

Particulars	For the Year Ended on 31 <sup>st</sup> March 2022	For the Year Ended on 31 <sup>st</sup> March 2021
<b>Net Revenue</b>	3,50,341.09	5,83,322.24
<b>Profit Before Interest, Depreciation &amp; Tax</b>	19731.9	22814.72
<b>Less: Finance Cost</b>	81,24.97	8,530.59
<b>Less: Depreciation &amp; Amortization Expense</b>	3,656.88	4,203.76
<b>Profit / (Loss) Before Tax</b>	<b>7,950.05</b>	<b>10,080.37</b>
<b>Less: Provision for Tax [Current]</b>	2,372.45	2,689.00
<b>Less: Income Tax (JV) [Short / Excess Provision of IT W/off]</b>	-	-
<b>Less: Deferred Tax (Assets) / Liabilities</b>	(225.57)	(152.02)
<b>Less: Tax Adjustment of earlier year</b>	300.94	713.35
<b>Profit / (Loss) After Tax</b>	<b>5502.23</b>	<b>6830.05</b>
<b>Less: Proposed Dividend &amp; Tax thereon</b>	-	-
<b>Balance carried to Balance Sheet</b>	<b>5502.23</b>	<b>6830.05</b>

**OPERATIONAL PERFORMANCE:**

For the financial Year 2021-2022, your Company recorded net sales of Rs. 350 million as against Rs. 583 million in the previous year and thereby recording the decrease in the net sales, by 40% owing to the present critical pandemic scenario globally and effecting the present economic conditions across the globe. Despite the tough market conditions faced by the industry, Company is striving hard to achieve the better results and the assured progressive growth in future. .

Further for the Financial Year 2021-2022, the company achieved Profit of Rs. 5.50 million as compared to Rs. 6.83 million in the previous financial year.

## **AMOUNTS PROPOSED TO BE CARRIED TO ANY RESERVES:**

No amount is transferred to general reserve. Surplus amount is carried to Profit & Loss A/c in Balance sheet. The Board of Directors has decided to retain the entire amount of profit for financial year 2021-22 in the statement of profit and loss.

## **ECONOMIC ENVIRONMENT:**

With the highly transmissible Omicron variant of COVID-19 unleashing new waves of infections, the human and economic toll of the pandemic are projected to increase again. “Without a coordinated and sustained global approach to contain COVID-19 that includes universal access to vaccines, the pandemic will continue to pose the greatest risk to an inclusive and sustainable recovery of the world economy.

India's GDP grew by 8.4 per cent in the second quarter (July-September) of 2021-22 fiscal year, compared to a 7.4 per cent contraction a year ago. This shows that India’s effort to boost consumption through government spending and low-interest rates is paying off, with the economy gaining strength just as a new coronavirus variant emerges as the top threat to a global recovery.

India's quarterly GDP was estimated to grow by 8.4 percent in the second quarter of financial year 2022 compared to the same quarter in the previous fiscal year. While continuing to be a positive change, it was a significant reduction from the performance during the first quarter of fiscal year 2022 when GDP growth peaked by 20 percent.

### **State of the Economy in 2021-22: A Macro View**

- Indian economy estimated to grow by 9.2 percent in real terms in 2021-22 (as per first advanced estimates) subsequent to a contraction of 7.3 percent in 2020-21.
- GDP projected to grow by 8- 8.5 percent in real terms in 2022-23.
- The year ahead poised for a pickup in private sector investment with the financial system in good position to provide support for economy’s revival.
- Projection comparable with World Bank and Asian Development Bank’s latest forecasts of real GDP growth of 8.7 percent and 7.5 percent respectively for 2022-23.
- As per IMF’s latest World Economic Outlook projections, India’s real GDP projected to grow at 9 percent in 2021-22 and 2022-23 and at 7.1 percent in 2023-2024, which would make India the fastest growing major economy in the world for all 3years.
- Agriculture and allied sectors expected to grow by 3.9 percent; industry by 11.8 percent and services sector by 8.2 percent in 2021-22.
- On demand side, consumption estimated to grow by 7.0 percent, Gross Fixed Capital Formation (GFCF) by 15 percent, exports by 16.5 percent and imports by 29.4 percent in 2021-22.
- Macroeconomic stability indicators suggest that the Indian Economy is well placed to take on the challenges of 2022-23.
- Combination of high foreign exchange reserves, sustained foreign direct investment, and rising export earnings will provide adequate buffer against possible global liquidity tapering in 2022-23.
- Economic impact of “second wave” was much smaller than that during the full lockdown phase in 2020-21, though health impact was more severe.

- Government of India's unique response comprised of safety-nets to cushion the impact on vulnerable sections of society and the business sector, significant increase in capital expenditure to spur growth and supply side reforms for a sustained long-term expansion.
- Government's flexible and multi-layered response is partly based on an "Agile" framework that uses feedback-loops, and the use of eighty High Frequency Indicators (HFIs) in an environment of extreme uncertainty. Agriculture set to cushion the shock of the COVID-19 pandemic on the Indian economy in FY. 2020-2021 with a growth of 3.4%, Industry and services estimated to contract by 9.6% and 8.8% respectively during FY. 2020-2021.
- India remained a preferred investment destination in FY 2020-21 with FDI pouring in amidst global asset shifts towards equities and prospects of quicker recovery in emerging economies:

## **IMPACT OF COVID-19 ON OPERATIONS**

The emergence of second wave of Coronavirus has posed serious challenges to the economic recovery in the coming months and to attain an anticipated double digit growth trajectory in 2021-22. Prolonged State wise lockdowns and curfews in many parts of the country will have impact on recovery process with contraction in demand and subdued investment activity. People are channelizing their savings towards the medical expenses of their family member. Closure of offices and shops is adversely affecting the entire economic activity. At this juncture, speedy vaccination of all the people above the age of 18 years along with enhanced production possibilities of the vaccine would diminish the pandemic impact on the growth of economy and businesses.

The focus is on vaccination of employees which results in increasing the sales volume, increase the scale of business operations, focus on enhancing competitiveness of business, focus on cut in costs of business operations, enhancing the price-cost margin, focus on innovation, research & development, enhance business operations in the domestic market, reduce the workforce in business operations are the key strategic plans/ focus areas of the businesses in the 2nd wave of coronavirus.

The Company enhanced safety and hygiene norms at offices, implemented work from home, in finance department staggered shift timings for safety of employees and leveraged digital platforms for its day-to-day operations. During the challenging times, the Company maintained its liquidity position by minimising cash outflows and maintaining a judicious mix of funding instruments to fulfil its operational requirements

## **QUALITY AND INFORMATION SECURITY:**

The Company continues to sustain its commitment to the highest levels of quality. Our focus on quality, productivity and innovations has helped us deliver increased value to our customers. The company is certified for ISO 9001:2015 (quality management Systems). Narmada has a flagship brand which commands a high reputation worldwide for quality products, efficient services and level of reliability as a stable supplier of quality products in cattle feed Industries. The products offered by us are processed using quality ingredients sourced from the selected vendors of the market. Before packaging and distributing, the raw material is inspected by the Quality Assurance team after being adequately graded and processed.

## **DIVIDEND:**

In order to plough back the profits for the activities of the company and strategy of growth in the business through enhancing manufacturing capacity, your directors do not recommend any dividend for the financial year.

**CHANGE IN NATURE OF BUSINESS, IF ANY, DETAILS OF SIGNIFICANT ORDERS PASSED BY REGULATORS AND MATERIAL CHANGES IF ANY BETWEEN THE END OF THE FINANCIAL YEAR 31<sup>ST</sup> MARCH, 2022 OF THE COMPANY AND THE DATE OF THE REPORT:**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**DEPOSIT:**

The Company has not accepted any deposits under the provisions of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 as amended from time to time, during the year under review and therefore details mentioned in Rule 8(5) (v) & (vi) of Companies (Accounts) Rules, 2014 relating to deposits, covered under Chapter V of the Act is not required to be given.

The Company has not accepted any deposits from the public henceforth provision governing deposits are not applicable to it.

**BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Board of the Company comprises an optimum combination of executive and non-executive independent directors. As on the date of this report, Board of Directors of the Company comprises of total Six directors. The Composition of the Board of Directors is as under:

<b>NAME OF THE DIRECTOR</b>	<b>CATEGORY AND DESIGNATION</b>
Neerajkumar Sureshchandra Agrawal	Chairman and Managing Director
Suresh Chandra Gupta	Whole Time Director
Ganesh Bhavarlal Prajapati	Non-Executive Independent Director
Nidhi Dineshbhai Patel	Non-Executive Independent Director
Pooja Aidasani	Additional Non-Executive Independent Director
Gaurav Agarwal	Additional Non-Executive Independent Director
Nidhi Jain	Company Secretary and Compliance officer

In pursuant to provisions of Section 203 of the Companies Act, 2013 read with the applicable rules and other applicable provisions of the Companies Act, 2013, the designated Key Managerial Personnel (KMP) of the Company as on 31<sup>st</sup> March, 2022 are as follows:

NAME OF KMP	CATEGORY AND DESIGNATION
Neerajkumar Sureshchandra Agrawal	Managing Director
Suresh Chandra Gupta	Whole-Time Director
Neerajkumar Sureshchandra Agrawal	Chief Financial Officer
Nidhi Jain	Company Secretary and compliance officer

## Reappointment and Appointments During the Year

- ✚ Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 1/3rd of the Directors are liable to retire by rotation and if eligible offer themselves for re-appointment. In the ensuing Annual General Meeting Mr. Suresh Chandra Gupta (DIN: 06473269) of the Company is liable to retire by rotation and being eligible offer himself for re-appointment. A resolution seeking shareholders' approval for his re-appointment along with other required details forms part of the Notice.
- ✚ Pursuant to the provisions of Section 203 of the Act the Board in its meeting held on 6<sup>th</sup> June 2022 proposed the reappointment of Mr. Neerajkumar Sureshchandra Agrawal as Managing Director of the Company whose term is to expire as on 17<sup>th</sup> December 2022 subject to approval by the members in this Annual General Meeting for further period of 5 years effective from 18<sup>th</sup> December 2022 till 17<sup>th</sup> December 2027.
- ✚ Mr. Suresh Chandra Gupta is to be re-appointed as the Whole Time Director of the company and whose term also expires as on 17<sup>th</sup> December 2022 for further period of 5 years effective from 18<sup>th</sup> December 2022 till 17<sup>th</sup> December 2027 subject to approval of shareholder at this Annual General Meeting.
- ✚ Further more company has proposed the continuation of appointment of Suresh Chandra Gupta as Whole Time Director of the company upon attaining the age of seventy years. The reason for his continuation as Whole-Time Director beyond 70 years, pursuant to section 196 (3) (a) of Companies Act 2013 is explained in the explanatory statement seeking his continuation of office.
- ✚ Mr. Manishkumar Suresh Kumar Tibrewal resigned as the Independent Director of the Company on 28<sup>th</sup> May 2022 which was noted by the Board of Directors in the meeting held on 6<sup>th</sup> June 2022.  
  
The Board places on record its appreciation for Manishkumar Suresh Kumar Tibrewal for their invaluable contribution and guidance during their tenure as Independent Director of the company.
- ✚ Miss Pooja Aidasani has been appointed on the Board as Additional Independent Director of the Company in the Board Meeting held on 6<sup>th</sup> June 2022. She is regularized as Independent Director of the Company in this Annual General Meeting, subject to approval of members.
- ✚ Mr. Gaurav Dineshkumar Agarwal has been appointed on the Board as Additional Independent Director of the Company in the Board Meeting held on 6<sup>th</sup> June 2022. He is regularized as Independent Director of the Company in this Annual General Meeting, subject to approval of members.
- ✚ Mr. Ganesh Bhavarlal Prajapati is to re-appointed as Independent Director of the Company. The proposal for his re-appointment is approved by the Board in the meeting held on 6<sup>th</sup> June 2022. The tenure of Mr.

Prajapati expires on 6<sup>th</sup> December 2022, hence owing his skills in taxation and finance he is considered to be re-appointed.

- ✚ Mrs. Nidhi Dineshbhai Patel was appointed on the Board on 7<sup>th</sup> December 2017 and was regularized as Independent Director in the AGM held on 28<sup>th</sup> September 2018 and who holds office till 6<sup>th</sup> December 2022. In the Board Meeting held on 6<sup>th</sup> June 2022, reappointment of Mrs. Nidhi Patel was considered which is subject to approval of members at this AGM

### **Profile of Directors Being Appointed**

As required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015, particulars of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting are annexed to this notice convening 10<sup>th</sup> Annual General Meeting.

None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

### **Declaration of Independent Director**

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company. During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses, if any.

During the year under review, the nonexecutive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses, if any

## **MEETINGS**

### **BOARD:**

Total 5 (Five) Board Meetings were held during the financial year 2021-22 as required u/s 134 (3) (b) of the Companies Act, 2013 and rules made thereunder. The intervening gap between two board meetings was within the period prescribed under the Companies Act, 2013 and as per Secretarial Standard-1. The prescribed quorum was presented for all the Meetings.

