

Dt.: 1st September, 2023

To,
Corporate Filing,
Bombay Stock Exchange Limited,
P J Towers, Fort,
Mumbai

SUB: Annual Report of 47th Annual General Meeting (AGM)

Pursuant to Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the **Annual Report** of the Company along with the Notice of Annual General Meeting for the financial year 2022-23, which is being dispatched/sent to the members of the Company.

Take the same on your records.

Thanking you,

For M. P. Agro Industries Limited

Encl.: As Above

CS Ishita Kapure
Compliance Officer





M. P. Agro Industries Limited

CIN No – L24123GJ1975SGC106981

47th Annual General Meeting

Annual Report 2022-2023

BOARD OF DIRECTORS

Mrs. Rafiqunnisa Merchant	Director
Mrs. Shamim Sheikh	Chairperson
Mr. Yunus R. Memon	Managing Director
Mrs. Arati Jadhav	Independent Director
Ms. Deepali Pawar	Additional Director (w.e.f. 14.08.2023)

COMPANY SECRETARY

Mrs. Ishita Kapure	Company Secretary
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AUDITORS

M/s Parikh Shah Chotalia & Associates.

Chartered Accountants
803-804, Gujan Towers,
Nr. Inorbit Mall, Subhanpura, Vadodara – 390023

REGISTRAR & SHARE TRANSFER AGENT (RTA)

Link Intime India Pvt. Limited,
B-102 & 103, Shangrila Complex, 1st Floor,
Near, Radhakrishna Char Rasta,
Akota, Vadodara

BANKERS

HDFC Bank–Vadodara
State Bank of India (SBI) – Vadodara
Dhanlaxmi Bank – Vadodara
Axis Bank - Vadodara

REGISTERED OFFICE

C/o. Bharat Equity Services Ltd.
924, 9th Floor, Fortune Tower,
Sayajigunj, Vadodara - 390020
Ph.: 0265 – 2363280, 6358761061
Email: mpagroindustries@gmail.com,
Website: www.mpagroindustries.in

NOTICE TO MEMBERS

Notice is hereby given that the **FORTY SEVENTH ANNUAL GENERAL MEETING** of the Members of M.P. AGRO INDUSTRIES LIMITED will be held on Tuesday, the 26th September, 2023 at 03:00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption Of Audited Standalone Financial Statements:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and the Auditors thereon.

2. Appointment of a Director:

To appoint a Director in the place of Mrs. Shamim Sheikh (DIN: 02528327), who retires by rotation and, being eligible, seeks re-appointment.

3. Appointment of Auditors:

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

"RESOLVED THAT pursuant to Section 139, 142, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification, or variation thereof, M/s VCA & Associates, Chartered Accountants, (Firm Registration. No. 114414W) be and is hereby appointed as the Statutory Auditors of the Company, for the term of five consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 52nd Annual General Meeting of the company to be held in the year 2028, at such remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors and the Auditors."

"RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company."

SPECIAL BUSINESS:

4. To consider Re - appointment of Mr. Yunus R. Memon (DIN 01094396) as Managing Director of the Company:

To consider and if though fit to pass, with or without modification(s) following Resolution as an **"ORDINARY RESOLUTION"**:

"RESOLVED THAT in accordance with the provisions of section 203, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the limits specified in schedule V to the said act, the Company hereby approves the re-appointment and payment of remuneration to Mr. Yunus R. Memon as Managing Director of the company from 1st June, 2024 to 31st May, 2027 on the remuneration and terms and conditions as set out in the agreement to be entered into between the Company and the appointee, and a draft of which is placed before this meeting and the remuneration as set out in the explanatory statement (which covers main points of agreement) forming part of this notice is hereby specifically sanctioned and approved with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 without any further reference to the company in General Meeting and as may be agreed to between the Board and the appointee.

“FURTHER RESOLVED THAT in the event of no profits or inadequacy of profits the remuneration payable to the appointee as Managing Director of the Company by way of salary and perquisites shall not exceed the limits specified in section II of part II of schedule V.”

“FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.”

5. To Consider appointment of Ms. Deepali Pawar as an Independent Director of the Company:

To consider and if though fit to pass, with or without modification(s) following Resolution as **“SPECIAL RESOLUTION”**:

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Deepali Pawar (DIN 10277680), who was appointed as an Additional Director in the capacity of Independent Director of the Company effective from 14th August, 2023, and who holds office up to the date of ensuing Annual General Meeting of the company in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) years with effect from 14th August, 2023 up to 13th August, 2028 and the term shall not be subject to retirement by rotation”

“RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

By Order of the Board,

Place: Vadodara
Date: 14.08.2023

Ishita Kapure
Company Secretary

NOTES

1. Ministry of Corporate Affairs (“MCA”) has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and the SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (collectively referred to as “Applicable Circulars”) permitted holding of the Annual General Meeting through VC/OAVM, without the physical presence of the Members at a common venue till September 30, 2023.
2. In compliance with the applicable provisions of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) read with the Applicable Circulars, the Company has decided to convene the 47th AGM through video conferencing (VC) or other audio visual means (OAVM) and the Members can attend and participate in 47th AGM through VC/ OAVM through log in credentials provided to them for the same. The deemed venue for 47th AGM shall be the Registered Office of the Company, i.e., 924, 9th Floor, Fortune Tower, Sayajigunj, Vadodara – 390020
3. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
4. Your Company has appointed Central Depository Services (India) Limited (CDSL) to provide facility for voting through remote e-Voting, e-Voting during e-AGM and for participation in 47th AGM through VC/OAVM Facility.
5. Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books will remain closed from Wednesday, September 20, 2023 to Tuesday, September 26, 2023 (both days inclusive).
6. Pursuant to Section 101 and Section 136 of the Act read with the relevant Rules made thereunder, to support the “Green Initiative” announced by the Government of India; read with Applicable Circulars, the Annual Report 2022-23 including Notice of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. It is accordingly requested that those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

Procedure for Registration of email and Mobile (for securities in physical mode):

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37, dated March 16th, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://web.linkintime.co.in/KYC-downloads.html> or from the website of the Company at <http://www.mpagroindustries.in/furnishing-of-pan-kyc-details-and-nomination-by-holders-of-physical-securities.html>

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

- a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy (ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address as mentioned Link Intime India Pvt. Ltd., B-102 & B-103, Shangrila Complex, First Floor, Opp: HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020 (Gujarat) India.
- c) Through electronic mode with e-sign by following the link: <https://web.linkintime.co.in/KYC/index.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

Further, the Annual Report 2022-23 including Notice of 47th AGM will be available on the Company’s corporate website at www.mpagroindustries.in. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com

However, the Shareholders of the Company may request physical copy of the Annual Report (inclusive of AGM Notice) from the Company by sending a request at mpagroindustries@gmail.com, in case they wish to obtain the same.

7. Pursuant to Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, who may or may not be a Member of the Company. In terms of the Applicable Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members

- under Section 105 of the Act will not be available for the 47th AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. However, in pursuance of Section 112 and Section 113 of the Act, Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote either through remote e-Voting or during the AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at jigandhics@gmail.com with a copy marked to mpagroindustries@gmail.com
 9. Members can attend the meeting through log in credentials provided to them to connect to Video Conferencing. Physical attendance of the Members at the Meeting venue is not required.
 10. The Members can join e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
 11. As per the Applicable Circulars up to 1,000 Members will be able to join AGM on a first-come-first served basis. However, the large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend AGM without any restriction on account of first-come-first- served principle.
 12. Member's log-in to the Video Conferencing platform using the remote e-Voting credentials shall be considered for record of attendance of such member for AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at mpagroindustries@gmail.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
 14. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
 15. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.
 16. The relevant documents referred to in this Notice are available for inspection by the Members through electronic mode. The Members may write to the Company at mpagroindustries@gmail.com in that regard, by mentioning "Request for Inspection" in the subject of the Email.
 17. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act and the Certificate from Auditors of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, will also be made available for inspection by the Members on request made as above.
 18. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or to RTA i.e. Link Intime India Pvt. Ltd.
 19. In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
 20. Members may note that, as mandated by SEBI, request for effecting transfer of securities held in physical mode is prohibited effective April 01, 2019, unless the securities are held in dematerialized form. Transmission or transposition of securities held in physical or dematerialised form shall be affected only in

dematerialised form. In this regard, Members are requested to dematerialize their shares held in physical form, at the earliest possible.

21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
22. Pursuant to Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to RTA i.e. Link Intime India Pvt. Ltd. Members holding shares in electronic form may contact their respective DPs for availing this facility. The Nomination form can be downloaded from the Company's website at <http://www.mpagroindustries.in/furnishing-of-pan-kyc-details-and-nomination-by-holders-of-physical-securities.html> or Link Intime India Pvt. Ltd.'s website at <https://web.linkintime.co.in/KYC-downloads.html>
23. The company has designated an email id called "mpagroindustries@gmail.com" for Redressal of Shareholder/investor' Complaint/Grievance. Hence, please write to us at "mpagroindustries@gmail.com".
24. Any person, who acquires shares of the Company and become member of the Company after the notice dispatch date and holds shares as of the cut-off date i.e. 19th September, 2023 and whose PAN is not updated nor received the intimation of sequence number, may obtain the login ID and sequence number by sending a request to M/s. Link Intime India Pvt. Limited.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOININGMEETING THROUGH VC/OAVMARE AS UNDER:

- (i) The voting period begins on **Saturday, 23th September, 2023 at 09:00 (IST) AM and ends on Monday, 25th September, 2023 at 05:00 PM. (IST)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of Tuesday, 19th September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are

Shareholders holding securities in Demat mode with CDSL	<p>https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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

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

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

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

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

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

Other Information:

The Board of Directors of the Company has appointed Mr. J. J. Gandhi, Proprietor of M/s. J. J. Gandhi & Co., Practicing Company Secretaries, Vadodara, as the Scrutinizer to scrutinize the voting including remote e-Voting process in a fair and transparent manner, and he has communicated his willingness for appointment and availability for this purpose.

The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast vide e-Voting at the AGM and thereafter, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company, and make a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of voting forthwith.

Once declared, the Results along with the consolidated Scrutinizer's report will be placed on the Company's website at <http://www.mpagroindustries.in> and website of CDSL at www.evotingindia.com

The Company shall forward the results to BSE Limited, where the shares of the Company are listed, as also displayed in the Notice Board at the Registered Office of the Company, within 2 working days from the conclusion of the meeting. The Results on resolutions shall be declared not later than 2 working days from the conclusion of the meeting of the Company and subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the meeting date i.e., Tuesday, September 26, 2023.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board,

**Place: Vadodara
Date: 14.08.2023**

**Ishita Kapure
Company Secretary**

Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013

Item No. 4

The Board of Directors of the Company at its meeting held on 14th August, 2023 has re-appointed Mr. Yunus R. Memon (DIN 01094396) as Managing Director of the Company for the period of three years i.e. from 1st June, 2024 to 31st May, 2027.

The remuneration and terms and conditions of the said appointment was approved by the meeting of Board of Directors held on 14th August, 2023. The terms and conditions and remuneration are within the ceiling of Schedule V to the Companies Act, 2013 which requires the approval of the members by way of passing ordinary resolution in the Annual General Meeting. Hence, this Ordinary Resolution is recommended by Board for your approval.

