



AMBO AGRITEC LIMITED

(Formerly known as AMBO Agritec Private Limited)

Regd. Office: 3, Pretoria Street, Chandrakunj Building,
Kolkata, Pin: 700 071, West Bengal, India.

Phone: +91 33 4602 0333 / 4602 0444

Email: info@amboagritec.com CIN: U15419WB1994PLC064993

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting (AGM) of the Members of **AMBO AGRITEC LIMITED** will be held on **TUESDAY, the 26TH SEPTEMBER, 2023** at **12.30 P.M.** through Video Conferencing("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Mr. Tapas Sankar Chattopadhyay (DIN:09726885), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

By Order of the Board
For **AMBO AGRITEC LTD.**

Sd/-

Umesh Kumar Agarwal-Managing Director
DIN: 00210217

Registered Office: Chandrakunj Building
3, Pretoria Street, 2nd floor
Kolkata-700071

CIN: U15419WB1994PLC064993

E-mail: info@amboagritec.com

Website: www.amboagritec.com

Date: 28.06.2023

NOTES:

Works: Mangalpur Industrial Estate, Ranigunj, Burdwan, Pin: 713321, Burdwan, West Bengal, India.

1. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its Circular No. 2/2021 dated 13 January 2021 read with Circular Nos.14/2020, 17/2020, 20/2020, 02/2022 and 10/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 5 May 2022 and 28 December 2022 respectively (collectively referred to as "MCA Circulars") and also SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 read with SEBI Circular No.th SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12 May 2020, 13 May 2022 and 5 January, 2023 respectively (collectively referred to as "SEBI Circulars") has permitted the holding of the Annual General Meeting ("AGM") through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the aforesaid Circulars, the 29th AGM of the Company will be conducted through Video Conference ("VC")/Other Audio Visual Means ("OAVM") and the businesses set out in the Notice will be transacted by the Members only through remote e-voting or through the e-voting system provided during the Meeting while participating through VC/OAVM facility. Further, for the purpose of technical

compliance of the provisions of Section 96(2) of the Companies Act, 2013, the registered office of the Company at Chandrakunj Building, 3 Pretoria street, 2nd floor, Kolkata-700071 where the Company is domiciled, is deemed to be the place of holding of the AGM.

2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The Register of Members and the Share Transfer books of the Company will remain closed from September 20, 2023 to September 26, 2023 (both days inclusive) for the purpose of ensuing AGM of the Company.
5. 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/Authorisation etc., authorising its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution /Authorisation shall be sent to the Scrutinizer by email through its registered email address to meenachowdhary@gmail.com with a copy marked to info@amboagritec.com and evoting@nsdl.co.in.
6. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Physical copies of the Annual Report 2022-23 are not being sent to the members. Therefore, those members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below in e-voting instructions.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
10. The Securities and Exchange Board of India (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 Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Transfer Agent, for consolidation into a single folio.
13. Non-Resident Indian Members are requested to inform the Registrar, immediately change in their residential status on return to India for permanent settlement.
14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
15. In line with the Ministry of Corporate Affairs (MCA) Circular, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.amboagritec.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at <https://www.bseindia.com> the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com/>.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-

The remote e-voting period begins on Friday, September 22nd, 2023 at 9:00 A.M. and ends on Monday, September 25th, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 19, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 19, 2023.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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.nsdl.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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest

	<p>are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail through its registered email address to meenachowdhary@gmail.com with a copy marked to info@amboagritec.com and evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.

3. In case of any query / grievance with respect to Remote E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Ms. Pallavi Mhatre, Senior Manager, at call on.: 022 - 4886 7000 and 022 - 2499 7000 or at E-mail ID : evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@amboagritec.com with copy marked to cs@amboagritec.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to email to info@amboagritec.com with copy marked to cs@amboagritec.com
- 3.
4. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
5. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
6. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@amboagritec.com. The same will be replied by the company suitably.
16. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of September 19, 2023.
17. Any person, who has acquired shares and becomes a member of the Company after the dispatch of notice of the AGM and holding shares as on cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. If the members are already registered with NSDL for e-voting, then he/she can use his/her existing User ID and Password for casting the vote through remote e-voting.
18. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
19. The Company has appointed Mrs. Meena Chowdhary, (Membership No.41084) Practicing Company Secretary, Howrah as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
20. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting through NSDL platform for those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
21. The Results of voting will be declared within 2 working days from the conclusion of the AGM. The declared Results along with the Scrutinizer's Report shall be placed on the website of the Company <https://www.amboagritec.com> and on the website of NSDL immediately after the declaration of result by the Chairman or any Director authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, where the shares of the Company are listed.