- 10<sup>th</sup> April, 2021
- 30<sup>th</sup> June 2021
- 31<sup>st</sup> August, 2021
- 14<sup>th</sup> November, 2021
- 22<sup>nd</sup> February, 2022

**ATTENDANCE OF DIRECTORS IN THE BOARD MEETING:**

<b>NAME OF THE DIRECTORS</b>	<b>BOARD MEETING HELD</b>	<b>BOARD MEETING ATTENDED</b>
<b>Neerajkumar Sureshchandra Agrawal</b>	5	5
<b>Suresh Chandra Gupta</b>	5	5
<b>Manishkumar Suresh Kumar Tibrewal</b>	5	5
<b>Ganesh Bhavarlal Prajapati</b>	5	4
<b>Nidhi Dineshbhai Patel</b>	5	4

**COMMITTEES:**

Presently, the Board has Four (4) Committees i.e. Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee which has been established as a part of the better corporate governance practices and is in compliance with the requirements of the relevant provisions of applicable laws and statutes:

As per the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulation, 2015 the Board of Directors in their meeting held on 6<sup>th</sup> June 2022, has revised the constitution of the Audit Committee. The details of the revised members of Audit committee are as follows:

**AUDIT  
COMMITTEE**

NAME OF THE MEMBER	STATUS	DESIGNATION
Gaurav Dineshkumar Agarwal	Chairman	Additional Non-Executive Independent Director
Ganesh Bhavarlal Prajapati	Member	Non-Executive Independent Director
Neerajkumar Sureshchandra Agrawal	Member	Chairman & Managing Director

➤ **Meetings**

During the year under review, meeting of Audit Committee were held on

- 10<sup>th</sup> April 2021,
- 30<sup>th</sup> June, 2021,
- 31<sup>st</sup> August 2021,
- 14<sup>th</sup> November 2021

**ATTENDANCE OF DIRECTORS IN THE BOARD MEETING:**

NAME OF THE DIRECTOR	STATUS	MEETING HELD	MEETING ATTENDED
Manishkumar Suresh Kumar Tibrewal	Chairman	4	4
Ganesh Bhavarlal Prajapati	Member	4	3
Neerajkumar Sureshchandra Agrawal	Member	4	4

All the recommendation made by the Audit Committee in the financial year 2021-22 were approved by the Board.

## NOMINATION AND REMUNERATION COMMITTEE

Pursuant to Section 178, Schedule V and other applicable provisions of Companies Act, 2013 and as per requirement of Regulation 19 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Board in its meeting held on 6<sup>th</sup> June 2022 has revised the constitution of Nomination and Remuneration Committee (“NRC”). The new constitution of NRC committee is as follows:

NAME OF THE MEMBER	STATUS	DESIGNATION
Nidhi Dineshbhai Patel	Chairman	Non-Executive Independent Director
Ganesh Bhavarlal Prajapati	Member	Non-Executive Independent Director
Gaurav Dineshkumar Agarwal	Member	Additional Non-Executive Independent Director

### ➤ Meetings:

During the year under review, meeting of Nomination and Remuneration Committee were held on

- 30<sup>th</sup> June, 2021 and
- 31<sup>st</sup> August, 2021

### ATTENDANCE OF DIRECTORS IN THE BOARD MEETING:

NAME OF THE DIRECTOR	STATUS	MEETINGS HELD	MEETINGS ATTENDED
Nidhi Dineshbhai Patel	Chairman	2	2
Ganesh Bhavarlal Prajapati	Member	2	2
Manishkumar Suresh Kumar Tibrewal	Member	2	2

Our Company has formed the Stakeholders Relationship Committee as per Regulation 20 of SEBI Listing Regulation, 2015. The constitution of the committee was revised by the Board in its meeting held on 6<sup>th</sup> June 2022.

**STAKEHOLDER  
RELATIONSHIP  
COMMITTEE**

The newly constituted Stakeholders Relationship Committee comprises the following:

NAME OF MEMBER	STATUS	DESIGNATION
Ganesh Bhavarlal Prajapati	Chairman	Non-Executive Independent Director
Manishkumar Suresh Kumar Tibrewal	Member	Non-Executive Independent Director
Neerajkumar Sureshchandra Agrawal	Member	Chairman & Managing Director

➤ **Meetings:**

During the year under review, meeting of Stakeholder Relationship Committee was held on

- 30<sup>th</sup> June, 2021

**ATTENDANCE OF DIRECTORS IN THE BOARD MEETING:**

NAME OF THE DIRECTOR	STATUS	MEETING HELD	MEETING ATTENDED
Ganesh Bhavarlal Prajapati	Chairman	1	1
Manishkumar Suresh Kumar Tibrewal	Member	1	1
Neerajkumar Sureshchandra Agrawal	Member	1	1

**ANNUAL GENERAL MEETING:**

According to Section 96 of the Companies Act, 2013 the Annual General Meeting of the members of the Company was held on 30<sup>th</sup> September, 2021.

Additional, during the financial year ended 31<sup>st</sup> March, 2022 the Independent Directors held separate meeting on 30<sup>th</sup> June 2021 in Compliance with requirement of Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of the SEBI (Listing Obligations & Disclosure Requirements).

## **EVALUATION OF BOARD OF DIRECTORS, COMMITTEES AND INDIVIDUAL DIRECTOR:**

The Nomination & Remuneration Committee has set up formal mechanism to evaluate the performance of the Board of Directors as well as that its Committee and individual Directors, including Chairman of the Board, Key Managerial Personnel/ Senior Management etc. The exercise was carried out through an evaluation process covering aspects such as composition of the Board, experience competencies, government issues, attendances, specific duties etc.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017. In a separate meeting of independent directors, performance of non-independent directors, the Board as a whole and Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

The performance of each of the non-independent directors (including chairman) was also evaluated by the independent directors at the separate meeting held of the Independent Directors of the Company.

At the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

Separate exercise was carried out to evaluate the performance of each individual Director including the Board's Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgments, safeguarding of minority shareholders' interest etc. The evaluation of the Independent Directors as carried out by the entire Board excluding Independent Directors and that of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

This may be considered as a statement under provisions of Section 134(3)(p) of the Companies Act, 2013 and Rule 8(4) of the Companies (Accounts) Rules, 2014.

## **REMUNERATION POLICY:**

The Company follows a policy on remuneration of Directors and Senior Management Employees. The policy has been approved by the Nomination & Remuneration Committee and the Board.

The policy on Remuneration of Directors, Key Managerial Personnel and Senior Employees can be accessed on website of the Company at following website of the company <http://www.narmadaagrobases.com>

## **DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The provisions of Section 135 of the Companies Act, 2013, in respect Corporate Social Responsibility are not applicable to the company.

## **DECLARATION FROM INDEPENDENT DIRECTORS:**

The Company has received the necessary declarations from each Independent Director in accordance with Section 149(7) of the Act and Regulations 16(1)(b) and 25(8) of the SEBI Listing Regulations, that he / she meets the criteria of independence as laid out in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, there has been no change in the circumstances which may affect their status as independent directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board.

Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

Further company has also received Declaration from Miss Pooja Aidasani and Mr. Gaurav Dineshkumar Agarawal who are appointed as Independent Director of the company in the meeting of Board on 6<sup>th</sup> June 2013.

Company affirmed that the Directors being appointed are not debarred from holding the office of director by virtue of any SEBI order or any other such authority

## **CORPORATE GOVERNANCE:**

Your Company is listed on Emerge SME platform of National Stock Exchange, by virtue of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the Corporate Governance provisions as specified in Regulation 17 to 27 and clause (b) to (i) of sub- regulation (2) of regulation 46 and para (C), (D) and (E) of Schedule V are not applicable to the Company. Hence Corporate Governance Report does not form the part of this Board Report.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion & Analysis report for the year under review as stipulated under Regulation 34(2) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as “**Annexure I**” hereto and forms part of this Report. For sake of brevity the items covered in Board’s Report are not repeated in the Management Discussion and Analysis Report.

## **NON DISQUALIFICATION OF DIRECTORS:**

All the directors of the company are non- disqualified and certificate for the same from the practicing company secretary in annexed as “**Annexure IV**”.

## **SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY:**

Company does not have any Subsidiary or Joint Venture or Associate Company.

## **AUDITORS:**

### **➤ STATUTORY AUDITOR**

At the Annual General Meeting held on 30<sup>th</sup> September 2021. M/s. Jain Kedia and Sharma Chartered Accountant, were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the year 2026. The Companies Amendment Act, 2017 read with deletes provision of annual ratification of the appointment of auditor. In view of Amendment, the Company opts for final appointment of the auditor of the company till his remaining term of appointment.”

However the Notes on financial statements referred to in the Auditors report are self-explanatory and do not call for any further comments. The Auditors Report does not contain any qualification, reservation or adverse remark as submitted by M/s. Jain Kedia and Sharma Chartered Accountant

There is no incident of fraud requiring reporting by the Auditors under Section 143(12) of the Companies Act, 2013.

### **➤ SECRETARIAL AUDITOR REPORT**

Pursuant to the Section 204 of Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Umesh Ved & Associates Company Secretaries, in the Board Meeting held on 6<sup>th</sup> June 2022 to undertake the Secretarial Audit of the Company for the Financial Year 22-23.

The Secretarial Audit Report in Form MR-3 issued by Secretarial Auditor M/s Pinut Santoshkumar Lath for the financial year ended on 31<sup>st</sup> March, 2022 is enclosed to this Report as “**Annexure V**”. The Report does not contain does not contain any qualification, reservation or adverse remark.

### **➤ INTERNAL AUDITOR**

In accordance with provision of Section 138 of the Companies Act, 2013 and Rules made thereunder, your Company has appointed Mr. Rajesh Kumar as the Internal Auditor of the Company for Financial Year 2022-2023 and takes their suggestions and recommendation to improve and strengthen the internal control system.

## **COMPLIANCE WITH SECRETARIAL STANDARD:**

The Company has generally complied with all the applicable Secretarial Standards in the Financial Year 2021-22.

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

The company has internal financial control systems which are adequate in the opinion of board of Directors.

The Company has a proper system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized recorded and reported correctly.

The internal control system is supplemented by an extensive program of internal and external audits and periodic review by the management. This system is designed to adequately ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets.

## **ANNUAL RETURN:**

The Annual Return for financial year 2021-22 as per provisions of the Act and Rules thereto, is available on the Company's website at [http://narmadaagrobase.com/resource/Investor-Relation/Report/Image/Form\\_MGT\\_7.pdf](http://narmadaagrobase.com/resource/Investor-Relation/Report/Image/Form_MGT_7.pdf)

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

Company has not given loans, guarantees or has investment which falls under section 186 of the Companies Act, 2013.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

No agreement or transaction was entered with related parties by the Company during the year as would require disclosure under section 188 of the Companies Act, 2013.

Further Company being SME company the Regulation 24 of Listing Regulation in terms of related party transaction is exempted to the company.

## **RISK MANAGEMENT:**

Proper steps have been taken to identify the risk and mitigate the risk to the level that least possible loss should incur.

In the opinion of the Board of Directors no risk is identified which may threaten the existence of the company.

Your company endeavors to become aware of different kinds of risks and bring together elements of best practices to mitigate such risk and to manage such risks.

Rather than eliminating these risks the decision making process at your company considers it appropriate to take fair and reasonable risk which also enables the company to effectively leverage market opportunities.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

Information required under section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is given herein below:

### **(a) Conservation of energy –**

#### **(i) Steps taken to conserve energy.**

– Company's operation does not consume significant amount of energy. However Company uses the LED lights and Five star rated power consuming equipments for conservation of energy. Further Company also strictly observes and control the efficient use of power on day to day basis.

#### **(ii) The steps taken by the company for utilizing alternate sources of energy. –**

The company has not taken any steps for utilizing alternate source of energy.

#### **(iii) The capital investment on energy conservation equipments. –**

Company has not made any capital investment specifically for conserving energy.

**(b) Technology absorption -**

**(i) The effort made towards technology absorption.** - Not applicable

**(ii) The benefits derived like product improvement, cost reduction, product development or import substitution.** - Not applicable

**(iii) In case of imported technology.** - Not applicable

**(iv) The expenditure incurred on Research and Development.** - Not applicable

**(c) Foreign exchange earnings and outgo -**

During the year, the total foreign exchange used was Rs. Nil and the total foreign exchange earned was Rs. Nil.

**TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:**

The Company does not have any amount to its credit as required under the provision of section 124 of the Companies Act, 2013 to be transferred to the IEPF Account.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

The Directors' Responsibility Statement referred to in Clause (c) of Sub-section (5) of Section 134 of the Companies Act, 2013 shall state that

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the director had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the director had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**INTEGRATED REPORT**

The Company, has voluntarily provided Integrated Report, which encompasses both financial and non-financial information to enable the Members to take well informed decisions and have a better understanding of the Company's long term perspective. The Report also touches upon aspects such as organisation's strategy, governance framework, performance and prospects of value creation.

**PARITUCLARS OF EMPLOYEES:**

The company has no employee who is in receipt of Remuneration of Rs. 8,50,000/- per month or Rs. 1,02,00,000/- per annum and hence the information as required under Sub Rule 2 and 3 of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) are not applicable to the company.

However details of the top Ten Employee in terms of salary drawn and other information as per requirements of the Companies (Appointment and Remuneration of Managerial Personnel) are given under “**Annexure II**” of the report.

#### **MANAGERIAL REMUNERATION**

Disclosures of the ratio of the remuneration of each director to the median employee’s remuneration and other details as required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, are provided as “**Annexure III**”.

#### **POLICY TO PREVENT SEXUAL HARASSMENT AT WORK PLACE:**

Your Company is committed to creating and maintaining an atmosphere in which employees can work together without fear of sexual harassment, exploitation or intimidation. As required under the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company has constituted an Internal Complaints Committee.

No complaints were received by the committee during the year under review. Since the number of complaints filed during the year was NIL, the Committee prepared a NIL complaints report. This is in compliance with section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### **POLICY OF PRESERVATION OF DOCUMENTS:**

Pursuant to the Regulation 9 of SEBI (LODR), 2015 the Company has maintained the policy of preservation of documents to keep the documents preserve as per Regulation 9 (a) & 9 (b) of SEBI (LODR), 2015.

#### **FRAUD REPORTING:**

There was no fraud disclosed during current Financial Year.

#### **STATEMENT OF DEVIATION OR VARIATION:**

There is no deviation in the use of proceeds from the objects stated in the offer document of IPO and there is no variation between projected utilisation of funds made by it in its offer document of IPO pursuant to regulation 32 of SEBI (Listing Obligations and Disclosure Requirements, 2015).