The agreement to be entered into between the Company and the appointee, after approval of the shareholders, inter alia, contains the following particular terms and conditions;

Period of Agreement: Three years from 1st June, 2024 to 31st May, 2027.

Salary: Rs. 16,700 (Rupees Sixteen Thousand Seven Hundred only) per month with increments every year with mutual understanding of the Board and the Managing Director.

PERQUISITES: No Perquisites shall be allowed in addition to salary

Other terms and conditions

1. The total payment of remuneration to the Managing Director is subject to the overall ceiling laid down in schedule V to the companies Act, 2013 and in no case it shall exceed the ceiling prescribed.
2. The remuneration and terms and conditions of this appointment of Managing Director may be varied from time to time subject to the conditions of Schedule V to the Companies Act, 2013, as may be agreed to between the Board and the appointee.
3. If at any time the Managing Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and this agreement shall terminate forthwith.
4. The Managing Director is appointed by virtue of his Directorship in the Company and his appointment is subject to the provisions of Section 167 of the Companies Act, 2013.
5. This agreement may be terminated by either party, by giving to the other party, three months' notice.
6. The appointee shall also be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.
7. The appointee shall not be liable to retire by rotation at the Annual General Meeting so long as he continues to hold this office.
8. The appointee shall not be entitled to sitting fees for attending meeting of the Board of Directors or committees thereof.

None of the Directors of the company are concerned or interested in the said resolution since they are related to the appointee. None of the other Directors of the Company is in any way, concerned or interested in the said resolution.

The draft of the Agreement to be entered into between the Company and the appointee is available for inspection of the members at the Registered Office of the Company on any working day up to the date of this meeting.

This may be treated as an abstract of the agreement proposed to be entered into between the Company and the appointee pursuant to Section 190 of the Companies Act, 2013.

The Board recommends this resolution for approval of the shareholders.

Item No. 5

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on August 14, 2023, appointed Ms. Deepali Pawar as an Additional Director of the Company with effect from August 14, 2023. In terms of section 161 of the Act, Ms. Deepali Pawar holds office as an Additional Director up to the date of the ensuing AGM. Ms. Deepali Pawar is proposed to be appointed as Independent Director on the recommendation of Nomination and Remuneration Committee therefore the requirement of deposit of the amount pursuant to section 160 of the Act is not applied to. In terms of section 149 and any other applicable provisions of the Act, Ms. Deepali Pawar is proposed to be appointed as an Independent Director to hold office for a term of five years up to August 13, 2028, with effect from August 14, 2023, not liable to retire by rotation.

Brief Profile of Ms. Deepali Pawar

Ms. Deepali Pawar has obtained a graduate degree in Science. She joined the Board of Directors as Independent Director of the Company on August 14, 2023 in terms of section 149 and other applicable provisions of the Act, Ms. Deepali Pawar was appointed as an Additional Director.

The Board is of the opinion that Ms. Deepali Pawar fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as an Independent Director of the Company pursuant to the provisions of section 149 of the Act and relevant provisions of SEBI Listing Regulations.

The Board is also of the opinion that Ms. Deepali Pawar is independent of the management of the Company and his association would be of immense benefit to the Company and hence, it is recommended to avail the services of Ms. Deepali Pawar as an Independent Director of the Company. A copy of the draft letter of appointment of Ms. Deepali Pawar as an Independent Director setting out the terms and conditions will be available for inspection without any fees at the registered office of the Company on all the working days, except Saturdays, Sundays and public holidays, between 11:00 a.m. and 1:00 p.m. upto the date of the AGM.

Except Ms. Deepali Pawar, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 5.

The Board recommends the resolution at Item No. 5 for approval of the shareholders of the Company.

By Order of the Board,

Place: Vadodara
Date: 14th August, 2023

Ishita kapure
Company Secretary

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT OR VARIATION IN TERMS OF REMUNERATION AT THE ENSUING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings)

Name of the Director	Mrs. Shamim Sheikh	Mr. Yunus Memon	Ms. Deepali Pawar
DIN	02528327	01094396	10277680
Item No.	2	4	5
Date of Birth	April 05, 1971	February 02, 1973	September 28, 1995
Date of first appointment on Board	March 02, 2017	August 01, 2004	August 14, 2023
Qualifications and Expertise	Mrs. Shamim Sheikh is daughter of our Late Promoter Director Mr. Abdul Razak Dhanani. She is graduated in Commerce and having experience in the field of finance and service industry in association with Sayaji Hotels Ltd. She was associated as Director in Welterman International Limited and has also served as member of Nomination and Remuneration Committee of the company.	Mr. Yunus Memon is having Rich experience in marketing, administration, and management	Ms. Deepali Pawar has obtained a graduate degree in Science. She is professional with teaching skills and has rich experience of counseling, administration, and management
Details of remuneration last drawn / proposed (FY 2022-2023)	Details of remuneration is provided in Annual Report in form MGT 7 for the FY 2022-23	Details of remuneration is provided in Annual Report in form MGT 7 for the FY 2022-23	Sitting fees to be paid for attending meetings of Board of Director
Directorships held in other public companies	1. Liberty Fertilizers Limited 2. Liberty Construction and Leasing Limited 3. Bhavnagar agro industries Limited 4. Bharat Equity Services Limited 5. Sayaji Airways Limited 6. Monalisa Software Exports Limited	1. Liberty Fertilizers Limited 2. Liberty Construction and Leasing Limited 3. Bhavnagar agro industries Limited 4. Bharat Equity Services Limited 5. Sayaji Airways Limited 6. Monalisa Software Exports Limited	NIL
Memberships/ Chairmanships of Committees in other public Companies.	None	None	None
Relation with other Directors & Key Managerial Personnel (KMP) of the Company.	Mrs. Shamim Sheikh is sister of Mrs. Rafiqunnisa Merchant, Director of our Company	Not related to any of the Directors, Managers and KMP.	Not related to any of the Directors, Managers and KMP.
No of shares held in the Company	130,000 (one Lakhs Thirty Thousand Equity Shares)	NIL	NIL

Note: For other details such as number of meetings of the board attended during the year, in respect of above Directors, please refer Directors' Report which is part of this Annual Report.

Directors' Report

To,

Dear Members,

Your Directors have pleasure in presenting their 47th Annual Report of the Company together with the Audited Financial Statements of the Company for the year ended on 31st March, 2023.

FINANCIAL RESULTS

(Rs. in Lakhs)

Particulars	2022-23	2021-22
Total Revenue	24.84	30.96
Profit/Loss before Depreciation & Tax	0.93	5.13
Depreciations	0.22	0.11
Profit/Loss before taxation	0.71	5.02
Corporate Tax	(1.46)	2.17
Profit/Loss after Tax	2.16	2.85
Balance carried to Balance sheet	2.16	2.85
Basic EPS	0.04	0.05

REVIEW OF OPERATIONS

During the year under review your company has registered profit for the year ended **31st March, 2023**, amounted to **Rs. 2,16,024** as compared to profit of **Rs. 2,85,106** during the previous year.

DIVIDEND

Looking to the accumulated losses of past years, your Director has not recommended any dividend for the financial year 2022-2023.

TRANSFER TO RESERVES

The Directors do not propose to transfer any amount to reserve.

MATERIAL CHANGES EFFECTING FINANCIAL POSITIONS OF THE COMPANY

No material changes have occurred and commitments made, affecting the financial position of the company between the end of the financial year of the company and the date of this report.

PERFORMANCE OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have subsidiary company or Joint Venture Company or Associate Company.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is no order passed by any regulator or court or tribunal against the company, impacting the going concern concept or future operations of the company.

ADEQUACY OF INTERNAL CONTROL SYSTEM

The Company has adequate internal control systems and procedures designed to effectively control the operations. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements and for maintaining assets. The Company has well designed Standard Operating Procedures. Independent Internal Auditors conduct audit covering a wide range of operational matters and ensure compliance with specified standards. Planned periodic reviews are carried out by Internal Audit. The findings of Internal Audit are reviewed by the top management and by the Audit Committee of the Board of Directors.

Based on the deliberations with Statutory Auditors to ascertain their views on the financial statements including the Financial Reporting System and Compliance to Accounting Policies and Procedures, the Audit Committee was satisfied with the adequacy and effectiveness of the Internal Controls and Systems followed by the company.

RISK MANAGEMENT POLICY

The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting. The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

On the recommendation of Nomination and Remuneration Committee, the Board re-appointed Mr. Yunus Memon, as a Managing Director of the company for the further term of three years upto May, 31 14 2027. The Board recommends the resolution for your approval at ensuing AGM by way of Ordinary Resolutions.

On the recommendation of Nomination and Remuneration Committee, the Board appointed Ms. Deepali Pawar, as an Additional Director of the company with effect from August, 14 2023, who shall hold office up to the Annual General Meeting, and is eligible for appointment as an Independent Director of the company.

Mrs. Saba Sultana Memon, who was appointed as the Independent Director of the company has given resignation on 10th August, 2023 due to pre-occupation. The Board of Directors records their appreciation for the valuable guidance provided by her during her tenure as Director / Independent Director of the Company.

Mrs. Shamim Sheikh retires by rotation at the forth coming Annual General Meeting and being eligible, offer herself for re-appointment.

Pursuant to the provisions of Sections 203 of the Act read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following persons are acting as Key Managerial Personnel of the Company:

1. Mr. Yunus Memon: Managing Director
2. Mrs. Rafiqunnisa Merchant: Director cum Chief Financial Officer
3. Mrs. Ishita Kapure : Company Secretary & Compliance Officer (upto 23rd June, 2023)

STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

The Board of Directors have evaluated the Independent Directors during the year 2022-23 and opined that the integrity, expertise and experience (including proficiency) of the Independent Directors is satisfactory.

INDEPENDENT DIRECTORS DECLARATION

The Independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(8) of the SEBI Listing Regulations, 2015. Further, the Board is also of the opinion that the Independent Directors fulfill all the conditions specified in the Companies Act, 2013 making them eligible to act as Independent Directors.

Further, all the Independent Directors of your Company have confirmed their registration/renewal of registration, on Independent Directors' Databank.

BOARD MEETINGS

Four meetings of the Board of Directors were held during the year, viz. on 30th May, 2022, 10th August, 2022, 14th November, 2022 and 14th February, 2023. Agenda papers were circulated to the Directors in advance for each meeting.