By Order of the Board
For AMBO AGRITEC LTD.

Sd/-
Umesh Kumar Agarwal-Managing Director
DIN:00210217

Registered Office: Chandrakunj Building
3, Pretoria Street, 2nd floor
Kolkata-700071

CIN: U15419WB1994PLC064993

E-mail: info@amboagritec.com

Website: www.amboagritec.com

Date: 28.06.2023

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

Name of Director	Mr. Tapas Sankar Chattopadhyay
Date of Birth	12-01-1954
Date of appointment as a director	12-09-2022
Qualifications	B.COM
Expertise in specific functional areas	Mr Chattopadhyay has a vast experience of more than three decades in the Kolkata headquarters of one of the largest earthmoving equipment manufacturing industries in Eastern India having a number of leading off-shore collaborators with modern technological know-how. His expertise revolves around the entire gamut of supply chain management, sourcing , domestic and overseas vendor management, logistics solutions, import and export, inventory control and other allied activities. He happens to be an effective communicator and has a flair for team-building and man- management and is a person with high integrity level when it comes to corporate ethics and systems.
Directorships held in other companies (excluding foreign companies)	NIL
Memberships Chairmanships of committees of other companies(includes only Audit Committee and Shareholders /Investors Grievance Committee)	NIL
Number of shares held in the Company	NIL
Disclosure of relationships between directors inter-se;	Not related with any Director

By Order of the Board
For AMBO AGRITEC LTD.

Sd/-
Umesh Kumar Agarwal-Managing Director
DIN: 00210217

Registered Office: Chandrakunj Building
3, Pretoria Street, 2nd floor
Kolkata-700071
CIN: U15419WB1994PLC064993
E-mail: info@amboagritec.com
Website: www.amboagritec.com
Date: 28.06.2023



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DIRECTOR'S REPORT TO THE MEMBERS

Dear Shareholders,

Your Directors have pleasure in presenting the **29th** Annual Report of **Ambo Agritec Limited** ('the Company') along with the audited financial statements for the financial year ended **31st March 2023**.

1. FINANCIAL SUMMARY

The Company's financial performances for the year under review along with previous year's figures are given hereunder:

PARTICULARS	INR in Lacs	
	2022-23	2021-22
Revenue from Operations	8100.55	9469.34
Other Income	66.33	16.20
Total Income	8166.88	9485.54
Profit before depreciation, finance costs and tax expense	311.75	304.96
Less: Depreciation/Amortization	10.74	12.47
Profit before Finance Costs and Tax Expense	301.01	292.49
Less: Finance Costs	145.54	98.46
Profit before Tax	155.47	194.03
Less: Tax Expense (Current & Deferred)	37.94	74.90
Profit for the year after Tax	117.54	119.13

2. Performance Overview

The Company is primarily engaged in the business of manufacturing and trading activities. During the year 2022-23, the profit of the Company unfortunately reduced by 1.33%. The Directors and the management of the Company continuously working on the process to increase the profit of the Company. The various teams and management are working on the growth and development of the Company. There has been no change in the nature of business of the Company during the financial year ended 31st March 2023.

3. DIVIDEND

The company has not declared any dividend to boost its resources.

5. PUBLIC DEPOSITS

During the year under review, the Company has neither accepted nor renewed any deposits from public falling under the ambit of Section 73 of the Companies Act, 2013 ("Act") read with the Companies (Acceptance of Deposits) Rules, 2014.

6. INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls with respect to financial statements. The policies and procedures adopted by the Company ensure prevention and detection of frauds and errors, accuracy and completeness of the records and timely preparation of reliable financial statements. No Reportable material weakness in the design or operation was observed during the year.

7. CAPITAL EXPENDITURE

Capital expenditure of ₹ 0.07 Lacs was incurred during the year 2022-23.