The Board hereby confirm the entire utilization of the proceeds as stated above.

#### **COST RECORDS:**

The Company is not required to maintain costs records as specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013.

#### **EVENT BASED DISCLOSURES:**

The Company has not issued any shares with differential voting rights or Sweat Equity shares or shares under ESOP. The Company has not provided any money to its employees for purchase of its own shares hence the company has nothing report in respect of Rule 4(4), Rule (13), Rule 12(9) and Rule 16 of the Companies (Share Capital & Debentures) Rules, 2014.

## **LISTING:**

The Equity Shares of the Company were listed on SME Platform of National Stock Exchange of India Limited (NSE Emerge) in FY 2018-19. The Company is regular in payment of Annual Listing Fees. The Company has paid Listing fees up to the year 2021-22.

## **REGISTRAR AND SHARE TRANSFER AGENT INFORMATION:**

KFin Technologies Private Limited

**Address:** Tower- B, Plot No. 31 & 32, Selenium building Gachibowli Road Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana 500032

Contact No: 040 6716 2222

## **ACKNOWLEDGEMENTS:**

The directors place on record their sincere appreciation for the assistance and co-operation extended by Bank, its employees, its vendors, investors and for their continuous support and all other associates and look forward to continue fruitful association with all business partners of the company.

The Directors regret the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic. We thank our customers, vendors, dealers, investors, business associates and bankers for their continued support during the year. We place on record our appreciation of the contribution made by employees at all levels. Our resilience to meet challenges was made possible by their hard work, solidarity, co-operation and support. We thank the Government of India, the State Governments and the Governments in the countries where we have operations and other regulatory authorities and government agencies for their support and look forward to their continued support in the future.

For and on behalf of the Board of Directors

## **NARMADA AGROBASE LIMITED**

Chairman & Managing Director  
Neeraj S. Agrawal  
DIN: 06473269

**Date:** 06.06.2022

**Place:** Ahmedabad

**MANAGING DIRECTOR /CEO AND CHIEF FINANCIAL OFFICER CERTIFICATION  
COMPLIANCE CERTIFICATE**

**Regulation 17(8) and 33(2)(a) of SEBI(LODR)2015**

A. We have reviewed audited Financial Statements and cash flow statement for the year 2021-22 and that to the best of our knowledge and belief:

- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violates listed entity's code of conduct.

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

- (1) Significant changes in internal control over financial reporting during the year;
- (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (3) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For **NARMADA AGROBASE LIMITED**

Neerajkumar Sureshchandra Agrawal  
Chairman/Managing Director/CFO

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT



### ANNEXURE I

#### OVERVIEW

The global economy recovered strongly in CY 2021 even as new variants of the COVID-19 virus fueled additional waves of the pandemic. Robust policy support in advanced economies, availability of vaccines and relaxation of pandemic restrictions helped economies bounce back, collectively expanding world output by an estimated 6.1%.

The cattle feed market size was valued at \$73.5 billion in 2019, and is projected to reach \$78.3 billion by 2027, growing at a CAGR of 4.4% from 2021 to 2027.

Animal feed is the food given to domestic animals, especially those in the livestock. Cattle feed is a very important factor in animal agriculture and it contributes to the majority cost of the raising animals. Farmers usually try to reduce cost for this food by supplementing expensive feeds with substitutes, such as food waste like spent grain from beer brewing. Animal wellbeing is one of the prime factors that decide the future of livestock industry. Wellbeing of animals is highly dependent on well balanced nutritional feed. The cattle feed industry is expanding into the market of feed-acidifiers, feed-enzymes, feed-antibiotics, and feed-microbial. The demand for these trends goes parallel with the increase in consumption of meat protein and increased importance on the quality of the ingredients used in the animal feed.

The objective of this report is to convey the Management's perspective on the external environment and cattle feed industry, as well as strategy, operating and financial performance, material developments in human resources and industrial relations, risks and opportunities and internal control systems and their adequacy in the Company during the financial year 2021-22. This report should be read in conjunction with the Company's financial statements, the schedules and notes thereto and other information included elsewhere in the Integrated Report. The Company's financial statements complying with the requirements of the Companies Act, 2013, ('Act') and regulations issued by the Securities and Exchange Board of India ('SEBI'), each as amended from time to time.

### I. Macroeconomic condition

Asia-Pacific is known to be the dominant region in the cattle feed market share. Asian countries have witnessed higher rate of traction for dairy products, owing to its increased demand from vegan consumers. Some key macroeconomic factors such as rise in social media usage and surge in per-capita income also play an important role in contributing toward the overall growth of the cattle feed market. However, LAMEA is expected to exhibit significant growth in the future, owing to rise in demand for meat and dairy products in child nutrition. In addition, the region has witnessed considerable surge in number of millennials, who are forefront consumers of new food & meat products. Therefore, rise in millennial population is anticipated to offer remunerative cattle feed market opportunities.

### II. Economic Outlook

The accelerating rollout of COVID-19 vaccines in many advanced economies has set the stage for rapid recovery in the second half of this year and into 2022. Advanced economies will remain less affected by the virus this year and beyond, with low-income countries and emerging markets suffering more which is a contrast to 2009. While, the global economy is expected to recover to its pre-pandemic level of output in 2022, the emerging-market and developing economies are expected to take until 2023 to recover to the pre-pandemic level. Policy rates in the United States, Eurozone, United Kingdom, and Japan will remain near zero, well beyond 2021. Emerging market and developing economies may take until 2023 to recover to the pre-pandemic level. Divergent recovery paths are likely to create wider gaps in living standards across countries compared to pre-pandemic expectations.

### III. Indian Economy

India currently represents one of the largest feed producers in the world. **Animal feed** includes various raw, processed and semi-processed products that are fed to livestock. Some of the most common feeds include pasture grasses, cereal grains, hay and silage crops, and other by-products of food crops, such as brewers' grains, pineapple bran and sugar beet pulp. These products are carefully formulated with the help of nutritional additives, like vitamins and minerals, to maintain the overall health of animals and improve the quality of various end-products, including eggs, meat and milk. In this country, there has been a rise in public concern regarding the safety of animal-origin food products due to the prevalence of food-borne bacterial infections, bovine spongiform encephalopathy (BSE) and dioxin contamination. These concerns have prompted regulatory organizations to inspect and improve feeding practices in the country.

### IV. Market Trends

Recently, it was noted that raw materials used in the production of animal feed, like soybean meal, sorghum and maize, are being diverted for the consumption of humans, leading to a shortage in the feed industry. Furthermore, the expensive nature, and price and supply volatility of these raw materials is encouraging industry players to switch to sustainable and lower-cost ingredients for livestock production. Some of these novel ingredients include insect meal and Distiller's dried grain with solubles (DDGS). Besides this, currently has a separate set of livestock policies that focus on increasing the overall productivity. Some of the schemes that are acting in favor of the animal feed market include E-Pashu Haat, Livestock Insurance Scheme, Rashtriya Gokul Mission, and National Livestock Mission.

## **INDUSTRY STRUCTURE AND DEVELOPMENTS**

The Indian animal feed market is driven by the rising dairy industry, backed by the White Revolution 2.0, which has resulted in the rapid growth of the cattle population. Currently, India has the largest cattle population in the world, thereby becoming a significant market for cattle feed. The demand for commercial cattle feed is projected to increase in India, as the dairy industry structure is becoming more organized. In addition to this, the government is also planning to launch schemes and policies under the 12th Five Year Plan, which are aimed at improving the overall status of the animal feed industry to provide for future demand.

The market is further aided by the emergence of non-traditional feed ingredients and technological advancements as well as innovations, such as the creation of genetically modified animal feed ingredients. The market is finding obstruction due to frequent disease outbreaks and high import duties on feed ingredients.

The cattle feed business is experiencing rapid growth as the milk producers have started replacing the traditional cattle feed with more nutritionally balanced compound feed, as they have realized the tangible benefits of nutritional feed in terms of yield improvement. In Asia, the livestock industry is the most crucial part of agricultural development and has been growing at an unprecedented pace in the last few decades. Livestock products contribute for around 40% of the total agricultural output in global sales, and are experiencing growth faster as compared to any other agricultural sub-sector. Due to population growth and increased living standards, rapid growth in consumption of animal products has also forced the livestock industry to adapt and expand to satisfy the expectations of the society by feeding nutritious animal feed to the livestock animals. Hence, this factor proves beneficial for the growth of the cattle feed market

India is the world's largest producer and consumer of milk, with rapidly growing demand. Our Cattle Feed products are prepared with a understanding of Indian feeding practices of gwalas and the breed and milk production levels of cows and buffaloes.

These products contain proteins, energy, minerals and vitamins in adequate quantity and proportion to meet the nutritional requirements of dairy cattle. We offer a variety of Cattle Feed to enhance milk production, reproductive ability and the overall health of cattle. We also work closely with gwalas to help them achieve higher yields.

## **OPPORTUNITIES AND THREATS**

Approximately 90% of the Indian broiler industry utilizes compound feed whereas the rate of manufactured feed use in the layer industry varies from 5% to 25%. However; the overall poultry industry's (broiler and layer) consumption of compound feed is only 65%, with home mixtures fulfilling the remaining requirement. The feed consumption in this segment has been growing at the rate of 7 - 8% over the last five years. Even though India is turning out to be the world's largest milk producer, the dairy feed industry remains highly unexplored and cattle feed comprises only 11% of the total feed industry. The surprise factor in the compound feed industry is aqua feed, which has gained huge momentum in recent years. With Shrimp production registering a strong growth of 16%, feed consumption has also grown at 13% per annum in the past five years.

The challenges are:

A. Best Optimum solutions with low energy consumption and high production output with minimum breakdowns.

- B. Scarcity of raw material & alternate options of raw material as per availability and cost.
- C. Awareness for bio-security & feed mill hygiene.

According to National Dairy Development Board (NDDB), the livestock feeding systems in India is categorized into six major types:

1. Dry Fodder + Compound Feed + Concentrate Feed
2. Dry Fodder + Green Fodder + Compound Feed + Concentrate Feed
3. Dry Fodder + Homemade Concentrate Mix + Grazing
4. Green Fodder + Compound Feed + Concentrate Feed
5. Silage + Dry Fodder + Concentrate Feed
6. Silage + Compound Feed + Concentrate Feed

## COVID-19 IMPACT ON CATTLE FEED MARKET

Even though the demand for animal feed has been relatively stable in 2020, the supply was greatly hit by the coronavirus crisis. To control the spread of the disease, many countries had taken various measures for people, industries, businesses, factories, and even for consumers. Researchers had predicted reduction in use of soybean, corn, and wheat in animal feed.

After almost two years since COVID-19 was declared a global health emergency, the FDA, U.S. Department of Agriculture and Centers for Disease Control and Prevention continue to underscore that there is no credible evidence that food or food packaging could be a source of viral transmission of severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2), the virus that causes COVID-19. COVID-19 is mostly spread through human-to-human transmission via direct or indirect exposure to respiratory droplets. Consumers should feel reassured that based on this currently available scientific information, which is supported overwhelmingly by international scientists, that the foods they eat and food packaging they touch, including feed or pet food packaging, are highly unlikely to spread SARS-CoV-2, the virus which causes COVID-19 disease. The CDC says that one of the best ways to protect yourself from the virus is frequent hand washing.

### Projected demand and availability of fodder in India

The availability of feed and fodder remains a major area of concern; there is a gap between its demand and supply in the country. As per the estimates of the Indian Council for Agricultural Research (ICAR)-affiliated National Institute of Animal Nutrition and Physiology (NIANP), the deficit in the requirement and the availability of dry fodder, green fodder and concentrates during 2015 was to the extent of 21 per cent, 26 per cent, and 34 per cent, respectively. This is likely to increase to 23 per cent, 40 per cent, and 38 per cent, respectively, by 2025. The fodder deficit in India in terms of green fodder, dry fodder, and concentrates was 26 million tonnes (MT), 21 MT, and 34 MT in 2015, which is expected to reach 40 MT, 21 MT, and 38 MT by 2025, respectively (Table 1).

	Demand Projections (2025) (million MT)	Availability Projections	Shortfall (%age)
<b>Dry Fodder</b>	550	433	21
<b>Green Fodder</b>	1000	600	40
<b>Concentrate Feed</b>	105	65	38

(million MT) (2025) (%age)

India is the largest milk producer in the world, producing 133 million tonnes in 2012/13 and is driving the feed industry at 7.5 million tonnes for dairy. However the compound feed for dairy industry is highly underpenetrated.

## **Outlook**

India is blessed with a huge resource of livestock wealth. In fact, India has the largest population of cattle and buffalo in the world and ranks number one in milk production in the world. India ranks 3rd in egg production, 4th in broiler production and 2nd in aquaculture in the world. Currently, poultry feed production (layer + broiler) is 20 MMT that will grow to 40 MMT in the next 10 years. Also, Cattle feed production is at 10 MMT/ year, whereas the present need is roughly 45-50 MMT of pellet feed.

Feed sector in India is clearly at an inflection point currently and is poised for a glorious future.

- The emergence of modern dairies ranging from 50 animals to upwards of 500 animals is progressing across India.
- Exports of aqua products are on the increase and India is a leading player of South Asia currently.
- Poultry segment is seeing a high growth trajectory due to increase of home consumption as well as Quick Service Restaurants.
- All these have led to an increased usage of high quality raw material for feed across all sub segments in India

The NIANP in its reports on 'requirement' and 'availability' of fodder, 2012, had stated that "this shortage is due to increasing pressure on land for growing food grains, oil seeds and pulses and inadequate attention being given to the production of fodder crops."

The critical issue currently faced by the Indian dairy sector is that since the NIANP's estimate, the government has not yet compiled any report on fodder availability in the country.