As per requirements of section 149 of the Companies Act, 2013 ("the Act") and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), atleast 50% of the Board's Members should be Independent. Accordingly, there is optimum combination of Executive, Non – Executive and Independent Directors including Woman Director in the Company. The Chairman of the Company is Non-Executive Promoter Director. The Composition of the Board is given hereunder:

Sr. No.	Name of the Director	Designation	Category
1.	Mrs. Shamim Sheikh	Chairman	Promoter, Non-Executive Director
2.	Mr. Yunus Memon	Managing Director	Executive Director
3.	Mrs. Rafiqunnisa Merchant	CFO	Promoter, Director, CFO
4.	Mrs. Saba Sultana Memon	Director	Independent, Non-Executive
5.	Mrs. Aarti Jadhav	Director	Independent, Non- Executive

Attendance of each Director present at the Board Meetings and Last Annual General Meeting ("AGM"):

Sr. No.	Name of the Director	Designation	Board Meetings				AGM
			30.05.22	10.08.22	14.11.22	14.02.23	26.09.22
1.	Mrs. Shamim Sheikh	Chairman	Y	Y	Y	Y	Y
2.	Mr. Yunus Memon	Managing Director	Y	Y	Y	Y	Y
3.	Mrs. Rafiqunnisa Merchant	Director & CFO	-	Y	-	Y	Y
4.	Mrs. Saba Sultana Memon	Independent, Non-Executive Director	Y	Y	Y	Y	Y
5.	Mrs. Aarti Jadhav	Independent, Non-Executive Director	Y	Y	Y	Y	Y

EVALUATION OF THE DIRECTORS AND COMMITTEES

The Board has a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors, including the Chairperson of the Board based on the criteria laid down by Nomination and Remuneration Committee which included attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest, adherence to Code of Conduct and Business ethics, monitoring of regulatory compliance, risk assessment and review of Internal Control Systems etc. The suggestions, comments and guidance of all the Directors were Excellent.

REMUNERATION POLICY

The company follows a policy on remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee and the Board. The policy is available on the website of the company www.mpagroindustries.in

COMPLIANCE OF SECRETARIAL STANDARD

As per requirement of provisions of Section 118(10) read with SS9 of Secretarial Standard 1, the Company has complied with the Secretarial Standard applicable to the Company.

AUDIT COMMITTEE

The Audit Committee comprises three members out of which two are Independent Directors. During the Financial year ended 31st March, 2023, the Committee met 4 times on 30th May, 2022, 10th August, 2022, 14th November, 2022 and 14th February, 2023. The composition of the Audit Committee and details of their attendance at the meetings are as follows:

Sr. No.	Name of the Director	Position	Category	No. of meetings attended
1.	Mrs. Aarti Jadhav	Chairman	Independent Director	4
2.	Mrs. Saba Sultana Memon	Member	Independent Director	4
3.	Mr. Yunus Memon	Member	Executive Director	4

The Company Secretary acts as a Secretary to the Committee.

The terms of reference of the Audit Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee comprises of four members who deals with the criteria for determining qualifications, evaluation of performance, whether to extend or continue the term of appointment

of the independent director etc.

During the Financial year ended 31st March, 2023, the Committee met once on 10th August, 2022. The composition of the Nomination and Remuneration Committee and details of their attendance at the meetings are as follows:

Sr. No.	Name of the Director	Position	Category	No. of meetings attended
1.	Mrs. Aarti Jadhav	Chairman	Independent Director	1
2.	Mrs. Rafiqunnisa Merchant	Member	Non-Executive Director	1
3.	Mrs. Shamim Sheikh	Member	Non-Executive Director	1
4.	Mrs. Saba Sultana Memon	Member	Independent Director	1

Terms of reference:

The Nomination and Remuneration Committee assist the Board in overseeing the method, criteria and quantum of compensation for directors and senior management based on their performance and defined assessment criteria. The Committee formulates the criteria for evaluation of the performance of Independent Directors & the Board of Directors; identifying the persons who are qualified to become directors, and who may be appointed in senior management and recommend to the Board their appointment and removal. The terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 as well as section 178 of the Companies Act, 2013.

Performance evaluation criteria for Independent Directors:

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Independent Directors which are as under-

1. Frequency of meetings attended
2. Timeliness of circulating Agenda for meetings and descriptiveness
3. Quality, quantity and timeliness of flow of information to the Board
4. Promptness with which Minutes of the meetings are drawn and circulated
5. Opportunity to discuss matters of critical importance, before decisions are made
6. Familiarity with the objects, operations and other functions of the company
7. Importance given to Internal Audit Reports, Management responses and steps towards improvement
8. Avoidance of conflict of interest
9. Exercise of fiscal oversight and monitoring financial performance
10. Level of monitoring of Corporate Governance Regulations and compliance
11. Adherence to Code of Conduct and Business ethics by directors individually and collectively
12. Monitoring of Regulatory compliances and risk assessment
13. Review of Internal Control Systems
14. Performance of the Chairperson of the company including leadership qualities.
15. Performance of the Whole time Director
16. Overall performance of the Board/ Committees.

STAKEHOLDER RELATIONSHIP AND GRIEVANCE COMMITTEE

The Stakeholder Relationship Committee deals with the matters relating to shareholders' and investors' grievances.

During the Financial year ended 31st March, 2023, the Committee met four times on 30th May, 2022, 10th August, 2022, 14th November, 2022 and 14th February, 2023. The composition of the Stakeholder Relationship and Grievance Committee and details of their attendance at the meetings are as follows:

Sr. No.	Name of the Director	Position	Category	No. of meetings attended
1.	Mrs. Aarti Jadhav	Chairman	Independent Director	4
2.	Mrs. Rafiqunnisa Merchant	Chairman	Non-Executive Director	2

3.	Mrs. Shamim Sheikh	Member	Non-Executive Director	4
4.	Mr. Yunus R. Memon	Member	Executive Director	4

No. of investors' complaints received by the RTA/ Company during the year: NIL

No. of complaints not solved to the satisfaction of shareholders during the year: NIL

No. of complaints pending as at 31st March, 2023: NIL

Prohibition of Insider Trading:

Comprehensive guidelines advising and cautioning the management, staff and other relevant business associates on the procedure to be followed while dealing with the securities of the company have been issued and implemented.

GENERAL BODY MEETINGS:

Details about location, dates and details of the Special Resolutions passed at the previous three AGMs are as under:

Financial Year	Meeting and Venue	Day, Date and Time	Special Resolutions passed
2021-22	46 th AGM through Video Conferencing ("VC")	Monday, 26.09.2022 at 03:00 P.M.	Re-appointment of Mrs. Saba Sultana Memon as Independent Director of the Company for the second term of Five years.
2020-21	45 th AGM through Video Conferencing ("VC")	Monday, 27.09.2021 at 03:00 P.M.	Appointment of Mrs. Arati Jadhav as Independent Director of the Company for the term of Five years.
2019-20	44 th AGM through Video Conferencing ("VC")	Monday, 26.10.2020 at 03:00 P.M.	Re-appointment of Mr. Yunus Memon as Managing Director of the Company for the further term of Three years.

CODE OF CONDUCT

Directors, Key Managerial Personnel and senior management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and members of the Senior Management of the Company and they have affirmed their compliance with the code of conduct as approved and adopted by the Board of Directors. The Code of Conduct is available on the Company's website www.mpagroindustries.in

PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, is provided in Annexure 'III', which is annexed herewith.

The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

LOANS, GUARANTEES OR INVESTMENT

Details of investment made and loans advances by the Company have been given in notes to Financial Statement.

The Company has not given any guarantee pursuant to the provision of Section 186 of Companies Act, 2013.

DEPOSIT

During the year under review, your Company has neither accepted nor renewed any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

RELATED PARTY TRANSACTIONS

Related party transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business. There are no materially significant related party transactions made by the Company which may have potential conflict with the interest of the Company. There are no material related party transactions which are not in ordinary course of business or which are not on arm's length basis. The particulars of contracts or

arrangements with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 in Form AOC-2 is annexed herewith as Annexure: I to this report.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-address for the same is <http://www.mpagroindustries.in>

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return in the prescribed format is available at <http://www.mpagroindustries.in>.

AUDITORS

M/s. Parikh Shah Chotalia & Associates, Chartered Accountants, the existing Statutory Auditors of the Company were re-appointed at the 42nd Annual General Meeting (AGM) held on September 29, 2018 to hold office till the conclusion of forthcoming 47th AGM for the second term of 5 years. Accordingly, they will retire at this AGM. In accordance with the provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules framed thereunder, the Board of Directors have proposed to appoint M/s. VCA & Associates, Chartered Accountants, as Statutory Auditors of the Company for a term of five consecutive years at the ensuing 47th AGM till the conclusion of 52nd AGM, in place of retiring Auditors M/s. Parikh Shah Chotalia & Associates, Chartered Accountants.

The Statutory Auditors' Report for FY 2022-2023 on the financial statement of the Company forms part of this Annual Report.

The Statutory Auditors' report on the financial statements for FY 2022-2023 does not contain any qualifications, reservations or adverse remarks or disclaimer.

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso to Section 143(12) of the Act.

SECRETARIAL AUDIT

Pursuant to provisions of section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. J. J. Gandhi & Co., Company Secretaries, Practising Company Secretary, to undertake the Secretarial Audit of the Company for the financial year 2022-2023. The Secretarial Audit Report is annexed herewith marked as Annexure "II" to this Report.

The Board has duly reviewed the Secretarial Audit Report and the observations and comments, appearing in the report are self-explanatory.

Clarifications on comments by Secretarial Auditor

- ✓ The Company has effectively converted shares of all Promoters from physical to Dematerialization form except shares of three promoters who are expired. The Company has taken exemption from the Stock Exchange, from compliance with the provisions of Regulation 31(2) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. Further the shares of one of them are already transmitted and are In the process of Dematerialization.

INTERNAL AUDITOR

The Board of Directors has appointed M/s. Jain Monika & Associates, Chartered Accountants, as Internal Auditors for the FY 2022 – 2023 to conduct the internal audit of the various areas of operations and records of the Company. The periodic reports of the said internal auditors are regularly placed before the Audit Committee along with the comments of the management on the action taken to correct any observed deficiencies on the working of the various departments.

VIGIL MECHANISM

Pursuant to the provisions of Section 177(10) of the Companies Act, 2013 the Company has established a vigil mechanism for directors and employees to report genuine concerns to the management instances of Unethical

behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The said mechanism is available to all the employees of the Company and operating effectively. During the year, the Company has not received any complaint through such mechanism. A copy of the said policy is available on the website of the Company at <http://www.mpagroindustries.in>

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The Company is not engaged in manufacturing activities during the year. Therefore, there is no information to submit in respect of conservation of energy and absorption of technology.

The Company has no foreign exchange earnings and outgoings during the year.

CORPORATE SOCIAL RESPONSIBILITY

Provisions of Section 135 of the Companies Act, 2013 relating to the Corporate Social Responsibility initiatives are not applicable to the Company.

LISTING OF SHARES

Your Company has paid the requisite Annual Listing Fees to BSE Limited (Scrip Code: 506543), where its securities are listed.

DEMATERIALIZATION OF SHARES

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository system, Members are requested to avail the facility of dematerialization of shares with either of the Depositories as aforesaid.

CORPORATE GOVERNANCE

Pursuant to Regulation 15 of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the Corporate Governance as specified in regulation 27 and Schedule V para C, D, and E does not apply to our Company.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Pursuant to Regulation 34(2)(e) and schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis Report is annexed herewith marked as Annexure "VI" to this Report.