8. LISTING

The company applied for the listing with the total issue size for Rs. 10,20,00,000/- (Rupees One Crores Twenty Lakhs Only), issue opened on 21st November, 2022 and closed on 24th November, 2022, the lead manager to the issue was Finshore Management Services Limited and Registrar To The Issue was Cameo Corporate Services Limited, the company obtained the in-principal approval "letter dated 02nd November 2022 from BSE.

In the process of listing of company in BSE the company have reconstituted/ re-designated the board of directors committee; fresh audit committee/ nomination & remuneration committee/ stakeholder relationship committee were established. Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors. The Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes. 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.

As per Reg. 15 of SEBI (LODR) Reg, 2015, the company is listed in SME platform. Hence the provision of under Reg 27 of SEBI (LODR) Reg, 2015 with respect to corporate governance is not applicable to the company. Pursuant BSE Circular No. LIST/COMP/01/2019-20 dated 2nd April 2019 and as per the terms of the Company's Code of Conduct for Prohibition of Insider Trading in securities, framed pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

9. DIRECTOR

Mr. Tapas Sankar Chattopadhyay (DIN: 09726885) retires by rotation at the ensuing AGM, and being eligible, offers himself for re-appointment.

Profiles of Directors to be appointed/re-appointed at the ensuing AGM, as required by Regulation 36 (3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings, are given in the notice of the ensuing AGM.

DECLARATION BY INDEPENDENT DIRECTORS

The Company's Independent Directors have submitted requisite declarations confirming that they continue to meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

Further, in terms of Section 150 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, the Independent Directors hold highest standard of integrity and possess the requisite qualifications, experience, expertise and proficiency.

10. AUDITORS

The members of the Company at the 28th Annual General Meeting held on September 30, 2022 had appointed M/s Dokania S. Kumar & Co., Chartered Accountant (Firm Registration No. 322919E) as the Statutory Auditors of the Company to hold office for a term of 5 consecutive years i.e. from the conclusion of the 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting to be held in the year 2027.

M/s Dokania S. Kumar & Co., Chartered Accountant, have consented their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with section 139 read with section 141 of the Companies Act, 2013.

M/s Dokania S. Kumar & Co., Chartered Accountant, have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

There are no qualifications, reservations or adverse remarks or disclaimers made by the Auditors in their report on the financial statements of the Company for the year ended March 31, 2023.

11. SECRETARIAL AUDITOR

M/s. Mahata Agarwal & Associates, Practicing Company Secretaries have carried out Secretarial Audit under the provisions of Section 204 of the Act, for the financial year 2022-23 and submitted their report, which is annexed to this report. The report does not contain any qualification, reservation or adverse remark or disclaimer. The Secretarial Audit Report for the financial year ended 31st March 2023 is annexed and forms part of the Report.

12. COST AUDITOR

As specified by the Central Government under Section 148(1) of the Companies Act, 2013, the cost records are required to be maintained by the Company and accordingly such accounts and records are being maintained. However, the provisions of appointing Cost Auditor is not applicable for the financial year ending 31st March 2023.

13. KEY MANAGERIAL PERSONNEL

In terms of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Key Managerial Personnel of the Company for the FY 2022-23 are:

Mr. Umesh Agarwal - Managing Director

Mr. Atish Kumar Roy - Chief Financial Officer

Mrs. Sudha Jain - Company Secretary

14. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED UNDER SECTION 186 OF COMPANIES ACT, 2013

Particulars of loans and advances given are provided under note no. 13 and 18 to the financial statement. Particulars of investment made are provided under note no. 12 to the financial statement provided in this Annual Report. The Company has not given any guarantee or security in connection with a loan to any other body corporate or person.

15. WHOLLY OWNED SUBSIDIARY

The Company Ambo Agritec Limited does not have any subsidiary.

16. ANNUAL EVALUATION OF THE BOARD'S PERFORMANCE

The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and Directors, including the Chairman of the Board as per the requirements as specified in the guidance note issued by the Securities Exchange Board of India (SEBI) and the provisions of the Companies Act, 2013. The performance evaluation exercise was carried out through a structured evaluation process (by circulation of detailed evaluation matrix to all the Directors and was reviewed & confirmed by each Director) covering various aspects of the functioning of the Board and Committees such as their composition, experience & competencies,

performance of specific duties & obligations, governance issues etc. NRC reviewed the performance of individual Directors on the basis of criteria as specified in the Guidance note and in a separate meeting of independent directors, performance of Non-Independent Directors and the Board as a whole was evaluated. The above evaluations were then discussed in the Board meeting and performance evaluation of Independent directors was done by the entire Board, excluding the Independent Director being evaluated and the Board was satisfied with their performances, which reflected the overall engagement of the Board, Committees and the directors with the Company.

17. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. In line with the Ambo Agritec Limited Code of Conduct ('CoC'), any actual or potential violation, however insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the CoC cannot be undermined. Hence, the Company has established a vigil mechanism through "Ambo Agritec Limited Whistle Blower Policy" to enable employees, trainees, directors and Vendors of the Company, to report genuine concerns, unethical behavior, actual or suspected fraud, violation of Company's Insider Trading Code, any unlawful act or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of the whistle blower and also provides for direct access to the Chairman of the audit committee. There were no whistle blower complaints received by the Company during the year.

18. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING

SEBI has mandated that the Business Responsibility and Sustainability Reporting (BRSR) shall be applicable to the top 1,000 listed entities (by market cap) for reporting on a mandatory basis from FY 2022-23. The Company does not fall under the list of top 1,000 listed entities, so BRSR is not applicable to the Company.

19. BUSINESS RISK MANAGEMENT:

The Company's management systems, organizational structures, processes, codes of conduct together form the basis of risk management system that governs and manages associated risks. The Board does not foresee any risk which may threaten the existence of the Company.

20. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGOING

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

CONSERVATION OF ENERGY:

>the steps taken or impact on conservation of energy:

The Company has used various energy conservation measures that impact conservation of the environment. The company is preventing wastage, using the latest energy efficient technology like inverter based air conditioners, replacing old conventional light fittings with latest generation CFL and LED light fittings to reduce the overall power consumption. The Company is promoting maximum usage of natural light in the day time by placing side glass windows.

>the steps taken by the company for utilizing alternate sources of energy:

The Company is exploring ways and ideas through which it can utilize alternate sources of energy in energy intensive production line in place of conventional sources of energy, its viability, and cost effectiveness. No capital investment was made by the Company in energy conservation equipment.

>the capital investment on energy conservation equipments:

No capital investment was made by the Company in energy conservation equipment.

>Energy Consumption:

Particulars	31.03.2023	31.03.2022
Units Consumed	612260 KVAH	704470 KVAH
Amount Paid	51,74,930.00	54,61,093.00
Rate Per Unit	8.45/KVAH	7.72/KVAH

TECHNOLOGY ABSORPTION:

The Company is making efforts to improve process, design and planning across its manufacturing section. The Company is constantly trying to adapt various advanced methodologies in production process, to reduce its cost of production, improve the quality of products and to establish itself as one of the sought after brands in the plywood industry. The company has not imported any foreign technology during the last three years. The Company has not incurred any major expenditure which can be appropriated to Research and Development work.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

Foreign Exchange Outgo:

For 2023, CIF Value of Import Rs. 16,46,75,531.20

For 2022, CIF Value of Import Rs. 49,16,91,334.16

Foreign Exchange Earning:

For 2023, FOB Value of Export Rs. 4,27,12,256.31

For 2022, FOB Value of Export Rs. 1,67,95,152.87

21. STATUTORY STATEMENTS**21.1 Corporate Social Responsibility**

As required under Section 134(3)(o) of the Act, the provisions of the Corporate Social Responsibility is not applicable on the Company.

21.2 Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Act, it is hereby confirmed that;

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.
- b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2023 and of the profit of the Company for the year ended on that date;
- c. That directors had taken proper and sufficient care for the 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 fraud and other irregularities;
- d. The directors had prepared the annual accounts on a going concern basis;
- e. The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- 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.

22. DISCLOSURES UNDER COMPANIES ACT, 2013**22.1 Extract of the Annual Return:**

In accordance with the Companies Act, 2013, the annual return in the prescribed format is available at <http://www.amboagritec.com/>

22.2 Number of Board Meetings:

The Board of Directors met 28 (Twenty Eight) times during the year 2022-23. The details of the Board meetings and the attendance of the Directors is provided in the Corporate Governance Report.