According to a parliamentary panel report in 2016, fodder shortage is due to increasing pressure on land for growing food grains, oil seeds, pulses and inadequate attention being given to the production of fodder crops.

## **Risks and areas of concerns**

However the following points have to be factored in:

- Disease outbreaks are common and remain the single largest challenge for the poultry, cattle and seafood segments
- Indigenous dairy breeds may not respond to compound feed effectively, which leads to farmers' reluctance to use formulated rations for their cattle.
- Lack of awareness and low hygiene conditions add up to the overall health of livestock

## **Internal control systems and their adequacy**

The company has internal financial control systems which are adequate in the opinion of board of Directors.

The Company has a proper system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized recorded and reported correctly.

The internal control system is supplemented by an extensive program of internal and external audits and periodic review by the management.

This system is designed to adequately ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets.

## **SEGMENT WISE OR PRODUCT WISE PERFORMANCE:**

The Company works only in one segment i.e. manufacturing of delinted cotton seeds.

## **MANAGERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

The Company believes and recognizes that its employees are important resource in its growth and to give competitive advantage in the present business scenario. The Company takes pride in the commitment, competence and dedication shown by its employees in all areas. The Company has always worked to give opportunity to its people irrespective of their education background at shop floor. Subordinates mentoring and responsible candidature goes a long way in ensuring company's success.

Professional with required amount of experience and knowledge are hired on need to need basis by the Company. The Industrial relation of the Company with various clients, supplier, financial lenders and employees is cordial. There are total 10 employees on the payroll of the Company.

## **FUTURE PROSPECTS**

Company has initiated three new maxim to be complied for better growth and progress of the company. Owing to the progressive growth and the competition in the cattle feed industry, company has focused on core business strategies for the development of business.

The focus area of future planning has been segregated into following heads.

**Export Oriented**

**To expand the Domestic sales**

**Poultry Feed**

The cattle feed business is experiencing rapid growth as the milk producers have started replacing the traditional cattle feed with more nutritionally balanced compound feed, as they have realized the tangible benefits of nutritional feed in terms of yield improvement. In Asia, the livestock industry is the most crucial part of agricultural development and has been growing at an unprecedented pace in the last few decades. Livestock products contribute for around 40% of the total agricultural output in global sales, and are experiencing growth faster as compared to any other agricultural sub-sector. Due to population growth and increased living standards, rapid growth in consumption of animal products has also forced the livestock industry to adapt and expand to satisfy the expectations of the society by feeding nutritious animal feed to the livestock animals. Hence, this factor proves beneficial for the growth of the cattle feed market.



Company is planning to expand its operation and cover Asia-Pacific region for export of its products. At present our Company is marketing its product through a network of commission agents, brokers, distributors, etc spread across Gujarat & Rajasthan but our Company majorly get its sales from Rajasthan.

Asia-Pacific is known to be the dominant region in the cattle feed market share. Asian countries have witnessed higher rate of traction for dairy products, owing to its increased demand from vegan consumers. Some key macroeconomic factors such as rise in social media usage and surge in per-capita income also play an important role in contributing toward the overall growth of the cattle feed market. However, LAMEA is expected to exhibit significant growth in the future, owing to rise in demand for meat and dairy products in child nutrition. In addition, the region has witnessed considerable surge in number of millennials, who are forefront consumers of new food & meat products. Therefore, rise in millennial population is anticipated to offer remunerative cattle feed market opportunities

The global cattle feed market size was estimated at US\$ 81.7 Billion in 2022 and expected to reach US\$ 125.8 billion in 2032, at a 4%.

Cattle Feed Market Size Value in 2022	US\$ 81.7 billion
Cattle Feed Market Forecast Value in 2032	US\$ 125.8 billion
Global Growth Rate (2022 to 2032)	4.0%
Forecast Period	2022-2032
Cattle Feed Market Share of India in South Asia	~25%

The Indian animal feed market reached a value of INR 873.7 Billion in 2021. Looking forward, IMARC Group expects the market to reach INR 1493.8 Billion by 2027, exhibiting at a CAGR of 9.6% during 2022-2027. Keeping in mind the uncertainties of COVID-19, we are continuously tracking and evaluating the direct as well as the indirect influence of the pandemic. These insights are included in the report as a major market contributor. We intend to expand our geographical reach and enter the large domestic market for growth opportunities of our business. We plan to deepen our presence in the existing market and expand our reach and penetrate into the large available market by giving scale down low price solution and grab major market share.

Commercial poultry feeding is a highly perfected science that ensures a maximum intake of energy for growth and fat production. High-quality and well-balanced protein sources produce a maximum amount of muscle, organ, skin, and feather growth. The essential minerals produce bones and eggs, with about 3 to 4 percent of the live bird being composed of minerals and 10 percent of the egg. Calcium, phosphorus, sodium, chlorine, potassium, sulfur, manganese, iron, copper, cobalt, magnesium, and zinc are all required. Vitamins A, C, D, E, and K and all of the B vitamins are also required. Antibiotics are widely used to stimulate appetite, control harmful bacteria, and prevent disease. For chickens, modern rations produce about 0.5 kg (1 pound) of broiler on about 0.9 kg (2 pounds) of feed and a dozen eggs from 2 kg (4.5 pounds) of feed.

With the increasing Demand for poultry feeding company is focusing to expand its operations to cover poultry feeding section among the cattle feeds.

Our Company is planning to introduce Multigrain Meal High Protein cattle feed. Multi Grain Meal is highly rich in protein and fibres. This is free from any foul smell and highly suitable for poultry feeding as well. This feed is best for the development for the improve health of the cattle. The minerals, vitamins and protein in the Multi Grain Cattle Feed are enough for their good health



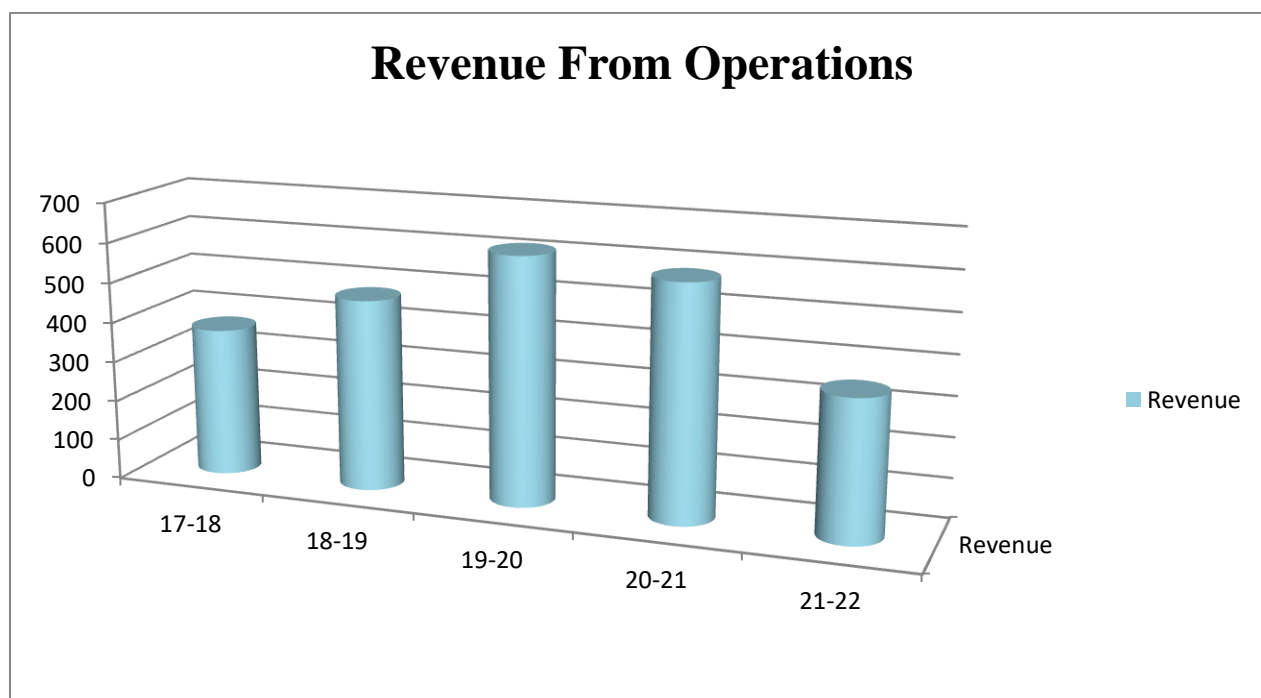
## FINANCIAL PERFORMANCE OVERVIEW

The discussions in this section relate to the financial results pertaining to the year that ended March 31, 2022. The financial statements of Narmada Agrobases Limited ('the Company') are prepared in accordance with the Applicable Accounting Standards and the provisions of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, as amended from time to time. Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the consolidated financial statements.

Company's Revenue from operations has shown the growth in the initial years after its listing which represents the company's commitments towards its operations, however as depicted in the graph above the revenue from operations has shown the sudden fall in the revenue due to outbreak of Covid-19 pandemic leading to an unprecedented health crisis and disrupting economic activities and global trade, while weighing on customer sentiments situations after the Financial Year 19-20. The Businesses, had just started moving back to normalcy after the end of the first wave, were hit hard by the second wave during the year 2020-21 which impacted the revenue from operations of the company in the Financial Year 21-22. The manpower issue was the major hurdle in these situations which led to shortfall in the production and hence affected sales. However company has initiated its focus on the revenue generation and has initiated new plans for progressive growth.

**The revenue from Operations of the company is detailed below:**

Financial Year					
Revenue From Operations (millions)	17-18	18-19	19-20	20-21	21-22
	371.3	477.83	616.2	583.3	350.3



**DISCLOSURE ON REMUNERATION**

**ANNEXURE II**

DISCLOSURE ON REMUNERATION OF TOP TEN EMPLOYEES OF THE COMPANY IN TERMS OF SALARY DRAWN AS REQUIRED UNDER SECTION 134(3) (Q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

<b>Name &amp; Designation</b>	<b>Remuneration (Per Annum)</b>	<b>Nature of Employment</b>	<b>Qualification</b>	<b>No of Shares Held</b>	<b>Experience</b>	<b>Date of Commencement of employment</b>	<b>Age</b>	<b>Relative of any Director</b>
<b>Mr. Neeraj Agrawal Managing Director</b>	9,00,000/-	Non Contractual	CA and B.Com	3,396,420	24	Since Incorporation	46	Yes Son of Mr. Suresh Chandra Agrawal
<b>Mr. Suresh Chandra Gupta Whole Time Director</b>	9,00,000/-	Non Contractual	LLB	1,941,030	45	Since Incorporation	70	Father of Neeraj Agrawal
<b>Mr. Dilip Bhat In Charge</b>	4,80,000	Non Contractual	B.Com	-	16	Since Incorporation	41	NA
<b>Mr. Dushyant Makwana Accounts Head</b>	4,80,000	Non Contractual	B.Com	-	4	Since Incorporation	32	NA
<b>Mr. Pirabhai Rabari Manager</b>	3,60,000/-	Non Contractual	B.Com	-	5	Since 4 years	52	NA
<b>Mrs. Lata R. Joshi Admin</b>	3,60,000/-	Non Contractual	12 <sup>th</sup> Pass	-	2	Since 2 years	42	NA

<b>Mr. Jitendra Rajprohit</b> <b>Factory Worker</b>	2,52,000/-	Non Contractual	B.Com	-	4	Since 3 Years	33	NA
<b>Mr. Tararam</b> <b>Factory Worker</b>	2,52,000/-	Non Contractual	12 <sup>th</sup> Pass	-	5	Since 1 -year	37	NA
<b>Mr. Jhalaram</b> <b>Supervisor</b>	2,16,000/-	Non Contractual	12 <sup>th</sup> Pass	-	4	Since 2 year	37	NA
<b>Mr. Vikram Raman Lal</b> <b>Factory Worker</b>	2,16,000/-	Non Contractual	12 <sup>th</sup> Pass	-	5	Since 2 years	29	NA

**ANNEXURE III**

**Disclosure of the Required information under Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014**

1. **The Ratio of the remuneration of each Director to the median Remuneration of the Employees of the company for Financial Year 2021-22.**

Sr. No.	Name of Director	Remuneration	Median Remuneration	Ratio
1	Neeraj Sureshchandra Agrawal	9,00,000	3,60,000	2.5
2	Sureshchandra Agrawal	9,00,000	3,60,000	2.5

2. **Percentage of increase in Remuneration of each Director, CFO, CEO, Company Secretary or Manager, if any in the financial Year 2021-22.**

Sr. No.	Name of Director	Designation	% Increase in
1	Neeraj Sureshchandra Agrawal	Managing Director	Not Applicable
2	Sureshchandra Agrawal	Whole-Time Director	Not Applicable
3	Nidhi Jain	Company Secretary	Not Applicable

3. The Median remuneration of employees of the company during the Financial Year 2021-22 was Rs. 3,60,000
4. There was no increase in the median remuneration of the employees in the financial year.
5. The number of permanent employees on the rolls of company is 10.
6. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;
7. Affirmation that the remuneration is as per the remuneration policy of the company.

**CERTIFICATE OF NON-DISQUALIFICATION  
OF DIRECTORS**

**“ANNEXURE IV”**

**(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**  
**Narmada Agrobases Limited**  
613/P-1, IJ Pura (Jethaji) Dhanpura Road,  
Tal. Jotana, Mahesana, 384421-Gujarat.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Narmada Agrobases Limited having CIN L15494GJ2013PLC073468 and having registered office at 613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana, 384421 - Gujarat. (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31<sup>st</sup> March, 2022 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.