DISCLOSURE AS TO WHETHER MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013, IS REQUIRED BY THE COMPANY AND ACCORDINGLY SUCH ACCOUNTS AND RECORDS ARE MADE AND MAINTAINED:

The Company is not required to maintain the Cost Records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION OF, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an anti-sexual Policy in line with the requirements of the Sexual Harassment of Women at the Work place (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. A copy of the said policy is available on the website of the Company at <http://www.mpagroindustries.in>.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the year under review, No applications have been made and no proceedings are pending against the Company under the Insolvency and Bankruptcy Code, 2016.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

The disclosure under this clause is not applicable as the Company has not undertaken any one-time settlement with the banks or financial institutions.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of subsection (5) of Section 134 of the Companies Act, 2013, your Directors confirm 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 accounting policies had been selected and applied 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 on 31st March 2022 and of profit and loss of the Company for that period;
- c) Proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The annual accounts had been prepared on a going concern basis;
- e) Internal financial controls, to follow by the Company are duly laid down and these controls are adequate and were operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

GREEN INITIATIVES

In commitment to keep in line with the Green Initiatives and going beyond it, electronic copy of the Notice of 46th Annual General Meeting of the Company including the Annual Report for Financial Year 2021-22 are being sent to all Members whose e-mail addresses are registered with the Company / Depository Participant(s).

To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses by sending email to mpagroindustries@gmail.com with subject as "E-mail for Green Initiative" mentioning their Folio no./Client ID. Members holding shares in electronic form may register/update their e-mail addresses with the Depository through their concerned Depository Participant(s).

ACKNOWLEDGEMENT

Your Directors acknowledge the continued co-operation and assistance received from the state and central government authorities and company's bankers, customers, vendors, investors and all other stake holders during the year. Your Directors express their sincere appreciation and gratitude for the whole hearted contribution made by employees at all level who through their capability and hard work have enable your company attain good performance during these difficult times and look forward to their support in future as well.

**For and on behalf of the Board of Directors
M. P. Agro Industries Ltd.**

**Place: Vadodara
Date: 14th August, 2023**

**Shamim Sheikh
Chairperson of the Board**

FORM NO. AOC -2**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms-length transaction under third proviso thereto.

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/transaction	Not Applicable
c)	Duration of the contracts / arrangements / transaction	Not Applicable
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Not Applicable
e)	Justification for entering into such contracts or arrangements or transactions'	Not Applicable
f)	Date of approval by the Board	Not Applicable
g)	Amount paid as advances, if any	Not Applicable
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Not Applicable

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/transaction	Not Applicable
c)	Duration of the contracts/arrangements/transaction	Not Applicable
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Not Applicable
e)	Date of approval by the Board	Not Applicable
f)	Amount paid as advances, if any	Not Applicable

**For and on behalf of the Board of Directors
M. P. Agro Industries Ltd.**

**Place: Vadodara
Date: 14th August, 2023**

**Shamim Sheikh
Chairperson of the Board**

Secretarial Audit Report

(For the Financial year ended on 31st March, 2023)

[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,
M.P. Agro Industries Limited,
924, Fortune Tower,
Sayajigunj, Vadodara
Gujarat - 390005

Dear Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to corporate practice by **M.P. Agro Industries Limited (CIN- L24123GJ1975SGC106981)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2023**, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings. – As reported to us there were no FDI, ODI and ECB transactions in the Company during the Audit period.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
 - A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - C. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- Not Applicable to the Company during the Audit Period.
 - D. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2021- Not Applicable to the Company during the Audit Period.
 - E. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021 - Not Applicable to the Company during the Audit Period
 - F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 - The Company is not registered as Registrar to Issue and Share Transfer Agent.
 - G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - Not Applicable to the Company during the Audit Period.
 - H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable to the Company during the Audit Period

Considering representation of management no laws are applicable specifically to the Company.

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

(i) The Mandatory Secretarial Standards (SS1 and SS2) issued by the Institute of Company Secretaries of India.

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Certain Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company as the equity share capital is below Rs. 10 Crores and Net worth is below Rs. 25 Crores.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above subject to following qualifications;

- *As per the requirements of Regulation 31(2) of the SEBI (LODR) Regulations, 2015 the 100% share holding of the promoters have not been maintained in demat form. Shareholding of three Promoters who have expired are not in demat form.*

We further report that;

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.

We further report that as per the minutes of the meetings duly recorded and signed by the Chairman, the decisions were carried at meetings without any dissent.

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

**For J. J. Gandhi & Co.
Practicing Company Secretaries**

**(J. J. Gandhi)
Proprietor
FCS No. 3519 and CP No. 2515
P R No. 1174/2021
UDIN number F003519E000788875**

**Place: Vadodara
Date: 14th August, 2023**

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

Annexure to Secretarial Audit Report

To,
The Members,
M.P. Agro Industries Limited,
924, Fortune Tower,
Sayajigunj, Vadodara, Gujarat - 390005

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and the practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. The Compliance of applicable financial laws like direct and indirect laws have not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.
4. Wherever required, we 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. Our examination was limited to the verification of procedures on test basis.
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.

For J. J. Gandhi & Co.
Practicing Company Secretaries

(J. J. Gandhi)
Proprietor
FCS No. 3519 and CP No. 2515

Place: Vadodara
Date: 14th August, 2023

Annexure III

As per the provisions of Section 197 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to disclose following information in the Board's Report.

Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:-

Name	Ratio to median remuneration	% Increase in remuneration in the financial year
Independent Directors		
Mrs. Saba Sultana Memon*	N.A.	N.A.
Mrs. Arati Jadhav*	N.A.	N.A.
Executive Directors, CEO & CFO		
Mr. Yunus Memon, Managing Director*	N.A.	N.A.
Mrs. Rafiqunnisa Merchant, Director & CFO*	N.A.	N.A.
Company Secretary		
Mrs. Ishita Kapure	--	--

* Sitting fee / Remuneration waiver given

The percentage increase in the median remuneration of employees in the financial year	N.A.
The number of permanent employees on the rolls of Company	5
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	NIL

We affirm that the remuneration paid to the Managerial and Non-Managerial Personnel is as per the Nomination and Remuneration policy of the Company.

For and on behalf of the Board of Directors
M. P. Agro Industries Ltd.

Place: Vadodara
Date: 14th August, 2023

Shamim Sheikh
Chairperson of the Board

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry structure and developments

The Company operates primarily in the manufacturing of chemical fertilizers. Presently the company is not carrying the manufacturing activities. The company has registered profit during the year under review of **Rs. 2,16,024** as compared to profit of **Rs. 2,85,106** during the previous year.

2. Opportunities and Threats

Government's focus on infrastructure development, and Make in India concept will give boost to industry. However, cheap chemical fertilizers will continue to be a threat to retreading industry.

3. Segment-wise or product-wise performance

The Management of Company accepts reasonability for the integrity and objectivity of these financial statements. The management believes that the financial statements reflect fairly the form and substance of transactions and reasonably presents the company's financial condition, and result of operations.

Segment-wise performance together with discussion on financial performance with reference to the operational performance has been dealt with in the Directors' Report which should be treated as forming part of the Management Discussion and Analysis.

4. Outlook

The company is looking forward to diversify the business of the company from chemical fertilizers to petro chemicals to be set up for the work of exports after researching the foreign market and looking to the demand of the product in global market.

5. Risks and concerns

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

6. Internal control systems and their adequacy

To ensure this, the company has installed a system of internal control, which is reviewed, evaluated and updated on an ongoing basis. Our auditor has conducted periodic audits to provide reasonable assurance that the company's established policies and procedure have been followed. However, there is inherent limitation that should be recognized in weighing that assurance provided by any system of internal control.

M/s. Jain Monika & Associates, Chartered Accountants, was the Internal Auditors of the Company and their name is approved by the Audit Committee.

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

Internal control systems are supplemented by Internal Audit Reviews, coupled with guidelines and procedures updated from time to time by the Management. Internal control systems are established to ensure that the financial and other records are reliable for preparing financial statements.

Internal Audit System is engaged in evaluation of internal control systems. Internal audit findings and recommendations are reviewed by the Management and Audit Committee of the Board of Directors. M/s. Parikh Shah Chotalia & Associates, Chartered Accountants, Statutory Auditors of the Company, have been appointed to certify the adequacy and effectiveness of Internal Financial Control over financial reporting for the Financial Year 2022-23.

7. Material developments in Human Resources / Industrial Relations front, including number of people employed.

During the year the Company had cordial relations with staff and officers. The Company believes in empowering its employees through greater knowledge, team spirit and developing greater sense of responsibility. There were 5 regular employees as at March 31, 2023.

INDEPENDENT AUDITORS' REPORT

To,
THE MEMBERS,
M P AGRO INDUSTRIES LIMITED
VADODARA

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **M P Agro Industries Limited** ("the Company"), which comprise the Balance Sheet as at **March 31, 2023**, the statement Profit and Loss and Cash Flow Statement for the year then 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 financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditors' Response
1.	Revenue Recognition	
	The Company recognizes revenues when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. In determining the sales price, the Company considers the effects of rebates and discounts (variable consideration). The terms of arrangements in case of domestic sales, including the timing of transfer of control, the nature of discount and rebates arrangements, delivery specifications, create complexity and judgment in determining sales revenues.	Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing of samples by selecting samples of invoices and vouchers for a variety of revenues and capital expenditure for the purpose of revenue reorganization, appropriateness of the transaction price and their basis over a period.

Information Other than the Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

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

Management's Responsibility for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditors' Responsibility

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

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

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

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 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 financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position except those as mentioned in Note 21.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.
 - iv. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.
 - v. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
(b) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any persons or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party or ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For Parikh Shah Chotalia & Associates
Chartered Accountants
(FRN: 118493W)

CA VIJAY M. PARIKH
Partner
M. No. 031773

Date: 30/05/2023
Place: Vadodara

ANNEXURE – “A” TO INDEPENDENT AUDITORS’ REPORT
(Referred to in Paragraph 2 under “Report on Other Legal and Regulatory Requirements of the Independent Auditors’ Report of even date)

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that: -

- i. In respect of the Company’s Property, Plant & Equipment,
- a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant & Equipment.

The Company does not hold any intangible asset. Accordingly, the provisions of Clause 3(i)(a)(B) of the Companies Auditor’s Report Order, 2020 are not applicable to the Company.

- b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of buildings are held in the name of the Company as at the Balance Sheet date.
- d) The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year. Accordingly, the provisions of Clause 3(i)(d) of the Companies Auditor’s Report Order, 2020 are not applicable to the Company.
- e) According to information and explanation given to us and the records examined by us, we report that there are no proceedings, which have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made there under.

- ii. In respect of Company’s Inventory,

- a) According to information and explanation given to us, the Company did not hold any inventory during the year. Accordingly, the provisions of Clause 3(ii) of the Companies Auditor’s Report Order, 2016 are not applicable to the Company.
- b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions at any point of time during the year.

- iii. In respect of Company’s investment, guarantee or security, loans and advances,

- a) According to information and explanation given to us, and based on the audit procedure, the Company has granted loans or advances and guarantees or security during the year. There details are given below.