22.3 Committees of Board of Directors:

Details of memberships and attendance of various committee meetings are given in Corporate Governance Report. The Board has accepted / considered all recommendations made by the Committees to the Board during the financial year.

22.4 Related Party Transactions:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no related party transactions made by the company with promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. A detailed report on contracts & arrangements made with related parties during the financial year 2022-23 being arm's length transaction have been reported and annexed as note no. 31 to the financial statements.

23. POLICIES

The following policies approved by the Board of Directors of the Company were uploaded and are available in the Company's website at the web link: <http://www.amboagritec.com/>

23.1.1 Code of Business conduct and ethics by the Board Members & Senior Management

23.1.2 Corporate Social Responsibility Policy

23.1.3 Related Party Transaction Policy

23.1.4 Nomination and Remuneration Policy

23.1.5 Whistle Blower Policy

23.1.6 Policy for Prohibition of Insider Trading

23.1.7 Policy on Criteria for Determining Materiality of Events

23.1.8 Dividend Distribution Policy

23.1.9 Corporate Governance Policy

23.1.10 Policy on Familiarisation of Independent Directors and Other Programs

23.1.11 Material subsidiary policy

23.2 Company's policy on directors' appointment and remuneration including criteria determining for qualification, positive attributes, independence of a director and other matters provided under Section 178(3) of the Act is provided in the Corporate Governance Report.

24. PARTICULARS OF DISCLOSURES AS REQUIRED UNDER

SECTION 197 OF THE COMPANIES ACT, 2013

The ratio of the remuneration of each director to the median remuneration of the employees for the financial year and such other details as required are as given below:

Mr. Umesh Kumar Agarwal, Managing Director, (DIN: 00210217)

Mr. Tapas Sankar Chattopadhyay Independent Director, (DIN: 09726885)

Mr. Ashok Kumar Singh Independent Director, (DIN: 07835470)

The remuneration of Directors and employees are as per the remuneration policy of the Company. The statement of particulars of employees as per Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, for the year ended 31st March 2023, is given in Annexure 6 and forms part of this Report.

25. AUDIT COMMITTEE

The Composition of Committees of The Board of Directors are as follows:

Name of the Director	Category	Designation
Mr. Umesh Kumar Agarwal	Managing Director	Chairman
Mr. Rang Nath Lahoti	Executive Director	Member
Mr. Ashok Kumar Singh	Executive Director	Member

26. NOMINATION AND REMUNERATION COMMITTEE

The Composition of Committees of The Board of Directors are as follows:

Name of the Director	Category	Designation
Mr. Umesh Kumar Agarwal	Managing Director	Chairman
Mr. Rang Nath Lahoti	Executive Director	Member
Mr. Saikat Chatterjee	Executive Director	Member

27. Stakeholder Relationship Committee

The Composition of Committees of The Board Of Directors are as follows:

Name of the Director	Category	Designation
Mr. Umesh Kumar Agarwal	Managing Director	Chairman
Mr. Rang Nath Lahoti	Executive Director	Member
Mrs. Geetanjali S Agarwal	Non - Executive Director	Member

28. CORPORATE GOVERNANCE

The Company has complied with the provisions of the Listing Regulations concerning corporate governance and a report to this effect is attached, as required by Under Schedule V of the Listing Regulation. The certificate issued by the auditors of the Company regarding compliance with the corporate governance requirements is also annexed to this report. The Managing Director (CEO) and the Chief Financial Officer (CFO) of the Company have certified to the board on financial statements and other matters in accordance with Regulation 17(8) of the Listing Regulations pertaining to CEO/ CFO certification for the financial year ended 31st March 2023. Further, applicable Secretarial Standards have been complied with. The management discussion and analysis report, as required by the Listing Regulation and various disclosures required under the Act is also attached and forms part of this report.

29. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has a structured familiarization program for independent Directors of the Company which also extends to other Non-Executive Directors to ensure that Directors are familiarized with their function, role, rights, responsibilities and the nature of the company Business. The Board of Directors has complete access to the information within the Company. Presentations are made to the Board of Directors at all the Meetings and all Committees of the Board on various matters, where Directors get an opportunity to interact with Senior Management. Presentations, inter alia, cover the Company's strategy, business model, operations, markets, organization structure, product offerings, finance, risk management framework, quarterly and annual results, human resources, technology, quality and such other areas as may arise from time to time. The Company also issues appointment letters to the Independent Directors which also incorporate their role, duties and responsibilities. Further, regulatory updates on regulatory changes are also periodically placed before the Board. The details of familiarization programme have been hosted in the web site of the Company under the web link <http://www.amboagritec.com/>

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

The Company has adopted the Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. In compliance with the provisions under Section 4 of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, Internal Complaints Committee (ICC) of the Company has been constituted to redress complaints regarding sexual harassment. No complaint was received during the year 2022-23.

31.DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS

During the year under review, no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

32.Acknowledgement

The directors thank the distributors, vendors and bankers for their continued support and assistance. The directors gratefully acknowledge the support rendered by them. The directors wish to place on record their appreciation of the excellent work done by employees of the Company at all levels during the year. The directors specially thank the shareholders for the confidence reposed by them in the Company.

For and on behalf of the board

For Ambo Agritec Limited

Sd/-

Umesh Kumar Agarwal

Managing Director

DIN: 00210217

Date: 28.06.2023

Place: Kolkata

SECRETARIAL COMPLIANCE REPORT

Ambo Agritec Limited

(CIN: U15419WB1994PLC064993)

3 Pretoria Street Chandrakunj Building, 2nd Floor Kolkata WB 700071 IN

for the year ended 31st March, 2023 (Reg 24(A), SEBI LODR REG, 2015)

We, Mahata Agarwal & Associates (Unique No: P2021WB088100) (P.R No. 1998/2022) Practicing Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by M/s Ambo Agritec Limited (CIN: U15419WB1994PLC064993) ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity which is <http://www.amboagritec.com>
- all other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2023 ("Review Period"), in respect of compliance with the provisions of:
- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- All other regulations as may be applicable and circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:

- The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines Including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The Factories Act, 1948		factory licenses, Profession Tax	The management will take adequate actions.				As the company previously was a private limited company, so the company had licenses as private limited, the company have applied for licenses as listed company.		
2.	The West Bengal State Tax On Professions, Trades, Callings And Employments Rules, 1979		Certificate, Shops and Establishments licenses, Sexual Harassment of Woman at Workplace							
3.	West Bengal Shops & Establishment Act, 1963		(Prevention, Prohibition and Redressal) Act, 2013 licenses							
4.	Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013									



ADDITIONAL DISCLOSURES

On the basis of SEBI Notice No: 20230316-14 dated: 16th March, 2023, the following additional affirmations included are as follows:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS*
1.	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the Applicable Secretarial Standards (SS) issued by ICSI.	Yes	
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	<ul style="list-style-type: none"> • Yes • Yes • NA 	As per Reg. 15 of SEBI (LODR) Reg, 2015, the company is listed in SME platform. Hence exempted to comply under Reg 27 of SEBI (LODR) Reg, 2015
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	No	
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	No	No Board of Director Meeting were held with respect to performance evaluation.
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit	No	No Audit Committee Meeting was held for obtaining prior approval for related party transactions.



	committee		
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6)SEBI (Prohibition of Insider Trading) Regulations, 2015	No	Pursuant BSE Circular No. LIST/COMP/01/2019-20 dated 2nd April 2019 and as per the terms of the Company's Code of Conduct for Prohibition of Insider Trading in securities, framed pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The company closed the trading window on.21-04-2023.
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Not Applicable	

Place: Kolkata

Date: 30-05-2023

UDIN: A065249E000888786

For, Mahata Agarwal & Associates

Practicing Company Secretaries

(Unique No: P2021WB088100)

(P.R No. 1998/2022)

Dipa Agarwal

Dipa Agarwal

Partner

Membership No.-A65249


C.P. No.-24448



Mahata Agarwal & Associates

COMPANY SECRETARIES

1st Floor, Room No.-108, 1, Crooked Lane, 
Kolkata - 700 069, (Near Lalit Great Eastern Hotel)

+91 9593339090, 9635771498 

ssmahataassociates@gmail.com 

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with Regulation 34(3) of the said Listing Regulations)

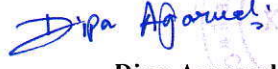
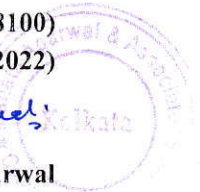
To
The Members,
Ambo Agritec Limited
(CIN: U15419WB1994PLC064993)
3 Pretoria Street Chandrakunj Building, 2nd Floor Kolkata WB 700071 IN

As required by item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, I hereby certify that none of the Directors on the Board of M/s Ambo Agritec Limited (CIN:U15419WB1994PLC064993), registered office at 3 Pretoria Street Chandrakunj Building, 2nd Floor Kolkata WB 700071 IN, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority.