<b>Sr.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of Appointment as per MCA Index of Signatory Details</b>
<b>1</b>	Sureshchandra Gupta	06473269	29/01/2013
<b>2</b>	NeerajkumarSureshchandra Agrawal	06473290	18/12/2017
<b>3</b>	Manishkumar Suresh Kumar Tibrewal	07986375	10/11/2017
<b>4</b>	Ganesh Bhavarlal Prajapati	08014721	07/12/2017
<b>5</b>	Nidhi Dineshbhai Patel	08014773	07/12/2017

Ensuring the eligibility of 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.

**UDIN: A026238D000475753**

**Date: 05/06/2022**

**Place: Ahmedabad**

**Signature:**

**Punit Santoshkumar Lath**

**Practicing Company Secretary**

**ACS No.: 26238, COP No.: 11139**

**ANNEXURE – VI**

**Form No. MR-3**

**FOR THE FINANCIAL YEAR ENDED 31st March, 2022**

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

To,  
The Members,  
Narmada Agrobases Limited  
(CIN: L15494GJ2013PLC073468)  
613/P-1, IJPura (Jethaji) Dhanpura Road,  
Tal. Jotana Mahesana, Gujarat - 384421

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by Narmada Agrobases Limited (herein after called “the Company”) for the year ended 31st March, 2022.

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the Rules made there under;
  - (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – Provisions of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings are not applicable to the Company;
  - (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) 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;
- (a) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 up to the date of 12th August, 2021 and thereafter Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 w.e.f 13th August, 2021;- Not applicable, as the Company has not issued any shares/ options to directors/ employees under the said guidelines / regulations during the year under review;
- (b) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 up to the date of 8th August, 2021 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 w.e.f 09th August, 2021;- Not applicable, as the Company has not issued any debt securities which were listed during the year under review;
- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review; and
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review.
- (vi) Looking to the nature of the business of the company specific laws applicable to the Company are as under for which, we have relied on Management declarations.
  - A) The Trade Marks Act, 1999
  - B) Cattle Feed (Regulation of Manufacture and Sale) Order, 2009
  - C) The Consumer Protection Act, 1986
  - D) The Standards of Weights and Measures (Packaged Commodities) Rules,1977
  - E) The Prevention of Black Marketing and Maintenance of Supplies of Essential Commodities Act,1980
  - F) BIS Act, 1986
  - G) Essential Commodity Act, 1955 etc.

I further report that for the Compliances by the Company of applicable financial laws, like direct and indirect tax laws, we have relied on the Audit report of the company since the same have been subject to review by statutory financial auditor and other designated professionals.

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors and Committees (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

- (ii) The Listing Agreement entered into by the Company with BSE Limited, and SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 (effective 1st December, 2015).
3. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above to the extent applicable.
4. I further report that:
- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and a Woman Director. No changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) 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.
- (iii) Majority decision is carried through unanimously, while the dissenting members' views are captured and recorded as part of the minutes.
5. I further report that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, standards etc.
6. I further report that during the audit period there the Company has no specific events/actions, having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**Punit Santosh Kumar Lath**  
**Practicing Company Secretary**  
**ACS No. 26238, COP No. 11139**  
**Date: 05/06/2022**  
**UDIN: A026238D000471793**

**Place: Ahmedabad**

Please note that the Secretarial Audit Report is to be read with our letter of even date attached as Annexure to the report and letter also forms the integral part of report.

## **“ANNEXURE” to the Secretarial Audit Report**

To,  
The Members,  
Narmada Agrobases Limited  
(CIN: L15494GJ2013PLC073468)  
613/P-1, IJPura (Jethaji) Dhanpura Road,  
Tal. Jotana Mahesana, Gujarat - 384421

Dear Sir,

Our Secretarial Audit Report of even date for the Financial Year ended on 31st March, 2022 is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other laws and regulations applicable to the Company and verification of documents and records procedures on test check basis.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Punit Santosh Kumar Lath**  
**Practicing Company Secretary**  
**ACS No. 26238, COP No. 11139**  
**Date: 05/06/2022**

**Place: Ahmedabad**

**TO THE MEMBERS OF  
NARMADA AGROBASE LIMITED**

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

**Opinion**

We have audited the accompanying Standalone Financial Statements of Narmada Agrobases Limited (the Company), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and the Statement of Cash Flows for the year ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit and its cash flows for the year ended on that date.

**Basis for Opinion**

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

**Key Audit Matters**

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the Standalone Financial Statements of the current period. This matter was addressed in the context of our audit of the Standalone Financial Statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on this matter. We have nothing to report in this regard.

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

The Board of Directors of the Company is responsible for the other information. The other information comprises the information included in the operational highlights, financial charts, Directors' Report and its annexure, Management Discussion and Analysis, Business Responsibility Report, Corporate Governance and Shareholder's information and performance trend, but does not include the Standalone Financial Statements and our Auditor's Report thereon. These reports are expected to be made available to us after the date of auditor's report.

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

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the

Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

### **Management's Responsibility for the Standalone Financial Statements**

The Board of Directors of the Company is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgements 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Management is responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management 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 financial reporting process of the Company.

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

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 the Management.
- Conclude on the appropriateness of use of the going concern basis of accounting by the Management and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to

modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company to express an opinion on the Standalone Financial Statements

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

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

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

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

### **Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company.

- 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 provisions of Section 197 of the Act.
- 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
- 1) The Company does not have any pending litigations which would impact its financial position.
  - 2) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - 3) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

For Jain Kedia & Sharma  
Chartered Accountants  
FRN: 103920W

Ajaykrishna Sharma  
Partner  
Membership Number: 035075  
UDIN: 22035075AJBQRQ2167  
Ahmedabad  
May 16, 2022

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Narmada Agrobases Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

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

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) Based on our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties, disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals, except goods-in-transit. The coverage and procedure adopted by the Management is appropriate according to the size and scale of the Company. No discrepancies of 10% or more were observed in any class of inventories.

(b) The Company has been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, during the year, from banks or financial institutions and the quarterly statements filed by the Company with such banks or financial institutions are in agreement with the books of accounts of the Company.

iii. (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

(b) In our opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.

(d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) No loan granted by the Company which has fallen due during the year, 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 not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable. The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

vii. In respect of statutory dues:

(a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.

(b) There are no disputed amounts in respect of statutory dues referred to in sub-clause (a) above and therefore reporting under sub-clause (b) is not applicable.

viii. There were no transactions relating to previously unrecorded income that 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) The Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.

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

(c) According to the explanations provided by the Company and overall examination of the financial statements of the Company, the term loans were prima facie applied for the purpose for which they were obtained.

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

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

(f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

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

(c) The Company has not received any whistle-blower complaints during the year.

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

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. (a) The Company is not statutorily required to spend amounts towards Corporate Social Responsibility (CSR). Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.

(b) Since the provisions of Section 135 in respect of Corporate Social Responsibility (CSR) are not applicable to the Company, reporting under clause 3(xx)(b) of the Order is not applicable.

For Jain Kedia & Sharma  
Chartered Accountants  
FRN: 103920W

Ajaykrishna Sharma  
Partner  
Membership Number: 035075  
UDIN: 22035075AJBQRQ2167  
Ahmedabad  
May 16, 2022

**Annexure- A**  
**To Independent Auditor's Report**

**Report on the internal financial controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the Act)**

We have audited the internal financial controls over financial reporting of Narmada Agrobases Limited (the Company) as of March 31, 2022, in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Control**

The Management of the Company 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 (the Guidance Note) issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the policies of the Company, 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.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls of the Company over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI 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 Standalone Financial Statements, whether due to fraud or error.

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

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

The internal financial control over financial reporting of a company is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with the Generally Accepted Accounting Principles. Internal financial control over financial reporting of a Company includes those policies and procedures that

- i) pertain to the maintenance of records that in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with the 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

- iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the assets of the Company that can have a material effect on the Standalone Financial Statements.

### **Inherent Limitations of Internal Financial Control 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Jain Kedia & Sharma  
Chartered Accountants  
FRN: 103920W

Ajaykrishna Sharma  
Partner  
Membership Number: 035075  
UDIN: 22035075AJBQRQ2167  
Ahmedabad  
May 16, 2022

**PART I – Form of BALANCE SHEET**

**NARMADA AGROBASE LIMITED**

Balance Sheet as at 31st March,2022

CIN : L15494GJ2013PLC073468

(₹ In Thousand)

Particulars		Refer Note No.	31 March 2022	31 March 2021
<b>I. EQUITY AND LIABILITIES</b>				
<b>1 Shareholders' funds</b>				
(a)	Share capital	<b>1</b>	1,35,487.14	1,35,487.14
(b)	Reserves and surplus	<b>2</b>	19,407.41	13,905.18
			1,54,894.55	1,49,392.32
<b>2 Share application money pending allotment</b>				
			-	-
<b>3 Non-current liabilities</b>				
(a)	Long-term borrowings	<b>3</b>	337.10	8,797.08
(b)	Deferred Tax Liabilities (Net)		933.01	1,158.58
(c)	Other Long term Liabilities		-	-
(d)	Long Term provisions		-	-
			1,270.10	9,955.66
<b>4 Current liabilities</b>				
(a)	Short-term borrowings	<b>4</b>	96,953.55	78,133.63
(b)	Trade payables			
i	Total outstanding dues of micro enterprises and small enterprises		-	-
ii	Total outstanding dues of creditors other than micro enterprises and small enterprises	<b>5</b>	8,138.92	22,622.36
(c)	Other current liabilities	<b>6</b>	5,379.78	6,628.27
(d)	Short-term provisions	<b>7</b>	1,820.29	2,476.13
			1,12,292.55	1,09,860.38
<b>Total</b>			<b>2,68,457.20</b>	<b>2,69,208.36</b>
<b>II. ASSETS</b>				
<b>Non-current assets</b>				
<b>1</b> (a)	Property, Plant and Equipment and Intangible assets		-	-
(i)	Property, Plant and Equipment	<b>8</b>	31,374.79	35,006.50
(ii)	Intangible Assets		-	-
(iii)	Capital work-in-progress		-	-
(b)	Non-current investments		-	-
(c)	Deferred tax assets (Net)		-	-
(d)	Long-term loans and advances	<b>9</b>	6,092.13	6,499.70

	(e)	Other Non-Current Assets	<b>10</b>	10,252.02	11,214.78
				47,718.94	52,720.98
<b>2</b>	<b>Current assets</b>				
	(a)	Inventories	<b>11</b>	62,677.04	41,121.85
	(b)	Trade receivables	<b>12</b>	1,46,787.04	1,62,157.55
	(c)	Cash and cash equivalents	<b>13</b>	6,515.57	4,528.00
	(d)	Short-term loans and advances		-	-
	(e)	Other current assets	<b>14</b>	4,758.61	8,679.98
				2,20,738.26	2,16,487.38
		<b>Total</b>		<b>2,68,457.20</b>	<b>2,69,208.36</b>

**Notes forming part of accounts 22**

**(The Schedules referred to above and Notes to account form an integral part of financial statements)**

As per our Report of Even Date  
**FOR JAIN KEDIA & SHARMA**  
**CHARTERED ACCOUNTANTS**  
**Firm Reg. No.: 103920W**

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**AJAYKRISHNA SHARMA**  
**Partner**  
**Membership No. : 035075**  
**Place :- Ahmedabad**  
**Date :- May 16,2022**  
**UDIN :- 22035075AJBQRQ2167**

**NEERAJ AGRAWAL**  
**Managing Director & CFO**  
**DIN :06473290**

**SURESHCHANDRA GUPTA**  
**Whole-Time Director**  
**DIN :06473269**

**NIDHI JAIN**  
**Company Secretary & Compliance Officer**

**PART II - Form of STATEMENT OF PROFIT AND LOSS**

**NARMADA AGROBASE LIMITED**

**Profit and loss statement for the year ended 31st March,2022**

**CIN : L15494GJ2013PLC073468**

**(₹ In Thousand)**

	<b>Particulars</b>	<b>Refer Note No.</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
<b>I.</b>	Revenue from operations	<b>15</b>	3,49,736.76	5,82,568.76
<b>II.</b>	Other income	<b>16</b>	604.33	753.48
<b>III.</b>	<b>Total Revenue</b>		3,50,341.09	5,83,322.24
<b>IV.</b>	Expenses:			
	Cost of materials consumed	<b>17</b>	2,96,715.56	5,03,119.55
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	<b>18</b>	(1,986.01)	17,160.09
	Employee benefits expense	<b>19</b>	11,677.42	14,406.35
	Finance costs	<b>20</b>	8,124.97	8,530.59
	Depreciation and amortization expense	<b>8</b>	3,656.88	4,203.76
	Other expenses	<b>21</b>	24,202.23	25,821.53
	<b>Total expenses</b>		3,42,391.04	5,73,241.87
<b>V.</b>	<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>		7,950.05	10,080.37
<b>VI.</b>	Exceptional items		-	-
<b>VII.</b>	<b>Profit before extraordinary items and tax (V - VI)</b>		7,950.05	10,080.37
<b>VIII.</b>	Extraordinary Items		-	-
<b>IX.</b>	<b>Profit before tax (VII- VIII)</b>		7,950.05	10,080.37
<b>X</b>	Tax expense:			
	(2) Current tax		2,372.45	2,689.00
	(3) Deferred tax		(225.57)	(152.02)
	(3) Tax Adjustment of earlier year		300.94	713.35
<b>XI</b>	<b>Profit (Loss) for the period from continuing operations (VII-VIII)</b>		5,502.23	6,830.05

<b>XII</b>	Profit/(loss) from discontinuing operations		-	-
<b>XIII</b>	Tax expense of discontinuing operations		-	-
<b>XIV</b>	<b>Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		-	-
<b>XV</b>	<b>Profit (Loss) for the period (XI + XIV)</b>		5,502.23	6,830.05
<b>XVI</b>	Earnings per equity share:			
	(1) Basic		0.41	0.50
	(2) Diluted		0.41	0.50