(Rs. In Lakhs)

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided during the year	Nil	Nil	Nil	Nil
- Subsidiaries	Nil	Nil	Nil	Nil
- Joint Ventures	Nil	Nil	Nil	Nil
- Associates	Nil	Nil	Nil	Nil
- Others	Nil	Nil	Nil	Nil

Balance outstanding as at balance sheet date in respect of above cases				
- Subsidiaries	Nil	Nil	Nil	Nil
- Joint Ventures	Nil	Nil	Nil	Nil
- Associates	Nil	Nil	Nil	Nil
- Others	Nil	Nil	Nil	Nil

- b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the terms and conditions of loan granted by the Company to its related party are not prejudicial to the Company's interest. The Company has not given any guarantee or security during the year. The Company has not made any investment during the year.
- c) According to information and explanation given to us and based on the audit procedure, we are of the opinion that there is no such agreement / arrangement containing the schedule of repayment of principal and payment of interest. We are unable to make specific comment on the regularity of repayment of principal and payment of interest.
- d) According to information and explanations given to us, no agreement/ arrangement containing the schedule of repayment of principal and payment of interest. We are unable to make comment on total amount overdue for more than ninety days.
- e) According to information and explanation given to us and based on the audit procedure, no existing loan has been renewed or extended or fresh loans granted to settle the overdue of existing loans. The provisions of Clause 3(iii)(e) of the Companies Auditor's Report Order, 2020 are not applicable to the Company.
- f) According to information and explanations given to us and based on the audit procedures, the Company has granted loans on repayable on demand or without specifying any terms of repayment to promoters, related parties as defined in clause 2 (76) of the Companies Act, 2013. There details are given below.

Particulars	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans	Nil	Nil	Nil
Repayable on demand (A)	Nil	Nil	Nil
Agreement does not specify any terms or period of repayment (B)	Nil	Nil	Nil
Total (A+B)	Nil	Nil	Nil
Percentage of loans/ advances in nature of loans to the total loans	Nil	Nil	Nil

- iv. According to the information and explanations given to us, and based on the audit procedures conducted by us, the Company has complied with the provision of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investment and providing guarantees and securities, as applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year from the public within the meaning of provisions of section 73 to 76 of the Companies Act, 2013 and the rules framed thereunder and therefore, the provisions of clause (v) of the Companies Auditor's Report Order, 2020 are not applicable to the Company.

- vi. In our opinion and according to information and explanation given to us, the Company is not required to maintain the cost records pursuant to the Rules made by the Central Government for maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013.
- vii. In respect of statutory dues:
 - a) According to the information and explanations given to us and according to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Wealth Tax, Duty of Customs, Duty of Excise, Value added tax, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2023 for a period of more than six months from the date of becoming payable.
 - b) According to the information and explanations given to us, there were no dues of Goods and Service Tax, Income Tax, Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Wealth Tax, Custom Duty, Excise Duty and Cess and Other statutory dues, which have not been deposited on account of any dispute.
- viii. According to information and explanations given to us and based on our audit procedures, the Company has not surrendered or disclosed any transactions which were previously unrecorded in books of account as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. In respect of working capital facilities and term loan,
 - a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any banks, financial institutions and Government.
 - b) According to the information and explanations given to us and on the basis of our audit procedures, we report the Company has not been declared wilful defaulter by any bank or financial institutions or Government or Government Authority.
 - c) According to the information and explanations given to us on the basis of our audit procedure, the Company has not obtained any term loan during the year.
 - d) According to the information and explanations given to us and the audit procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
 - e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. With respect to money raised,
 - a) In our opinion and according to the information and explanations given to us, the Company has not raised a money by way of initial public offer or further public offer during the year under review. Accordingly, the provisions of Clause 3(x)(a) of the Companies Auditor's Report Order, 2020 are not applicable to the Company.
 - b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(x)(b) of the Companies Auditor's Report Order, 2020 are not applicable to the Company.
- xi. With respect to
 - a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practice in India, and according to the information and explanation given to us, we have not noticed or reported any instance of material fraud by the Company, during the year.

- b) In our opinion and according to the information and explanations given to us, the auditor has not filed any report under section 143(12) of the Companies Act, 2013 with the Central Government. Accordingly, the provisions of Clause 3(xi)(b) of the Companies Auditor's Report Order, 2020 are not applicable to the Company.
 - c) The Company being a Public Limited Company, provisions relating to whistle-blower complaints are applicable to it. Hence, we have taken into consideration the whistle-blower complaints received by the company during the year, while determining the nature, timing and extent of the audit procedures.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) (a), (b) and (c) of the Companies Auditor's Report, 2020 are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. With respect to Internal Audit,
 - a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
 - b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- xv. In our opinion and according to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Companies Auditor's Report Order, 2020 are not applicable to the Company.
- xvi. With respect to Non-Banking Financial Companies,
 - a) According to the information and explanations given to us and on an examination of the Financial Statements of the year under consideration, the Company is during the year under consideration, prima facie required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934, as the Company fulfils the 50-50 test prescribed by the Reserve Bank of India for the F.Y. 2022-23. The Company has however represented that it has no intention to carry on business as Non-Banking Financial Company and the fact that during the year, it has no revenue related to its principal activity of trading is a temporary phenomenon.
 - b) Based on our examination of the transactions of the Company during the year, the Company has not carried on any transaction, in the nature of non-banking financial entity as it has not done any fresh lending during the year under consideration.
- xvii. The Company has not incurred cash losses in the financial year and in the immediately preceding financial year. Hence, provisions of Clause 3(xvii) of the Companies Auditor's Report Order, 2020 are not applicable to the Company.
- xviii. There has been no resignation of the Statutory Auditors during the year and the provisions of Clause 3(xviii) of the Companies Auditor's Report Order, 2020 are not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report 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 audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. According to the information given by the Company to us, Section 135 for providing Corporate Social Responsibilities, are not applicable to the company. Hence, provisions of Clause 3(xx) of the Companies Auditor's Report Order, 2020 are not applicable to the Company.
- xxi. The Company does not have any holding company, subsidiary company, associate or joint venture during the year. Hence, provisions of Clause 3(xxi) of the Companies Auditor's Report Order, 2020 are not applicable to the Company.

For Parikh Shah Chotalia & Associates
Chartered Accountants
(FRN: 118493W)

CA VIJAY M. PARIKH
Partner
M. No. 031773
Date: 30/05/2023
Place: Vadodara

ANNEXURE – “B” TO THE INDEPENDENT AUDITORS’ REPORT
Report on the Internal financial Controls over Financial Reporting under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over the financial reporting of M/s M P Agro Industries Limited (“the Company”), as on 31st March, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by ICAI and the Standards on Auditing issued by ICAI and deemed to be 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 Notes 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 control systems 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 judgment including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper managements 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 may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

The Company has meagre business transactions during the year and the management of the Company, as we have been informed, was closely connected with most of these transactions, and in view of these facts in our opinion, the Company have, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For Parikh Shah Chotalia & Associates
Chartered Accountants
(FRN: 118493W)

CA VIJAY M. PARIKH
Partner
M. No. 031773

Date: 30/05/2023
Place: Vadodara

Statement of Balance Sheet as on 31st March 2023

(Rs. In Lakhs)

Particulars	Note No.	As at March 31 st 2023		As at March 31 st 2022	
Assets					
1. Non-Current Assets					
(a) Property, Plant & equipment	3	0.04		0.26	
(b) Financial Assets					
(I) Loans	4	0.00		350.00	
(II) Investment	5	386.23		100.00	
(d) Income Tax Assets	6	15.20	401.47	14.52	464.78
2. Current Assets					
(a) Financial Assets					
(i) Trade Receivable		--		--	
(ii) Cash and Cash Equivalents	7a	15.94		11.95	
(ii) Balances with banks other than Cash and Cash Equivalents	7b	100.00		51.17	
(ii) Loans	8	--		0.42	
(iii) Other Financial Asset	9	71.05		55.53	
(c) Other Current Assets	10	7.05	194.04	4.44	123.51
Total			595.51		588.29
Equity and Liabilities					
1. Equity					
(a) Equity share capital	11	580.39		580.39	
(b) Other equity	12	3.57	583.96	1.40	581.79
2. Liabilities					
(a) Financial Liabilities					
(i) Trade Payables	13				
(A) Due to micro and small enterprises		--		--	
(B) Due to other than micro and small enterprises		11.31		6.41	
(i) Other Borrowings	14	0.12		--	
(b) Other Current Liabilities	15	0.11	11.55	0.09	6.50
Total			595.51		588.29
Significant Accounting Policies	1-2				
Other Notes	20-30				
Notes form an integral part of these financial statement					

As per our report of even date attached
For PARIKH SHAH CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 118493W

CA VIJAY PARIKH, Mem. No. 031773
PARTNER,

VADODARA, 30TH MAY, 2023

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SHAMIM SHEIKH
DIRECTOR & CHAIRMAN
DIN: 02528327

YUNUS R. MEMON
MANAGING DIRECTOR
DIN: 01094396

VADODARA, 30TH MAY, 2023

RAFIQUNNISA MERCHANT
DIRECTOR & CFO
DIN: 07758223

ISHITA KAPURE
COMPANY SECRETARY

Statement of Profit and Loss as on 31st March 2023 (in Rs.)

(Rs. In Lakhs)

Particular	Notes	For the year ended March 31 st 2023	For the year ended March 31 st 2022
I. Revenue from Operations		-	-
II. Revenue from operations		--	--
II. Other Income	16	24.84	30.96
Total Revenue (I+II)		24.84	30.96
IV. Expenses :			
(a) Cost of Material Consumed		--	--
(b) Purchase of Stock in Trade		--	--
(c) Changes in stock of finished goods, work-in progress and stock-in-trade		--	--
(d) Employees Benefit Expenses	17	11.61	16.74
(e) Finance Cost	18	0.63	0.12
(f) Depreciation	3	0.22	0.11
(g) Other Expenses	19	11.67	8.97
Total Expenses		24.14	25.94
Profit before Tax (III-IV)		0.71	5.02
Tax Expense:			
Current Year Tax	6	0.21	1.67
Tax Expenses /(Refunds) relating to prior years		(1.67)	0.50
Profit/(Loss) for the Year (V- VI)		2.16	2.85
Other Comprehensive Income		--	--
Total Comprehensive Income for the Year(VII+VIII)		2.16	2.85
Earning Per Equity Share:			
Basic	20	0.04	0.05
Significant accounting Policies	1-2		
Other Notes	20-30		
Notes form an integral part of these financial statements			

As per our report of even date attached
For PARIKH SHAH CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 118493W

CA VIJAY PARIKH, Mem. No. 031773
PARTNER,

VADODARA, 30TH MAY, 2023

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SHAMIM SHEIKH
DIRECTOR & CHAIRMAN
DIN: 02528327

YUNUS R. MEMON
MANAGING DIRECTOR
DIN: 01094396

VADODARA, 30TH MAY, 2023

RAFIQUNNISA MERCHANT
DIRECTOR & CFO
DIN: 07758223

ISHITA KAPURE
COMPANY SECRETARY

Statement of Changes in Equity for the year ended 31st March, 2023

A. Equity Share Capital

Balance at the beginning of the current reporting period i.e. 1st April, 2022	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year 2022-23	Balance at the end of the current reporting period i.e. 31st March 2023
580.39	-	-	-	580.39
Balance at the beginning of the current reporting period i.e. 1st April, 2021	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year 2021-22	Balance at the end of the current reporting period i.e. 31st March 2022
580.39	-	-	-	580.39

B. Other Equity

Particulars	Reserves and Surplus				Total
	Capital Reserve	General Reserve	Retained Earnings	OCI	
Balance as at 1 st April, 2022	9.89	-	(8.49)	-	(1.40)
Profit/(Loss) for the year	-	-	2.16	-	2.16
Other Comprehensive Income for the year	-	-	-	-	-
Balance as at 31st March, 2023	9.89	-	(6.32)	-	3.57