Place: Kolkata
Date: 30-05-2023

UDIN: A065249E000888775

For, Mahata Agarwal & Associates
Practicing Company Secretaries
(Unique No: P2021WB088100)
(P.R No. 1998/2022)

Dipa Agarwal
Partner

Membership No.-A65249
C.P. No.-24448



Mahata Agarwal & Associates

COMPANY SECRETARIES

1st Floor, Room No.-108, 1, Crooked Lane, 9
Kolkata - 700 069, (Near Lalit Great Eastern Hotel)

+91 9593339090, 9635771498 10

ssmahataassociates@gmail.com 11

Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2023

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

To

The Members,

Ambo Agritec Limited

(CIN: U15419WB1994PLC064993)

3 Pretoria Street Chandrakunj Building, 2nd Floor Kolkata WB 700071 IN

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Ambo Agritec Limited (CIN: U15419WB1994PLC064993), registered office at 3 Pretoria Street Chandrakunj Building, 2nd Floor Kolkata WB 700071 IN (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the M/s Ambo Agritec Ltd's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, 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 M/s Ambo Agritec Limited ("the Company") for the financial year ended on 31st March, 2023, according to the provisions of:

- (i) The Companies Act, 2013/ the Companies (Amendment) Act, 2017 (the Act) and the rules made there under as amended from time to time;
- (ii) The Securities Contracts (Regulation) Act, 1956("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI") as may be amended from time to time;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under and as may be amended from time to time;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under as may be amended from time to time to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings and as may be amended from time to time;
- (v) The following Regulations, Circulars, Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') (as may be amended from time to time): -
 - (a) The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (as amended from time to time);



- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time);
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time);
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as may be amended from time to time); -
- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (as may be amended from time to time); -
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as may be amended from time to time; - Not Applicable as there was no reportable event;
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (as may be amended from time to time); -
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (as may be amended from time to time); - Not Applicable as there was no reportable event;
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (as may be amended from time to time); - Not Applicable as there was no reportable event;
- (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (as may be amended from time to time); -
- (k) Any other Regulations/ Rules/Notifications/ Circulars/ Amendments etc. as issued by the Securities and Exchange Board of India from time to time;

(vi) Other laws/acts/rules as may be applicable specifically to the company:

- a) Payment of Bonus Act, 1965 as may be amended from time to time;
- b) Payment of Gratuity Act, 1972 as may be amended from time to time;
- c) Payment of Wages Act, 1936 as may be amended from time to time;
- d) Trade Unions Act, 1926 as may be amended from time to time;
- e) Workmen's Compensation Act, 1923 as may be amended from time to time;
- f) Employees' Provident Funds and Miscellaneous Provisions Act, 1952 as may be amended from time to time;
- g) Employees' State Insurance Act, 1948 as may be amended from time to time;
- h) Minimum Wages Act, 1948 and its Rules as may be amended from time to time;
- i) The Factories Act, 1948 & its allied State Laws & Rules and as may be amended from time to time;
- j) The Company has complied under the provisions of Factory Insurance;
- k) Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- l) Pollution Control Board Clearance as may be amended from time to time;
- m) Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made thereunder.
- n) Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control of Pollution) Rules, 1975
- o) West Bengal Fire Services Act, 1950;
- p) Environment Protection Act, 1986 and the rules, notifications issued thereunder.
- q) Central Excise Act, 1944 and its Rules as may be amended from time to time;
- r) Income Tax Act, 1961 and its Rules as may be amended from time to time;
- s) Central Sales Tax Act, 1956 and its Rules as may be amended from time to time;
- t) Profession Tax and its Rules as may be amended from time to time;



- u) Shops and Establishments Act and its Rules as may be amended from time to time;
- v) Industrial Disputes Act 1947 and its Rules as may be amended from time to time;
- w) Contract Labor (Regulation and Abolition) Act, 1970 as may be amended from time to time.
- x) Central Goods and Services Tax Act, 2017 & its Rules / the Integrated Goods and Services Tax Act, 2017 & its Rules there under including any Circulars/ Notifications issued from time to time.