**Notes forming part of accounts 22**

**(The Schedules referred to above and Notes to account form an integral part of financial statements)**

As per our Report of Even Date  
**FOR JAIN KEDIA & SHARMA**  
**CHARTERED ACCOUNTANTS**  
**Firm Reg. No.: 103920W**

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**AJAYKRISHNA SHARMA**  
**Partner**  
**Membership No. : 035075**  
**Place: - Ahmedabad**  
**Date: - May 16,2022**  
**UDIN: - 22035075AJBQRQ2167**

**NEERAJ AGRAWAL**  
**Managing Director & CFO**  
**DIN :06473290**

**SURESHCHANDRA GUPTA**  
**Whole-Time Director**  
**DIN :06473269**

**NIDHI JAIN**  
**Company Secretary & Compliance Officer**

**NARMADA AGROBASE LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31st, 2022**

**CIN : L15494GJ2013PLC073468**

**(₹ In Thousand)**

		31 March 2022	31 March 2021
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES :</b>		
	Net Profit before extraordinary items and tax	<b>7,950.05</b>	<b>10,080.37</b>
	Adjustments for: Preliminary Expense	1,576.04	813.23
	Depreciation	3,656.88	4,203.76
	Finance Cost	8,124.97	8,530.59
	Foreign Exchange Currency reserve	-	-
	Interest/Dividend Income	(604.33)	(753.48)
		<b>12,753.56</b>	<b>12,794.10</b>
	Operating Profit before working capital changes	<b>20,703.61</b>	<b>22,874.47</b>
	Adjustments for : ( increase ) / decrease in operating assets :		
	Inventories	(21,555.19)	16,222.10
	Trade Receivable	15,370.51	(48,618.20)
	Short Term loans & Advances		
	Long Term Loans & Advances	407.57	(80.50)
	Other Current Assets	2,345.32	(413.43)
	Other non-current Current Assets	962.76	1,069.74
	Adjustments for : increase / (decrease) in operating liabilities		
	Trade payables	(14,483.43)	16,524.15
	Other Current Liabilities	(1,248.49)	(1,331.73)
	Short Term Provisions	123.58	-
	Long Term Provisions	-	
		<b>(18,077.37)</b>	<b>(16,627.87)</b>
	Cash generated from operations	<b>2,626.23</b>	<b>6,246.60</b>
	Direct taxes paid	<b>(3,452.80)</b>	<b>(3,290.70)</b>
	Cash flow before Extraordinary Items	<b>(826.57)</b>	<b>2,955.90</b>
	Extraordinary Items	-	-
	<b>NET CASH FROM OPERATING ACTIVITIES :</b>	<b>(826.57)</b>	<b>2,955.90</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>		

	Purchase of Fixed Assets		(25.16)		(359.11)
	Purchase of Investments		-		-
	Sale of Fixed Assets		-		-
	Capital Subsidry Received		-		-
	IPO Subsidry Received		-		-
	Sale / Written off of Investments		-		-
	Interest/Dividend Received		604.33		753.48
	Net Cash used in investing activities		579.17		394.37
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>				
	Proceeds of Long Term Borrowings (net)		(8,459.99)		578.83
	Net Increase /( Decrease) in Short term Borrowings		18,819.92		3,935.10
	Proceeds from Issue of Shares		-		-
	Dividend Paid		-		-
	Dividend Tax Paid		-		-
	Finance Cost		(8,124.97)		(8,530.59)
	Net Cash used in financial activities		2,234.97		(4,016.67)
	Net increase in cash and cash equivalents(A+B+C)		1,987.57		(666.41)
	Cash and Cash equivalents at the beginning of the year	(Refer Note 13)	4,528.00		5,194.41
	Cash and Cash equivalents at the end of the year	(Refer Note 13)	6,515.57		4,528.00

**Notes forming part of accounts 22**

**(The Schedules referred to above and Notes to account form an integral part of financial statements)**

As per our Report of Even Date  
**FOR JAIN KEDIA & SHARMA**  
**CHARTERED ACCOUNTANTS**  
**Firm Reg. No.: 103920W**

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**AJAYKRISHNA SHARMA**  
**Partner**  
**Membership No. : 035075**  
**Place: - Ahmedabad**  
**Date: - May 16,2022**  
**UDIN: - 22035075AJBQRQ2167**

**NEERAJ AGRAWAL**  
**Managing Director & CFO**  
**DIN :06473290**

**SURESHCHANDRA GUPTA**  
**Whole-Time Director**  
**DIN :06473269**

**NIDHI JAIN**  
**Company Secretary & Compliance Officer**

NOTE 1				
<u>Share Capital</u>			As at 31 March 2022	As at 31 March 2021
			₹ In Thousand	₹ In Thousand
<b><u>Authorised</u></b>				
13600000 Equity Shares of `10' each (P.Y. 13600000 Equity Shares of Rs. 10 each)			1,36,000.00	1,36,000.00
<b><u>Issued</u></b>				
13548714 Equity Shares of `10' each (P.Y. 13548714 Equity Shares of Rs. 10 each)			1,35,487.14	1,35,487.14
<b><u>Subscribed &amp; Paid up</u></b>				
13548714 Equity Shares of `10' each (P.Y. 13548714 Equity Shares of Rs. 10 each)			1,35,487.14	1,35,487.14
<b><u>Subscribed but not fully Paid up</u></b>				
Nil Equity Shares (P.Y. Nil Equity Shares)			-	-
<b>Total</b>			1,35,487.14	1,35,487.14
<b><u>Rights and Obligation of shareholders :-</u></b>				
The company has issued only one class of equity shares having face value of Rs.10 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pay dividend in Indian Rupees. The dividend proposed by the Board of Director is subject to the approval of the shareholders in the Annual General Meeting.				
NOTE 1 A Reconciliation of number of shares outstanding is set out below:				
Particulars	Equity Shares March 2022		Equity Shares March 2021	
	Number	₹ In Thousand	Number	₹ In Thousand
Shares outstanding at the beginning of the year	1,35,48,714	1,35,487.14	1,35,48,714	1,35,487.14
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1,35,48,714	1,35,487.14	1,35,48,714	1,35,487.14

<b>NOTE 1 B</b>						
<b>Shares held by promoters at the end of the year 31st March 2022</b>						
<b>SR NO</b>	<b>Name of Shareholder</b>	<b>As at 31 March 2022</b>		<b>% Changes</b>		
		<b>No. of Shares held</b>	<b>% of Holding</b>			
<b>1</b>	Neeraj Agrawal	33,96,420	25.07%	-		
<b>2</b>	Abhishek Agrawal	10,47,600	7.73%	1.22%		
<b>3</b>	Suresahchnadra Gupta	19,41,030	14.33%	-		
<b>4</b>	Anjana Devi	7,64,303	5.64%	-		
<b>5</b>	Raxita Abhishek Agrawal	8,95,050	6.61%	-		
<b>6</b>	Monika Neeraj Agrawal	6,84,450	5.05%	-		
<b>7</b>	Nitin Sureshchandra Agrawal	1,79,010	1.32%	-		
<b>8</b>	Monika Nitin Agrawal	2,63,250	1.94%	-		
<b>9</b>	Anjana Devi BONUS FRACTION (26.02.2020)			1	0.00%	
	<b>Total</b>	<b>91,71,114</b>	<b>67.69%</b>	<b>1.22%</b>		
<b>NOTE 1 B</b>						
<b>Shares held by promoters at the end of the year ending 31st March 2021</b>						
<b>SR NO</b>	<b>Name of Shareholder</b>	<b>As at 31 March 2021</b>		<b>% Changes</b>		
		<b>No. of Shares held</b>	<b>% of Holding</b>			
<b>1</b>	Neeraj Agrawal	33,96,420	25.07%	-		
<b>2</b>	Abhishek Agrawal	12,13,200	8.95%	-		
<b>3</b>	Suresahchnadra Gupta	19,41,030	14.33%	-		
<b>4</b>	Anjana Devi	7,64,303	5.64%	-		
<b>5</b>	Raxita Abhishek Agrawal	8,95,050	6.61%	-		
<b>6</b>	Monika Neeraj Agrawal	6,84,450	5.05%	-		
<b>7</b>	Nitin Sureshchandra Agrawal	1,79,010	1.32%	-		
<b>8</b>	Monika Nitin Agrawal	2,63,250	1.94%	-		

<b>9</b>	Anjana Devi BONUS FRACTION (26.02.2020)			1	0.00%
	<b>Total</b>		<b>93,36,714</b>	<b>68.91%</b>	<b>-</b>
<b>NOTE 1 C</b>					
<b>SR NO</b>	<b>Name of Shareholder</b>	<b>As at 31 March 2022</b>		<b>As at 31 March 2021</b>	
		<b>No. of Shares held</b>	<b>% of Holding</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
<b>1</b>	Neeraj Agrawal	33,96,420	25.07%	33,96,420	25.07%
<b>2</b>	Abhishek Agrawal	10,47,600	7.73%	12,13,200	8.95%
<b>3</b>	Suresahchnadra Gupta	19,41,030	14.33%	19,41,030	14.33%
<b>4</b>	Anjana Devi	7,64,303	5.64%	7,64,303	5.64%
<b>5</b>	Raxita Abhishek Agrawal	8,95,050	6.61%	8,95,050	6.61%
<b>6</b>	Monika Neeraj Agrawal	6,84,450	5.05%	6,84,450	5.05%
	<b>Total</b>	<b>87,28,853</b>	<b>64.43%</b>	<b>88,94,453</b>	<b>65.65%</b>
<b>NOTE 2</b>					
<b><u>Reserves &amp; Surplus</u></b>				<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
				<b>₹ In Thousand</b>	<b>₹ In Thousand</b>
<b>Reserve &amp; Surplus</b>					
<b>Opening balance</b>				13,905.18	7,075.13
<b>(+) Net Profit/(Net Loss) For the current year</b>				5,502.23	6,830.05
<b>(-) Interim Dividends</b>				-	-
<b>(-) Bonus Share Issued</b>				-	-
<b>Closing Balance</b>				<b>19,407.41</b>	<b>13,905.18</b>
<b>Total</b>				<b>19,407.41</b>	<b>13,905.18</b>

<b>NOTE 3</b>						
<b><u>Long Term Borrowings</u></b>					<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
					<b>₹ In Thousand</b>	<b>₹ In Thousand</b>
<b><u>Secured</u></b>						
<b><u>From Bank and Financial Instituion</u></b>						
<b>(a) FD against Loan</b>					-	389.25
<b>(b) Term Loan From DHFL</b>					2,524.80	4,797.69
<b>(These loans are secured against the asset (Machinery) under finance. Repayment of principle loan of INR 1 crore @ 12.75% p.a.- in 60 monthly installments starting from 10th June, 2018, last installment due on 10th April, 2023.)</b>						
<b>(c) Term Loan From SBI</b>					2,047.64	8,040.54
<b>((a). The Ad-Hoc Limit under Emergency Credit Line Guaranteed Scheme (ECLGS) from Bank of Rs. 0.80 Crore sanctioned to the Company is to be utilized for genuine working capital requirements to tide over impact of Covid-19 only and with no diversion of shortterm funds for long term uses. (b.)The Ad-Hoc facility would be repayable in 18 equated monthly installments after a moratorium period of 6 months from the date of disbursement of the loan.) (c) Rate of interest for ad-hoc limit of rs.0.80 Crore :- 1-Year MCLR,MCLR to be reset after one Year.</b>						
<b>Less :- Current maturities of long-term debt</b>					(4,572.44)	(7,461.72)
<b>Closing Balance</b>					-	<b>5,765.77</b>
<b><u>Unsecured</u></b>						
<b>From Promoter and Directors</b>					337.10	3,031.32
<b>(These loans are repayable beyond 12 months from the Balance Sheet Date and it does not carry any interest</b>						
<b>Closing</b>					<b>337.10</b>	<b>3,031.32</b>

<b>Balance</b>						
<b>Total</b>					<b>337.10</b>	<b>8,797.08</b>
<b>NOTE 3 A</b>	<b>Registration of charges or satisfaction with Register of Companies</b>					
	<b>Particular of charge</b>	<b>Statutory period of registration</b>	<b>Actual Date of registration</b>	<b>Reason if Charge is registered beyond statutory period</b>		
<b>1</b>	FBWC limit has been extended to Rs.9.91 Crore from State Bank of India and charges over all the present Primary as well collateral Securities has been extended to secure the sanctioned FBWC of Rs. 9.91 Crore	19/02/2022	03-11-2022	NA		
<b>2</b>	Loan was availed with Dewan Housing Finance Limited of Rs. 1 Crore for Purchase of Plant and Machinery	27/04/2018	05-04-2018	NA		
<b>NOTE 4</b>						
<b><u>Short Term Borrowings</u></b>			<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>		
			<b>₹ In Thousand</b>	<b>₹ In Thousand</b>		
-						
<b><u>Secured</u></b>						
<b>(a) Loans repayable on demand</b>						
<b>(ii) State Bank of India - Cash Credit Account</b>			92,381.11	70,671.91		
<b>(Working Capital loans are Secured by hypothecation of present and future raw materials, work in progress, finished goods, Stores and spaires and book debts of the company and charge on the existing immovable properties of the guaranteed by directors, fixed deposit) Rate of Interest :- Interest at the rate of 1.25 % margin above the EBLR which is presently 6.65 % p.a. Present effective rate 7.90 % p.a.calculated on daily products at monthly rests.</b>						
<b>(b) Current maturities of long-term debt</b>			4,572.44	7,461.71		
<b>Total</b>			<b>96,953.55</b>	<b>78,133.63</b>		

NOTE 5						As at 31 March 2022	As at 31 March 2021
<u>Trade Payables</u>						₹ In Thousand	₹ In Thousand
Total outstanding dues of micro enterprises and small enterprises						-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises						8,138.92	22,622.36
<b>Total</b>						<b>8,138.92</b>	<b>22,622.36</b>

**Note 5.1:** The disclosure under Micro, small and medium Enterprise Development Act, 2006 in respect of the amounts payable to such enterprises as at 31st March, 2022 has been made in the financial statements based on information received and on the basis of such information the amount due to small and medium enterprises is Nil as on 31st March, 2022. No interest is paid or payable to such enterprises due to disputes. Auditors have relied on the same.