Particulars	Reserves and Surplus				Total
	Capital Reserve	General Reserve	Retained Earnings	OCI	
Balance as at 1 st April, 2021	9.89	-	(11.34)	-	(1.45)
Profit/(Loss) for the year	-	-	2.85	-	2.85
Other Comprehensive Income for the year	-	-	-	-	-
Balance as at 31st March, 2022	9.89	-	(8.49)	-	1.40

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes

As per our report of even date attached

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For PARIKH SHAH CHOTALIA & ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Reg. No. 118493W

SHAMIM SHEIKH

DIRECTOR & CHAIRMAN

DIN: 02528327

RAFIQUNNISA MERCHANT

DIRECTOR & CFO

DIN: 07758223

CA VIJAY PARIKH, Mem. No. 031773

PARTNER,

VADODARA, 30TH MAY, 2023

YUNUS R. MEMON

MANAGING DIRECTOR

DIN: 01094396

VADODARA, 30TH MAY, 2023

ISHITA KAPURE

COMPANY SECRETARY

Notes to financial statements for the year ended 31st March, 2023

Notes to financial statements for the year ended 31st March, 2023

Note 1: Corporate Information

M P Agro Industries Limited (the Company) is a public limited company listed on Bombay Stock Exchange Limited. It was incorporated on 04.12.1975 under the provisions of the Companies Act, 1956. The Registered Office of the Company situated at 924, 9th floor, Fortune tower, Sayajigunj, Vadodara, Gujarat-390020. The Company's objects are to carry on in India or in any part of the world all kind of business relating to fertilizers, heavy chemicals and their by-products.

Note 2: Significant Accounting Policies

2.1 Statement of compliance

Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant provisions of the Companies Act, 2013.

Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31 March, 2023, the Statement of Profit and Loss for the year ended 31 March 2023, the Statement of Cash Flows for the year ended 31 March 2023 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Financial Statements' or 'financial statements').

These financial statements are approved for issue by the Board of Directors on 30th May 2023.

2.2 Basis of preparation of financial statements

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS), under the historical cost convention on the accrual basis as per the provisions of Companies Act, 2013.

Accounting Policies has been applied consistently over all the periods reported in these Financial Statements, except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Financial Statements have been presented in Indian Rupees (INR), which is the Company's functional currency. All financial information is presented in INR .

2.3 Significant Accounting Judgments, Estimates and Assumptions

In preparing these financial statements in conformity with Ind-AS, the Management is required to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

This note provides an overview of the areas where there is a higher degree of judgment or complexity. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

The areas involving critical estimates or judgments are:

- Measurement of Contingent Liabilities– Note 21
- Current tax expense and current tax payable – Note 6

Estimates and underlying assumptions are reviewed on an ongoing basis. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the company. Any change in these estimates and assumptions will generally be reflected in the financial

statements in current period or prospectively, unless they are required to be treated retrospectively under relevant accounting standards.

2.4 Classification of Current/Non-Current Assets and Liabilities

All assets and liabilities are presented as Current or Non-Current as per the Company's normal operating cycle and the other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Company has ascertained its operating cycle as 12 months for the purpose of Current/Non-Current classification of assets/liabilities.

2.5 Standards issued but not effective (based on exposure drafts available as on date)

The amendments are proposed to be effective for reporting periods beginning on or after 1st April 2021. Ministry of corporate affairs has carried out amendments of the following accounting standards.

- (i) Ind AS 101 – Subsidiary as a First-time Adopter
- (ii) Ind AS 109 - Fees in the '10 per cent' Test for Derecognition of Financial Liabilities
- (iii) Ind AS 41 – Taxation in fair value measurements for Agriculture.

The Company is in the process of evaluating the impact of the new amendments issued but not yet effective.

2.6 Property, Plant and Equipment

Property, Plant and Equipment, net of accumulated depreciation and accumulated impairment losses, if any.

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. It includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy based on Ind AS 23 – Borrowing costs. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use. Items such as Standby Equipments and Service Equipments that meet definition of PPE are capitalized at cost.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

Capital Work-in-Progress

Assets in the course of construction are capitalised in the Capital Work in Progress account. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences.

2.7 Depreciation / Amortisation

Depreciation is calculated on a straight-line basis as per the specified life of the assets as provided in schedule II to the Companies Act, 2013. The useful life of Item of PPE is mentioned below:

Class of Assets	Range of Useful Life (In Years)
Furniture & Fixtures	10
Computer Hardware	3

The management, based on internal technical evaluation, believes that the useful lives as given above best represent the period over which the assets are expected to be used.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

2.8 Impairment of Assets

The carrying amounts of assets are reviewed at balance sheet date to check if there is any indication of impairment based on internal or external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss, if any, recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

2.9 Leases

The Company as a lessee

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) The contract involves the use of an identified asset
- (ii) The Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) The Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right-of-use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the balance sheet and lease payments have been classified as financing cash flows.

Transition

Effective 1st April, 2019, the Company adopted Ind AS 116 “Leases” and applied the standard to all lease contracts existing on 1st April, 2019. Accordingly, the Company’s lease contracts of the Company are for lease tenure below 12 months and the Company has accordingly applied the exemption not to recognize right-of-use assets for such leases.

The Company as a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on their nature.

Arrangements in the nature of lease

The Company enters into agreements, comprising a transaction or series of related transactions that does not take the legal form of a lease but conveys the right to use the asset in return for a payment or series of payments. In case of such arrangements, the Company applies the requirements of Ind AS 116 – Leases to the lease element of the arrangement. For the purpose of applying the requirements under Ind AS 116 – Leases, payments and other consideration required by the arrangement are separated at the inception of the arrangement into those for lease and those for other elements.

2.10 Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer.

Sale of goods

The principal activity from which the Company generates revenue is the supply of products to customers from its various manufacturing sites and warehouses. Products are supplied under a variety of standard terms and conditions, and in each case, revenue is recognized when contractual performance obligations between the Company and the customer are satisfied and control of product has been transferred to the Customer. This will typically be on dispatch or delivery. When sales discount and rebate arrangements result in variable consideration, appropriate provisions are recognized as a deduction from revenue at the point of sale (to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue will not be required). The Company typically uses the expected value method for estimating variable consideration, reflecting that such contracts have similar characteristics and a range of possible outcomes.

Sale of Services

Revenues for services are recognised when the service rendered has been completed.

Royalties and profit-sharing arrangements

Revenues are recognized when performance obligations between the Company and the customer are satisfied in accordance with the substance of the underlying contract.

Interest and dividend income

Interest income is recognized on a time-proportion basis using the effective interest method. Dividend income is recognized when the right to receive payment is established.

2.11 Inventories

The inventories are valued at cost or net realizable value whichever is lower. The basis of determining the value of each class of inventory is as follows:

Inventories	Cost Formula
Traded Goods	At Invoice Value (Also include all other costs incurred in bringing the inventories to their present location and condition)

2.12 Financial Instruments

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

a. Financial Assets

(i) Initial recognition and measurement

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition of financial assets, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way trade of financial assets is accounted for at trade date.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost

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

After initial measurement, debt instruments at amortised cost are subsequently measured at amortised cost using the effective interest rate method, less impairment, if any.

- Financial assets at fair value through other comprehensive income

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

The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

- Financial assets at fair value through profit or loss

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

- Investment in Subsidiaries

Investment in subsidiaries is carried at cost in the financial statements.

(iii) Derecognition

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

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

b. Financial Liabilities

(i) Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts. Financial liabilities are classified, at initial recognition, at fair value through profit and loss or as those measured at amortised cost.

(ii) Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit and loss

Financial liabilities at fair value through profit and loss include financial liabilities held for trading.

The Company has not designated any financial liabilities upon initial recognition at fair value through profit and loss.

Financial liabilities measured at amortised cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

c. Fair Value

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 - quoted (unadjusted) market prices in active markets for identical assets or liabilities

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

Level 3- inputs that are unobservable for the asset or liability

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

2.13 Foreign Exchange Transactions

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates.

Transactions in foreign currencies are initially recorded by the Company at the rate of exchange prevailing on the date of the transaction. Monetary assets and monetary liabilities denominated in foreign currencies remaining unsettled at the end of the year are converted at the exchange rate prevailing on the reporting date.

Differences arising on settlement or conversion of monetary items are recognised in statement of profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction

2.14 Trade Receivables

Trade Receivables are stated after writing off debts considered as bad. Adequate provision is made for Expected Credit Losses.

2.15 Borrowing costs

- (i) Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.
- (ii) Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized. All other borrowing costs are expensed in the period they occur.

2.16 Provisions, Contingent Liabilities and Contingent Assets

a. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

b. Contingent Liabilities

Contingent liabilities are disclosed for

- i) Possible obligations which will be confirmed only by the future events not wholly within the control of the company or
- ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

c. Contingent Assets

Contingent Assets are not recognised in the financial statements. Contingent Assets if any, are disclosed in the notes to the financial statements.

2.17 Taxes:

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income Tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

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

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Minimum Alternate Tax (MAT)

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with asset will be realised.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/ expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

2.18 Employees benefits

The company does not have any policy of any investment benefits to its employees. The company is not currently statutorily obligated to pay the same. The company hence does not have any defined benefit obligations required to be provided for.

2.19 Cash and Cash Equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash and cheques in hand, bank balances, demand deposits with banks and other short term highly liquid investments where the original maturity is three months or less.

2.20 Earnings per share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.21 Exceptional item

When items of income and expense within statement of profit and loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items

2.22 Segment Reporting

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

Note – 3 PROPERTIES, PLANT AND EQUIPMENT

Sr No	Description	Gross Block				Depreciation				Net Block	
		Balance as at 01.04.2022	Additions/ Adjustments during the year	Disposals/ Adjustments during the year	Balance as at 31.03.2023	UPTO 01.04.2022	Provided for the year	Disposals/ Adjustments during the year	Balance as at 31.03.2023	Balance as at 31.03.2023	Balance as at 31.03.2022
1	Furniture & Fixture	0.03	-	-	0.03	0.02	0.00	-	0.02	0.01	0.01
2	Computer	0.60	-	-	0.60	0.35	0.22	-	0.57	0.03	0.25
Total		0.64	-	-	0.64	0.37	0.22	-	0.59	0.04	0.26
Previous Year		0.64	-	-	0.64	0.26	0.11	-	0.37	0.36	0.26

Sr No	Description	Gross Block				Depreciation				Net Block	
		Balance as at 01.04.2021	Additions/ Adjustments during the year	Disposals/ Adjustments during the year	Balance as at 31.03.2022	UPTO 01.04.2021	Provided for the year	Disposals/ Adjustments during the year	Balance as at 31.03.2022	Balance as at 31.03.2022	Balance as at 31.03.2021
1	Furniture & Fixture	0.03	-	-	0.03	0.02	-	-	0.02	0.01	0.02
2	Computer	0.60	-	-	0.60	0.25	0.11	-	0.35	0.25	0.35
Total		0.64	-	-	0.64	0.26	0.11	-	0.37	0.26	0.37
Previous Year		0.12	0.51	-	0.64	0.10	0.17	-	0.26	0.26	0.37

Note: Depreciation has been provided on entire property, plant and equipment as component approach Method prescribed under Ind AS 16 is not feasible as the assets are individually compact in nature.

Notes Forming Part of Balance Sheet as on 31st March 2023 (Rs. In Lakhs)

Note – 4			As at 31 st March, 2023	As at 31 st March, 2022
Loans				
Loans to Related Parties			63.41	413.41
Less: Allowances for Doubtful			63.41	63.41
Total			0.00	350.00
Type of Borrower	Amount of loan or advance in the nature of loan outstanding as on 31.03.2023	% To the total loans and advances in the nature of loans FY 2022-23	Amount of loan or advance in the nature of loan outstanding as on 31.03.2022	% To the total loans and advances in the nature of loans FY 2021-22
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-
Kayyum Razak Dhanani	-	-	350.00	84.66
Note – 5				
Investments				
Other bank balance-In Deposit Accounts			386.23	100.00
Total			386.23	100.00
Please refer Note – 6 after Note - 16				
Note – 7				
Cash And Cash Equivalents				
(A)Cash And Cash Equivalents				
Cash Balance			0.26	0.15
Balance with banks				
-In Current Accounts			15.68	11.80
Total			15.94	11.95
(B)Bank Balances other than (a) above				
Other bank balance				
In Deposit Accounts #			100.00	51.17
Total			100.00	51.17
# These represents deposits with original maturity of more than 3 months but less than 12 months.				
Note – 8				
LOANS				
Loan to related parties			-	0.42
Total			-	0.42
Note – 9				
Other Financial Assets				
Interest Accrued on FDR			0.57	0.57
Interest Accrued on unsecured loan			70.48	54.96
Total			71.05	55.53
Note – 10				
Other Current Assets				
Short Term Loans and Advances			0.00	0.02
Balances with Statutory Authorities			7.05	4.42
Total			7.05	4.44

Note – 11	As at 31 st March, 2023	As at 31 st March, 2022
Equity Share Capital		
Authorized Capital	600.00	600.00
60,00,000 Equity Share of Rs. 10 each [Previous Year : 60,00,000 Equity Shares of Rs.10/- each]		
Issued, Subscribed and Paid Up	580.39	580.39
58,03,914 Equity Shares of Rs. 10 each fully paid in cash [Previous Year : 58,03,914 Equity Shares of Rs.10/- each]		
Total	580.39	580.39

Reconciliation of number of Ordinary (Equity) Shares and amount outstanding :

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Equity Shares at the beginning of the year	58.04	58.04
Add: Issued during the year	-	-
Equity Shares at the end of the year	58.04	58.04
Share Capital		
Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Balance at the beginning of the year	580.39	580.39
Issued during the year	-	-
Balance at the end of the year	580.39	580.39

The company has only one class of share referred to as equity share having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividend in Indian rupees. Payment of dividend is also made in foreign currency to shareholders outside India. In the unlikely event of the liquidation of the company the equity shareholders are eligible to receive the residual value of the assets of the company if any after preferential amount are paid off, in the proportion of their shareholding in the company.

Over the period of five years immediately preceding March 31, 2022 and March 31, 2022, neither any bonus shares were issued nor any shares were allotted for consideration other than cash. Further, no shares were bought back during the said period.

List of Shareholders holding 5% or more Shares (In Nos.)	31 st March, 2023			31 st March, 2022	
Name of Shareholders	No.	of	% holding	No. of Shares	% holding
Bhavnagar Agro Industries Ltd.	765,000		13.18	765,000	13.18
Liberty Fertilizers Ltd.	1,053,879		18.16	1,053,879	18.16
Abdul Razak Dhanani	373,755		6.44	373,755	6.44
Rafiqa Maqsood Merchant	526,110		9.06	526,110	9.06
Bharat Equity Services Ltd.	563,784		9.71	565,689	9.75
Salim Hajjumar Sheikh	497,000		8.56	497,000	8.56

Shares held by promoters at the end of the year 31st March, 2023

Name Of Promoters	No. of shares	% of total shares	% change during the year 2022-23
Rafiqa Maqsood Merchant	526110	9.06	-
Gulshanbanu R Dhanani	130000	2.24	-
Shamim Sheikh	130000	2.24	-
Habibunisha R Dhanani	71000	1.22	-
Suchitra Dhanani	129600	2.23	1.16*
Nasim Sujit Desai	60000	1.03	-
Rabiabai Abdulrazak Dhanani	1351	0.02	(0.99)#
Havabai Dawood	850	0.01	-

Kantilal Ramanlal Patni	100	-	-
*Due to Transmission of shares			
#due to sale of shares			
Shares held by promoters at the end of the year 31st March, 2022			
Name Of Promoters	No. of shares	% of total shares	% change during the year 2021-22
Rafiqa Maqsood Merchant	526110	9.06	-
Gulshanbanu R Dhanani	130000	2.24	-
Shamim Sheikh	130000	2.24	-
Habibunisha R Dhanani	71000	1.22	-
Late Sajid Razak Dhanani	69600	1.20	-
Suchitra Dhanani	60000	1.03	-
Nasim Sujit Desai	60000	1.03	-
Rabiabai Abdulrazak Dhanani	95000	0.86	0.78
Havabai Dawood	850	0.01	-
Kantilal Ramanlal Patni	100	-	-
Note – 12			
Other Equity			
Capital Reserve		9.89	9.89
Retained Earnings			
Opening Balance (P&L)		(8.49)	(11.34)
Add: Profit & Loss for the Year (loss)		2.16	2.85
Closing Balance		(6.32)	(8.49)
	Balance in Profit & Loss Account	3.57	1.40

1. Capital reserve

Capital reserve represent reserve created pursuant to the business combinations upto year end.

2. Retained Earnings

General reserve is created from time to time by transferring profits from retain earning and can be utilised for purposes such as dividend pay out, bonus issued etc. and it is not an item of other comprehensive income.

Note – 13	As at	As at
	31st March, 2023	31st March, 2022
PAYABLES		
Total outstanding dues to creditors other than micro and small enterprises	11.31	6.41
Total	11.31	6.41

Trade Payables ageing schedule for the year ended as on 31st March,2023

Particulars	Outstanding for the following periods from the due date of payment					Total
	NOT DUE	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	11.31	-	-	-	11.31
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-	-

Trade Payables ageing schedule for the year ended as on 31st March,2022

Particulars	Outstanding for the following periods from the due date of payment					Total
	NOT DUE	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	6.41	-	-	-	6.41
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-	-

Note – 14		
Other Borrowings		
Advances From Related Party	0.12	-
Total	0.12	-

Note – 15		
Other Current Liabilities		
Statutory Liability	0.11	0.09
Total	0.11	0.09

Note – 06
INCOME TAX ASSETS (NET)

A) Major Components of Deferred Tax Liabilities /(Assets) arriving on account of timing difference are as follow:

As at 31st March 2023

(Rs. in INR)

Particulars	As at 31st March, 2022	Availme nt of MAT Credit	Recognised in profit and loss	Recogni sed in OCI	As at 31st March, 2023
Fixed assets :- Impact of difference between WDV as per Income Tax Act and as per books of accounts*	-	NIL	NIL	NIL	-
MAT Credit Entitlement	(14.52)	NIL	(0.68)	NIL	(15.20)
Expense Allowable for Tax on payment*	-	NIL	NIL	NIL	-
Carried Forward Losses*	-	NIL	NIL	NIL	-
Total	(14.52)	-	(0.68)	-	(15.20)

As at 31st March 2022

(Rs. in INR)

Particulars	As at 31st March, 2021	Availment of MAT Credit	Recognise d in profit and loss	Recognis ed in OCI	As at 31st March, 2022
Fixed assets :- Impact of difference between WDV as per Income Tax Act and as per books of accounts*	-	NIL	NIL	NIL	-
MAT Credit Entitlement	(15.02)	NIL	0.50	NIL	(14.52)
Expense Allowable for Tax on payment*	-	NIL	NIL	NIL	-
Carried Forward Losses*	-	NIL	NIL	NIL	-
Total	(15.02)	-	0.50	-	(14.52)

* DTA is not recognised on the same in the books as matter of prudence

B) Income Taxes	As at 31st March, 2023	As at 31st March, 2022
Major component of Tax expenses for the year are as under :		
(i) Income tax recognised in the Statement of Profit and Loss		
Current Tax	0.21	1.67
Income Tax for Prior years	(1.67)	0.50
Total	(1.46)	2.17

C) Reconciliation of Tax expenses and the accounting profit for the year is as under :

Profit before tax	0.71	0.15
Income Tax exp. @ 26% (P.Y. @ 26%)	0.21	1.31
Total	0.21	1.31

Note – 16		
Other Income		
Interest	24.84	27.74
Other	0.00	3.22
Total of Revenue	24.84	25.90
Note – 17		
Employees Benefit Expenses		
Salaries & Wages	11.61	16.74
Total	11.61	16.74
Note – 18		
Finance Cost		
Interest Expense	0.63	0.12
Total	0.63	0.12
Note – 19		
Other Expenses		
Audit Fees (Refer Note No. 26)	0.37	0.25
Office and General Expenses	2.98	2.75
Legal and Professional Expenses	8.28	5.85
Rent, Rates & Taxes (excluding Income Tax)	0.05	0.12
Total	11.67	8.97

Notes to Financial Statements

20. Earning Per Share (EPS)

(Rs. In Lakhs)

For the period ended	31st March, 2023	31st March, 2022
Profit after Tax available for equity shareholders (Rs. In INR)	2.16	2.85
Weighted Average number of equity shares	58.04	58.04
Basic and Diluted Earnings per share (Face value per share 10/- each)	0.04	0.05

21. Capital Commitment and Contingent Liabilities

Rs. In INR

As at	31st March, 2023	31st March, 2022
Estimated amount of contracts net of advances remaining to be executed on capital accounts	-	-
Guarantees issued by bank to third party	-	-
Central Excise / Service Tax & Custom	-	-
Sales Tax	-	-
Income Tax*	-	-

*The Company has succeeded in It's appeal before the CIT (A) in the said matter, However, the Department has preferred an appeal before ITAT in this matter.

22. As at the Balance Sheet date, unhedged foreign currency receivable and payable are as below.

Rs. In INR

Particular	Currency	31st March, 2023		31st March, 2022	
		FC	Rs. In INR	FC	Rs. In INR
Amount receivable (net) in foreign currency	USD	-	-	-	-
Amount payable (net) in foreign currency	USD	-	-	-	-

23. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2018-2019, to the extent the company has received intimation from the "supplier" regarding their status under the act

Particulars	Rs. In INR	
	As at 31st March 2023	As at 31st March 2022
Principal amount remaining unpaid.	Nil	Nil
Interest due thereon remaining unpaid	Nil	Nil
Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	Nil	Nil
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	Nil	Nil
Interest accrued and remaining unpaid	Nil	Nil
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	Nil	Nil

Disclosure in case of non-provision of interest due to contractual terms with MSME Vendors can be as under:

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprises Development Act, 2006" is based on the information available with the company regarding the status of registration of such vendors under the said act, As per the intimation received from them on request made by the company. There are no overdue principle amount / Interest payable amounts for delayed payments to such vendors at the Balance Sheet

date .The payment is made to vendors according to terms & conditions mutually agreed to both parties and accordingly there is no delay in payment to these vendors & no interest liability therefore.