Trade Payables ageing schedule: As at 31st March,2022						
Particulars	Outstanding for following periods from					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years		
(i) MSME	-	-	-	-	-	-
(ii) Others	7,393.99	744.93	-	-	-	8,138.92
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Trade Payables ageing schedule: As at 31st March,2021						
Particulars	Outstanding for following periods from					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years		
(i) MSME	-	-	-	-	-	-
(ii) Others	22,347.37	274.98	-	-	-	22,622.36
(iii) Disputed dues- MSME	-	-	-	-	-	-

(iv) Disputed dues - Others	-	-	-	-	-
NOTE 6					
<b><u>Other Current Liabilities</u></b>				<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
				<b>₹ In Thousand</b>	<b>₹ In Thousand</b>
(a) Interest accrued but not due				1,726.48	1,643.09
(b) Other Payables				-	-
Audit fees Payable				45.00	46.25
Creditor for Expenses				1,053.15	1,135.41
Unpaid Electricity				592.20	651.49
Unpaid director remuneration				707.45	300.29
Unpaid director Sitting Fees				210.00	150.00
TDS Payable				231.21	193.72
TCS Payable				26.57	159.43
Salary & Labour Payable				387.60	477.48
Office Rent Payable				-	24.00
GST RCM Payable				395.73	542.73
Dividend Payable				4.40	4.40
Advance from customers				-	1,299.97
<b>Total</b>				<b>5,379.78</b>	<b>6,628.27</b>
NOTE 7					
<b><u>Short Term Provisions</u></b>				<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
				<b>₹ In Thousand</b>	<b>₹ In Thousand</b>
Provision for Taxation				1,820.29	2,476.13
(Provision being net of advance taxes paid)					
<b>Total</b>				<b>1,820.29</b>	<b>2,476.13</b>

Note 8													
Fixed Assets		Gross Block				Accumulated Depreciation					Net Block		
	As at 31 March 2021	Additions during the year	Disposals & any other adjustment during the year	Revaluations/ (Impairments)	As at 31 March 2022	As at 31 March 2021	Depreciation charge for the year	Adjustment due to revaluations	On disposals	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021	
	₹ In Thousand	₹ In Thousand	₹ In Thousand	₹ In Thousand	₹ In Thousand	₹ In Thousand	₹ in Thousand	₹ in Thousand	₹ in Thousand	₹ In Thousand	₹ In Thousand	₹ in Thousand	
<b>Tangible Assets</b>													
1	Land	5,080.00	-	-	-	5,080.00	-	-	-	-	5,080.00	5,080.00	
2	Factory Building	24,962.97	-	-	-	24,962.97	9,725.25	1,449.81	-	-	11,175.05	15,237.72	
4	Computers and Printers	81.39	9.90	-	-	91.29	63.13	12.66	-	-	75.79	18.26	
5	Furniture & Fixture	58.28	-	-	-	58.28	39.56	4.86	-	-	44.41	18.72	
6	Office Equipment	25.42	-	-	-	25.42	18.00	3.35	-	-	21.35	7.43	
7	Electrical	1,199.33	15.26	-	-	1,214.59	682.66	135.74	-	-	818.39	516.67	
8	Plant & Machinery	28,584.34	-	-	-	28,584.34	14,456.64	2,050.48	-	-	16,507.11	14,127.71	
	<b>Total</b>	59,991.73	25.16	-	-	60,016.89	24,985.23	3,656.88	-	-	28,642.11	35,006.50	
	<b>Previous Year</b>	59,632.62	359.11	-	-	59,991.73	20,781.47	4,203.76	-	-	24,985.23	38,851.15	

NOTE 9						
<u>Long Term Loans and Advances</u>					As at 31 March 2022	As at 31 March 2021
					₹ In Thousand	₹ In Thousand
<u>Unsecured, considered good</u>						
Other Loan and advances					6,092.13	6,499.70
<b>Total</b>					<b>6,092.13</b>	<b>6,499.70</b>
NOTE 10						
<u>Other Non-Current Assets</u>					As at 31 March 2022	As at 31 March 2021
					₹ In Thousand	₹ In Thousand
<u>(a) Security Deposit</u>						
Deposit with Uttar Guj. Vij. Co.					2,396.39	2,396.39
Nse Deposit					783.80	783.80
Gujarat Industrial Agri Corporation					100.00	100.00
Cotton Corporation of india					50.00	50.00
<b>(b) Long-Term Trade Receivables</b>					<b>8,954.32</b>	<b>8,954.32</b>
[in respect of debts outstanding for more than 12 months, where the timing of ultimate recovery is uncertain.]						
Less :- Provision For Bad Debt					(2,032.50)	(1,069.74)
<b>Total</b>					<b>10,252.02</b>	<b>11,214.78</b>
NOTE 11						
Inventories					As at 31 March 2022	As at 31 March 2021
					₹ In Thousand	₹ In Thousand
<b>a. Raw Materials and components</b>					<b>51,022.04</b>	<b>31,452.86</b>
<i>Sub total</i>					51,022.04	31,452.86
<b>b. Work-in-progress</b>					-	-

					<i>Sub total</i>	-	-
<b>c. Finished goods</b>						11,655.00	9,669.00
					<i>Sub total</i>	11,655.00	9,669.00
<b>Grand Total</b>						<b>62,677.04</b>	<b>41,121.85</b>
<b>NOTE 12</b>							
<b>Trade Receivables</b>					<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>	
					<b>₹ In Thousand</b>	<b>₹ In Thousand</b>	
<b><u>Outstanding for Less than six months</u></b>							
<b>a) Secured, considered good</b>					79,668.14	1,46,832.24	
<b>b) Unsecured, considered good</b>					-	-	
<b>c) Doubtful</b>					-	-	
<b><u>Outstanding for more than six months</u></b>							
<b>a) Secured, considered good</b>					65,375.86	13,582.28	
<b>b) Unsecured, considered good</b>							
<b>c) Doubtful</b>					1,743.04	1,743.04	
<b>Total</b>					<b>1,46,787.04</b>	<b>1,62,157.55</b>	
<b>Trade Receivables ageing schedule as at 31st March,2022</b>							
<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>						
	<b>Less than 6 months</b>	<b>6 months -1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>		
<b>(i) Undisputed Trade receivables - considered good</b>	<b>79,668.14</b>	<b>65,375.86</b>	-	-	-		
<b>(i) Undisputed Trade receivables - considered doubtful</b>	-	-	-	-	-		
<b>(iii) Disputed trade receivables considered good</b>	-	-	-	-	-		

(iv) Disputed trade receivables considered doubtful	-	-	-	-	1,743.04
<b>Total</b>	<b>79,668.14</b>	<b>65,375.86</b>	-	-	<b>1,743.04</b>
<b>Trade Receivables ageing schedule as at 31st March,2021</b>					
<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>				
	<b>Less than 6 months</b>	<b>6 months -1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>
(i) Undisputed Trade receivables - considered good	1,46,832.24	13,582.28	-	-	-
(i) Undisputed Trade receivables - considered doubtful	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	1,743.04
<b>Total</b>	<b>1,46,832.24</b>	<b>13,582.28</b>	-	-	<b>1,743.04</b>
NOTE 13					
<b>Cash and cash equivalents</b>				<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
				<b>₹ In Thousand</b>	<b>₹ In Thousand</b>
<b>Cash on hand</b>				3,565.79	849.29
<b>Balances with banks</b>				345.88	378.07
<b>Deposits with Banks</b>				2,603.90	3,300.65
<b>(Deposits with Banks include deposits given for lein for Bank guarantee and overdraft Rs 3300645 (P.Y. Rs. 3115515))</b>					

<b>Total</b>					<b>6,515.57</b>	<b>4,528.00</b>
<b>NOTE 14</b>						
<b>Other current assets</b>					<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
					<b>₹ In Thousand</b>	<b>₹ In Thousand</b>
<b>Advance to Suppliers of goods &amp; Services.</b>					116.23	2,270.05
<b>Duties &amp; Taxes (GST)</b>					4,382.36	4,408.22
<b>Prepaid Insurance</b>					260.02	425.66
<b>Misc. Expenses Not Written Off</b>					-	1,576.04
<b>Total</b>					<b>4,758.61</b>	<b>8,679.98</b>

<b>NOTE 15</b>		
<b>Revenue from Operation</b>	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
	<b>₹ In Thousand</b>	<b>₹ In Thousand</b>
<b>Sale of products</b>	3,49,736.76	5,82,568.76
<b>Total</b>	<b>3,49,736.76</b>	<b>5,82,568.76</b>
<b>NOTE 16</b>		
<b>Other Income</b>	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
	<b>₹ In Thousand</b>	<b>₹ In Thousand</b>
<b>Interest Income</b>	604.33	488.12
<b>Other non-operating income</b>	-	265.36
<b>Total</b>	<b>604.33</b>	<b>753.48</b>
<b>NOTE 17</b>		
<b>Cost of Material Consumed</b>	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
	<b>₹ In Thousand</b>	<b>₹ In Thousand</b>
<b>Raw Materials</b>		-
<b>Opening Stock</b>	31,452.86	30,514.86
<b>Add : Purchase</b>	3,16,284.74	5,04,057.55
<b>Less : Closing Stock</b>	51,022.04	31,452.86
<b>Total</b>	<b>2,96,715.56</b>	<b>5,03,119.55</b>
<b>NOTE 18</b>		
<b>Changes in inventories of finished goods work-in-progress and Stock-in-Trade</b>	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
	<b>₹ In Thousand</b>	<b>₹ In Thousand</b>
<b>Opening Stock</b>	9,669.00	26,829.09
<b>Less : Closing Stock</b>	11,655.00	9,669.00
<b>Total</b>	<b>(1,986.01)</b>	<b>17,160.09</b>
<b>NOTE 19</b>		
<b>Employee Benefits Expense</b>	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
	<b>₹ In Thousand</b>	<b>₹ In Thousand</b>
<b>Salary and wages</b>	11,471.94	14,025.53
<b>Staff welfare expenses</b>	205.48	380.83
<b>Total</b>	<b>11,677.42</b>	<b>14,406.35</b>
<b>NOTE 20</b>		
<b>Finance costs</b>	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
	<b>₹ In Thousand</b>	<b>₹ In Thousand</b>
<b>Interest expense</b>	7,685.85	8,293.64

Other borrowing costs		439.11	236.95
<b>Total</b>		<b>8,124.97</b>	<b>8,530.59</b>
NOTE 21			
Other expenses		As at 31 March 2022	As at 31 March 2021
		₹ In Thousand	₹ In Thousand
Audit Fees		50.00	50.00
Expense for doubtful debt		962.76	1,069.74
Brokerage Exp.		486.51	432.82
Consumption of Plant and Mchinery spares		891.72	691.06
Director Sitting fees		90.00	90.00
Discount		1,293.02	1,157.84
Electricity Exp.		5,317.84	6,350.62
Office & Factory Land rent exp.		84.00	84.00
Freight Exp.		7,852.58	10,437.38
GST Credit Reversal		3,116.72	2,220.06
Insurance Exp.		782.66	646.49
JCB & Tractor Rent		8.50	93.13
Legal & Professional Fees Exp.		217.00	141.29
Loss on Fire Building & Plant Machinery		-	281.17
Loss on Fire Reimbursement Exp.		-	107.91
Misc.Exp.		294.42	423.77
Packing Exp.		-	121.28
Panchayat Tax		10.00	5.00
Petrol & Diesel Exp		118.09	202.71
Preliminary Exp. Written Off		1,576.04	813.23
Repairs & Maintenance Exp.		57.28	39.90
Stationary & Printing Exp.		79.67	262.15
Sundry Balance Written Off		-	100.00
Term Loan EMI Security Money Written Off		442.01	-
Trip & Traveling Exp. for Business Promotion		407.15	-
Molassease challan Exp.		64.25	-
<b>Total</b>		<b>24,202.23</b>	<b>25,821.53</b>
SR No	Audit fees	As at 31 March 2022	As at 31 March 2021
		₹ In Thousand	₹ In Thousand
1	<u>Payments to the auditor as</u> a. auditors	50.00	50.00
2	b. for taxation matters,	-	-
3	c. for company law matters,	-	-
4	d. for management services,	-	-
5	e. for stock audit charges	-	-
6	f. for other services,	-	-

7	g. for reimbursement of expenses;	-	-
<b>Total</b>		<b>50.00</b>	<b>50.00</b>

**SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS  
AS ON 31-03-2022**

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**SCHEDULE 22: NOTES ON ACCOUNTS****A) CORPORATE AND GENERAL INFORMATION**

Narmada Agrobases Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on NSE stock exchanges in India. The company is engaged in the manufacturing and selling of cotton seed and cattle feed. The company caters to the domestic and export market.

**B) SIGNIFICANT ACCOUNTING POLICIES:****1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements are prepared on accrual basis under historical cost convention as a going concern. The financial statements are prepared in Indian rupees.

These financial statements have been prepared to comply with generally accepted Accounting Principles in India including the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 2013.

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

**2. USES OF ESTIMATES**

The preparation of financial statements in conformity with Accounting Standards issued by the Institute of Chartered Accountants of India requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

**3. FIXED ASSETS****Tangible Assets**

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

### **Intangible Assets**

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

## **4. DEPRECIATION, AMORTISATION AND DEPLETION**

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

## **5. TAXATION**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflects the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realise the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law *that have been enacted or substantively enacted by the Balance Sheet date.*

Current tax is determined as the amount of tax payable to the taxation authorities in respect of taxable income for the period.