24. SEGMENT INFORMATION

Operating segment

In accordance with para-4 of Ind AS-108, there is only one business segment termed as Operating segment.

Notes:

i) As the Company has done trading activity in India only, it is not possible to directly attribute or allocate on a reasonable basis, the assets and costs incurred to acquire segment assets, to these geographical segments, other than those specifically identifiable and disclosed in the table above.

25. Information on Related Party Transactions as required by Ind AS-24 - Related Party Disclosures (as identified by management)

A. Key Management Personnel	<ol style="list-style-type: none"> 1. Mr. Yunus R. Memon - Managing Director 2. Mrs. Rafiqunnisa Merchant - Director 3. Mrs. Shamim Sheikh - Director 4. Mrs. Saba Memon- Director 5. Mrs. Arati Jadhav 6. Mrs. Ishita Kapure- Company Secretary
B. Associate Concerns and Relative of key Management Personnel	<ol style="list-style-type: none"> 1. Bharat Equity Services Limited 2. Konsept International Trading Enterprise FZC 3. Kayum Razak Dhanani 4. Bhavnagar Agro Industries Limited

Significant Related Party Transaction

Rs. In INR

Particulars	Year 2022-23	Year 2021-22
Unsecured Loans/Advances Given		
Bharat Equity Services Ltd.	4.29	7.30
Total	4.29	7.30
Particulars	Year 2022-23	Year 2021-22
Unsecured Loans/Advances Repaid		
Kayum Razak Dhanani	350.00	-
Total	350.00	-
Particulars	Year 2022-23	Year 2021-22
Unsecured Loans/Advances Received		
Bharat Equity Services Ltd.	4.84	9.74
Total	4.84	9.74
Particulars	For the year ended 2022-23	For the year ended 2021-22
Remuneration to Key Managerial Person		
Yunus Memon	1.80	-
Ishita Kapure	5.18	5.60
Total	6.98	5.60

Particulars	Year 2022-23	Year 2021-22
Director Sitting Fees Paid		
Aarti Salve	1.24	0.28
Total	1.24	0.28
Particulars	Year 2022-23	Year 2021-22
Closing balances		
Bharat Equity Services Limited	(0.12)	0.42
Kayyum Razak Dhanani	-	350.00

26. Auditors' Fees and Expenses

Rs. In INR

PAYMENT TO AUDITORS	2022-23	2021-22
As Auditor :		
Audit fees	0.25	0.25
In other capacity :		
(I) Other services	0.12	0.17
	0.37	0.42

27(A) : Category-wise classification of Financial Instruments

Rs. In INR

Particulars	Refer Note	Non-Current		Current	
		As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Financial assets measured at amortised cost					
Loans	Note No. 4 & 8	-	350.00	-	0.42
Cash and cash equivalents	Note No. 7a	-	-	15.94	11.95
Other Balances with Bank	Note No. 7b	386.23	-	100.00	51.17
Other Current Financial Assets	Note No. 9	-	-	71.05	55.53
		386.23	350.00	186.99	119.07
Financial liabilities measured at amortised cost					
Trade payables	Note No. 13	-	-	11.31	6.41
		-	-	11.31	6.41

27(B): CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

As at 31st March, 2022, the Company has only one class of equity shares and has low debt. Consequent to such capital structure, there are no externally imposed capital requirements.

27(C): FINANCIAL RISK MANAGEMENT - OBJECTIVES AND POLICIES

The Company's activities expose it to a variety of financial risks: Market risk, credit risk, liquidity risk. The Company has a risk management policy which covers risks associated with the financial assets and liabilities. The risk management policy is approved by the Board of Directors. The focus of the policy is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the company.

1. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk.

a. Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Company has insignificant interest bearing borrowings, the exposure to risk of changes in market interest rates is minimal. The Company has not used any interest rate derivatives.

b. Foreign Currency Risk

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services in overseas markets and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods, commodities and services in the respective currencies.

Particulars of unhedged foreign currency exposures as at the reporting date are given as part of Note 22.

The below table demonstrates the sensitivity to a 5% increase or decrease in the Foreign Currency against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at the reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate. (Rs. In INR)

Particulars	2022-23		2021-22	
	5% Increase	5% Decrease	5% Increase	5% Decrease
USD	-	-	-	-
Increase/ (decrease) in profit or loss	-	-	-	-

2. Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. The Company's exposure are continuously monitored.

3. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company consistently generates sufficient cash flow from operations to meet its financial obligations as and when they fall due.

The tables below provides detail regarding the contractual maturities of significant financial liabilities as at 31st March, 2023 and 31st March, 2022:

Particulars	As at March 31, 2023		
	Less than 1 year	1-2 years	2 years and above
Borrowings*	0.12	-	-
Trade Payables	11.31	-	-
Other financial liabilities (Current and Non-Current)	0.11	-	-

(Rs. In Lakhs)

Particulars	As at March 31, 2022		
	Less than 1 year	1-2 years	2 years and above
Borrowings*	-	-	-
Trade Payables	6.41	-	-
Other financial liabilities (Current and Non-Current)	0.09	-	-

* The Significant Financial Liabilities payable on demand is shown under less than 1 year.

28: LEASES

The company has applied Ind AS 116 using the modified retrospective approach.

As Lessee

Amounts recognised in profit or loss

(Rs in Lakhs)

Particulars	2022-23	2021-22
Expenses relating to short-term leases (*Included in Other Expenses Note No. 19)	0.39	0.42

Amounts recognised in the statement of cash flows

(Rs in Lakhs)

Particulars	2022-23	2021-22
Total cash outflow for leases	0.39	0.43

Note: 29 Other Statutory Disclosures

1. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
2. The Company has not advanced any loans or advances in the nature of loans to specified persons viz. promoters, directors, KMPs, related parties; which are repayable on demand or where the agreement does not specify any terms or period of repayment.
3. The Company has utilised funds raised from issue of securities or borrowings from banks and financial institutions for the specific purposes for which they were issued/taken.
4. The Company has not any obtained borrowings from banks or financial institutions on the basis of security of current assets.
5. The Company has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when financial statements are approved.
6. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
7. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
8. The Company does not have any transactions with struck-off companies.
9. The Company does not have any transaction which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
10. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
11. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
12. "The company has not revalued its Property, Plant and Equipment (PPE), Intangible Assets (IA) and Investment Properties (IP) during the financial year."

13. The company has complied with the provisions of the Section 135 of The Companies Act, 2013 and accordingly the company is not liable for spending any amount as Corporate Social Responsibility during the financial year.

Note 14:

Ratio	Numerator	Denominator	31st March 2023	31st March 2022	% Variance	Reason for variance
Current Ratio	Current Assets	Current Liabilities	16.80	19.01	11.64%	
Debt Equity Ratio	Long Term Debt	Shareholders Equity	N.A.	N.A.	N.A.	
Debt Service Coverage Ratio	Profit before Depreciation, Interest & Tax	Interest Charges	N.A.	N.A.	N.A.	
Return on Equity Ratio	Profit After Tax	Average Shareholders Equity	0.37	0.49	24.51%	
Inventory Turnover Ratio	Net Sales	Average Inventories	-	-	-	There is no sales and inventory at the year end
Trade Receivable Turnover Ratio	Net Sales	Average Account Receivables	-	-	-	There is no sales during the year end
Trade Payable Turnover Ratio	Net Purchases	Average Trade Payables	N.A.	N.A.	N.A.	
Capital Turnover Ratio	Net Sales	Average Working Capital	-	-	-	There is no sales during the year end
Net Profit Ratio	Profit After Tax	Net Sales	-	-	-	There is no sales during the year end
Return on Capital Employed	Profit before Interest & Tax	Capital Employed	0.01	0.88	98.63%	Due to reduced profitability
Return on Investment	Profit After Tax	Shareholders Equity	5.13	5.63	8.89%	

Note 30: Previous year's figures have been regrouped /reclassified wherever necessary.

As per our report of even date attached
For PARIKH SHAH CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 118493W

CA VIJAY PARIKH, Mem. No. 031773
PARTNER,
VADODARA, 30TH MAY, 2023

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SHAMIM SHEIKH RAFIQUUNNISA MERCHANT
DIRECTOR & CHAIRMAN DIRECTOR & CFO
DIN: 02528327 DIN: 07758223

YUNUS R. MEMON ISHITA KAPURE
MANAGING DIRECTOR COMPANY SECRETARY
DIN: 01094396
VADODARA, 30TH MAY, 2023

CASH FLOWS STATEMENT FOR YEAR ENDED 31ST MARCH 2023

PARTICULARS	For the year ended			
	31st March, 2023		31st March, 2022	
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
(A) CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT(LOSS) BEFORE TAX		0.71		5.02
Add:- Adjustments for:				
Depreciation	0.22		0.11	
Interest received	(24.84)	(24.62)	(27.74)	(27.63)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(23.91)		(22.61)
Adjustments for:				
(Increase)/decrease in Inventories	-		-	
(Increase)/decrease in Current Financial Assets	(16.19)		(11.41)	
(Increase)/decrease in Other Current Assets	(2.61)		1.94	
(Increase)/decrease in Other Current Liabilities	0.02		(0.09)	
(Increase)/decrease in Receivables	-		2.65	
(Increase)/decrease in Payables	5.03	(13.75)	0.23	(6.67)
CASH GENERATED FROM OPERATIONS		(37.66)		(29.28)
Direct Taxes Paid		(1.46)		1.67
NET CASH FROM OPERATING ACTIVITIES		(36.20)		(30.95)
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Payments to acquire financial assets	(48.41)		(2.78)	
Purchase of Property, Plant and Equipment	-		-	
Decrease/(increased) in Loans (Financial Assets)	350.00		-	
Decrease/(increased) in Non-current Financial Assets	(286.23)		15.00	
Interest received	24.84		27.74	
NET CASH FLOW FROM INVESTING ACTIVITIES		40.20		39.97
Cash and Cash equivalents as at the beginning of the year		11.95		2.94
Net Increase/(Decrease) in cash and cash equivalents		3.99		9.01
Cash and Cash equivalents as at the end of the year		15.94		11.95

Note:-

- (a) Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Ind AS-7
(b) Cash and Cash Equivalents Comprises of

PARTICULARS	As at 31st Mar 2023	As at 31st Mar 2022
i) Balances with Banks in Current accounts	15.68	11.80
ii) Cash on hand	0.26	0.15
	15.94	11.95
Less:-Bank overdraft refer Note No-16	-	-
Cash and Cash Equivalents as per Cash Flow Statement	15.94	11.95

As per our report of even date attached
For PARIKH SHAH CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 118493W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SHAMIM SHEIKH	RAFIQUNNISA MERCHANT
DIRECTOR & CHAIRMAN	DIRECTOR & CFO
DIN: 02528327	DIN: 07758223

CA VIJAY PARIKH, Mem. No. 031773
PARTNER,

YUNUS R. MEMON	ISHITA KAPURE
MANAGING DIRECTOR	COMPANY SECRETARY

VADODARA, 30TH MAY, 2023

DIN: 01094396
VADODARA, 30TH MAY, 2023