## **6. FOREIGN CURRENCY TRANSACTION**

- a. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- b. Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the yearend rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.
- c. Non-monetary foreign currency items are carried at cost.
- d. In respect of integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Monetary assets and liabilities are restated at the year end rates.

- e. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss Statement, except in case of long-term liabilities, where they relate to acquisition of Fixed Assets, in which case they are adjusted to the carrying cost of such assets.

However, no foreign currency transactions are made in the current year.

## **7. INVESTMENTS**

Current investments are carried at lower of cost and quoted/fair value, computed category-wise. Non-Current investments are stated at cost plus if any income accrued on Investment. Provision for diminution in the value of Non-Current investments is made only if such a decline is other than temporary.

Investments that are readily realizable and intend to be held for not more than 12 months from the date of acquisition are classified as current investment.

All other investments are classified as non-current investments.

## **8. BORROWING COSTS**

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Profit and Loss Statement in the period in which they are incurred.

## **9. EMPLOYEE BENEFITS**

In the opinion of the management the provision for retirement benefits are not applicable at present and hence no provision is made in the accounts of the company.

## **10. REVENUE RECOGNITION**

Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, services, service tax, excise duty and sales during trial run period, adjusted for discounts (net), and gain/loss on corresponding hedge contracts.

Dividend income is recognised when the right to receive payment is established.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

Insurance claim receivable is recognized in the year of the loss to the extent ascertainable.

The CENVET / GST Credit availing on purchase of raw material / capital items and other eligible inputs are adjusted against GST payable on clearance on of finished goods.

## **11. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the financial statements.

## **12. IMPAIRMENT**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

## **13. ACCOUNTING FOR GOVERNMENT GRANTS /REFUNDS:**

Government grants/subsidies and refunds due from Government Authorities are accounted when there is reasonable certainty of their realization.

## **14. EARNING PER SHARE:**

Basis earning per share is calculating by dividing the net profit or loss after tax for the year attributable to Equity shareholders of the Company by the weighted average number of Equity Shares outstanding during the year.

Diluted earnings per share is calculated by dividing net profit of loss attributable to equity Shareholders by the weighted average number of equity share outstanding during the year with adjustment of all dilutive potential equity shares.

## **15. CURRENT ASSETS, LOANS AND ADVANCES:**

The Balance under items of Sundry Debtors, Loans and Advances and Current Liabilities are subject to confirmation and reconciliation and consequential adjustments, wherever applicable. However, in the opinion of the Management, the realizable value of the current assets, loans and advances in the ordinary course of business will not be less than the value at which they are stated in the Balance sheet.

## **16. CASH FLOW:**

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

## **17. GOVERNMENT GRANT**

Government grant/subsidies are recognized on the reasonable assurance of receipt of subsidy and completion of all conditions attached. If the grant/ subsidies are related to subvention a particular expenses than in that case, it deducted from those expenses in the year of recognition government *grant/ subsidies*.

## **18. SEGMENT REPORTING :-**

As the company is dealing in only one segment i.e. manufacturing industry, hence segment reporting is not applicable. Company does not have distinguishable component of an enterprise that is engaged in providing an individual product or service and that is subject to risks and returns that are different from those of other business segment.

## **19. IMPACT OF COVID-19**

The COVID -19 pandemic is rapidly spreading throughout the world. Since certain commodities of the company fall under essential commodities, hence the factory of the company was operative during Lockdown whereas company had to shut down its corporate office. The company had strictly followed all the guidelines and a direction issued by Government and has taken all the possible measures from time to time with regard to smooth functioning of the operations. The Company has evaluated impact of this pandemic on its business operations and financial position and based on its review of current indicators of future economic conditions, there is no significant impact on its financial results as at 31st March 2022. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial results. The Company will continue to monitor any material changes to future economic conditions.

## **C) NOTES ON ACCOUNTS:**

- 1) Previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.
- 2) All the figures have been rounded to nearest thousands.
- 3) All sundry debit and credit balances standing as debtors, creditors and other balances are subject to confirmation from the concerned parties & hence, subject to adjustments if any, arising out of reconciliation.
- 4) In the opinion of the Board of Directors, Current Assets, Loans & Advances have a value on realization in the ordinary course of business equal to the amount at which they are stated in the balance sheet.
- 5) Wherever, external evidence in the form of cash memos / bills / supporting documents is available, the vouchers have been prepared and authorized by the company.

- 6) The amount overdue and outstanding at the close of the year payable to Small-Scale and Ancillary industries as defined by the Interest on Delayed Payments to Small Scale and Ancillary Industrial Undertakings Act, 1993, is Nil as certified by the management.
- 7) Expenditure incurred on employees in receipt of remuneration of not less than Rs.1,02,00,000/- (Rupees One Crore lakhs only) per annum or Rs.8,50,000/- (Rupees Eight lakhs Fifty Thousand only) per month, if employed throughout the year or a part of the year :

Particular	Employed throughout The year		Employed for a part of the year	
	2021-22	2020-21	2021-22	2020-21
Salaries & Wages	Nil	Nil	Nil	Nil
No. of Employees	Nil	Nil	Nil	Nil

- 8) Payment to Auditors

Particular	2021-22 Amt in thousand	2020-21 Amt in thousand
Audit Fees	50.00	50.00

- 9) Managerial Remuneration

Particular	2021-22 Amt in thousand	2020-21 Amt in thousand
Director Remuneration	1800.00	1800.00

- 10) Foreign Exchange Earnings / Outgoing

Particular	2021-22	2020-21
CIF value of Imports	Nil	Nil
Expenditure in Foreign Currency	Nil	Nil
Income in Foreign Currency(Net)	Nil	Nil

- 11) Contingent liabilities and commitments

The company had no contingent liabilities or commitments as on 31<sup>st</sup> March 2022.

- 12) Earnings Per Share:- For the information relevant for AS-20, the calculation of the basic and Diluted Earning per share is based on the following data :

Particular	2021-22	2020-21
Net profit for the period attributable to equity (Rs in thousand)	5,502.23	6,830.05
No. Of Equity Shares as at 31-3-2021 Comprising of. (Nos.)	1,35,48,714	1,35,48,714
Weighted average number of equity Shares Outstanding (Nos.)	1,35,48,714	1,35,48,714
Basic & Diluted earnings per share (Rs.)	0.41	0.50
Face Value Per Equity Share (Rs.)	10.00	10.00

- 13) Impairment of Assets

There have been no cases of impairment of assets reported during the year.

#### 14) Accounting for Taxes on Income (AS 22)

Tax on income for the current period is determined on the basis of the taxable income computed in accordance with the provisions of Income Tax Act, 1961.

Deferred Tax is recognized on timing differences between accounting income and taxable income for the year, and based on the rates of tax as per law enacted or substantively enacted as on the balance sheet date at the year end. Deferred tax assets are recognised and carried forward, subject to consideration of prudence, to the extent that there is a reasonable certainty of its realization. The deferred tax is recognized as follows:

<b>Sr.No.</b>	<b>Nature of Timing Difference</b>	<b>2021-22 Amt in thousand</b>	<b>2020-21 Amt in thousand</b>
<b>1.</b>	<b>Deferred Tax Liability</b>		
	Difference in Depreciation as per income tax vis a vis Companies act	-	-
	<b>Gross Deferred Tax Liability</b>	-	-
<b>2.</b>	<b>Deferred Tax Assets</b>		
	Provision for Gratuity	225.57	152.02
	<b>Gross Deferred Tax Assets</b>	-	-
<b>Total</b>	<b>Deferred tax Liability (Net)</b>	<b>225.57</b>	<b>152.02</b>

#### 15) Related Party Disclosure (Accounting Standard 18)

As per AS 18 Related Party Disclosure notified by the Rules, the disclosure of transaction with the related party as defined in AS 18 are given below

## **ANNEXURE I**

### **Particulars of Related Party**

#### **A. Name of related parties and description of relationship**

##### **I. Key Management Personnel**

1. MR. NEERAJ AGARWAL  
(MANAGING DIRECTOR & CFO)
2. MR. SURESHCHNADRA GUPTA  
(WHOLE-TIME DIRECTOR)
3. MR. MANISHKUMAR SURESH KUMAR TIBREWAL  
(INDEPENDENT – NON-EXECUTIVE DIRECTOR)
4. MR. GANESH BHAVARLAL PRAJAPATI  
(ADDITIONAL/INDEPENDENT NON-EXECUTIVE DIRECTOR)
5. MRS. NIDHI DINESHBHAI PATEL  
(ADDITIONAL/INDEPENDENT NON-EXECUTIVE DIRECTOR)
6. MRS. NIDHI JAIN  
(COMPANY SECRETARY & COMPLIANCE OFFICER)
7. MR. ABHISHEK S. AGRAWAL  
(RELATIVE OF DIRECTOR)
8. ANJANADEVI  
(RELATIVE OF DIRECTOR)
9. GANGADEVI GOYAL  
(RELATIVE OF DIRECTOR)
10. MONIKA AGRAWAL  
(RELATIVE OF DIRECTOR)
11. NANDKISHOR GOYAL  
(RELATIVE OF DIRECTOR)
12. RAXITA AGRAWAL  
(RELATIVE OF DIRECTOR)

## Transactions with Related Parties

Sr. No.	Nature of Transaction	Key management personnel & their relatives	
		2021-22 Amt in thousand	2020-21 Amt in thousand
<b>I.</b>	<b>Director's Remuneration</b>		
	SURESHCHNADRA GUPTA	900.00/-	900.00/-
	NEERAJ AGARWAL	900.00/-	900.00/-
<b>II.</b>	<b>Director's Sitting Fees</b>		
	MANISH TIBREWAL	30.00/-	30.00/-
	GANESH PRAJAPATI	30.00/-	30.00/-
	NIDHI PATEL	30.00/-	30.00/-
<b>III</b>	<b>Factory land rent</b>		
	SURESHCHNADRA GUPTA	30.00/-	30.00/-
	NEERAJ AGARWAL	30.00/-	30.00/-
<b>IV</b>	<b>Office rent</b>		
	ABHISHEK S AGRWAL	24.00/-	24.00/-

Sr. No.	Particulars	Key management personnel & their relatives	
		2021-22 Amt in thousand	2020-21 Amt in thousand
<b>I.</b>	<b>Liabilities- Unsecured Loans</b>		
	SURESHCHNADRA GUPTA	-	984.22/-
	NEERAJ AGARWAL	136.09/-	146.09/-
	GANGADEVI GOYAL	-	600.00/-
	MONIKA AGRAWAL	60.00/-	560.00/-
	NANDKISHOR GOYAL	-	600.00/-
	RAXITA AGRAWAL	81.00/-	81.00/-
	ANJANADEVI	60.00/-	60.00/-

## V. Ratios

Sr. No.	Ratios	Numerator	Denominator	As at March 31, 2022	As at March 31, 2021	Variance	Explanation for any change in the ratio by more than 25% as compared to the preceding year
1	Current Ratio	Current Assets	Current liabilities	1.97	1.97	-	
2	Debt-Equity Ratio	Total Debt	Shareholders' equity	0.73	0.80	(8.59)%	
3	Debt Service Coverage Ratio	Earnings available for debt service	Debt service	1.74	1.56	11.06%	
4	Return on Equity Ratio	Net profit after taxes less preference dividend (if any)	Average shareholder's equity	0.04	0.05	(22.71)%	
5	Inventory turnover ratio	Cost of goods sold or sales	Average inventory	6.74	11.83	(43.05)%	Decrease is mainly due to increase in inventory and increase in margin with compare to previous year 2021.
6	Trade Receivables turnover ratio	Net credit sales	Average trade receivables	0.95	1.18	(19.22)%	
7	Trade payables turnover ratio	Net credit purchases	Average trade payables	0.53	1.58	(66.41)%	Ratio decreased mainly due to Trade payables paid off with working capital enhancement in current year.
8	Net capital turnover ratio	Net sales	Average working capital	3.25	5.79	(43.85)%	Consequent to increase in working capital due increase in inventory and reduction in trade payables.
9	Net profit ratio	Net Profit after Taxes	Net sales	0.02	0.01	(34.19)%	Consequent to significant increase in Margin percentage compare to previous year 2021.
10	Return on Capital employed	Earning before interest and taxes	Capital employed	0.10	0.12	(11.98)%	
11	Return on investment	Income from investments	Cost of investment	0.04	0.04	(17.91)%	

## **VI. Particulars relating to corporate social responsibility**

The provisions of Section 135 relating to corporate social responsibility are not applicable to the Company. Accordingly, the Company is not liable to spend amount as specified under section-135 of the act, in pursuance of its corporate social responsibility policy.

**Neeraj Agrawal**  
**Managing Director and CFO**  
**DIN: 06473290**

**For, Jain Kedia & Sharma**  
**Chartered Accountants**  
**FRN: 103920W**

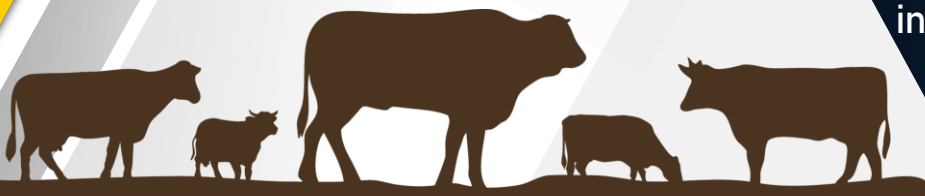
**Sureshchandra Gupta**  
**Whole-time Director**  
**DIN: 06473269**

**Ajaykrishna Sharma**  
**Mem No: 035075**  
**UDIN: 22035075AJBQRQ2167**

**Ahmedabad**  
**May 16, 2022**

**Ahmedabad**  
**May 16, 2022**

REGISTERED OFFICE AND FACTORY  
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