We further report that the company has provided most of the certificates/licenses as specified above. But some licenses such as factory licenses, Profession Tax Certificate, Shops and Establishments licenses, Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 licenses were not provided.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- (ii) The Listing Agreements entered into by the Company with the SME Platform of BSE Limited. In terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our company has received an **"in-principal" approval letter dated November 02, 2022 from BSE** for using its name in this offer document for listing of our shares on the BSE SME. For the purposes of the issue, the Designated Stock Exchange will be BSE Limited ("BSE")

We further report that the company applied for the listing with the total issue size for Rs. 10,20,00,000/- (Rupees One Crores Twenty Lakhs Only), issue opened on 21st November, 2022 and closed on 24th November, 2022, the lead manager to the issue was Finshore Management Services Limited and Registrar To The Issue was Cameo Corporate Services Limited, the company obtained the in-principal approval "letter dated 02nd November 2022 from BSE.

We further report that in the process of listing of company in BSE the company have reconstituted/ re-designated the board of directors committee; fresh audit committee/ nomination & remuneration committee/ stakeholder relationship committee were established. Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors. The Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

We further report that As per Reg. 15 of SEBI (LODR) Reg, 2015, the company is listed in SME platform. Hence the provision of under Reg 27 of SEBI (LODR) Reg, 2015 with respect to corporate governance is not applicable to the company.

We further report that Pursuant BSE Circular No. LIST/COMP/01/2019-20 dated 2nd April 2019 and as per the terms of the Company's Code of Conduct for Prohibition of Insider Trading in securities, framed pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The company has to close the trading windows within 1st Day of April each year. But the company failed to do so, and closed the trading window on 21-04-2023.

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We further report that the company had not held any Board of Director Meeting with respect to performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations. No Audit Committee Meeting was held for obtaining prior approval for related party transactions.

We further report that the company had not prepared the audited financial statement as per Regulation 33 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, un-audited financial statement for the quarter and year ending 31st March, 2023 is not in accordance with the respective SEBI Rules, were placed before the board.

We further report that Mrs. Sudha Jain (PAN: AIMPJ3149H) was appointed as the Company Secretary & Compliance Officer dated 01st September, 2022 to hold the office for the financial year under review.

Place: Kolkata
Date: 30-05-2023

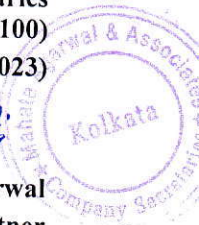
UDIN: A065249E000888346

For, Mahata Agarwal & Associates
Practicing Company Secretaries
(Unique No: P2021WB088100)
(P.R No. 1998/2023)



Dipa Agarwal
Partner

Membership No.-A65249
C.P. No.-24448



INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF AMBO AGRITEC LIMITED**

(CIN -U15419WB1994PLC064993)

Report on the Audit of the Financial Statements**Opinion:**

We have audited the accompanying financial statements of M/s. AMBO Agritec Limited (hereinafter referred to as 'the Company'), which comprises of the Balance Sheet as at 31st March 2023, the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and notes to the financial statements, including a summary of the 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, as amended (hereinafter referred to as 'the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March 2023, its profit and its cash flows for the year ended on that date.

Basis for Opinion:

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors' 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 provision of the Act and the Rules there under, 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 audit opinion on the financial statements.

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 Company's Annual Report, but does not include the financial statements and our auditors' report thereon. The Company's annual report is expected to be made available to us after the date of this auditors' report.

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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in 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.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act, read with Companies Accounts Rules, 2014, as amended (to the extent applicable). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibility for the Audit of the Financial Statements:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 the 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 decision of users taken on the basis of these financial statements.

As a 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 misstatements 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 controls.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls.
- Evaluate the appropriateness of the accounting policies used and the reasonableness of the accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of the financial statements 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 auditors' 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

DOKANIA S. KUMAR & CO

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2020 (hereinafter referred to as 'the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-'A' a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the company does not have any branch office thus audit under sub-section(8) of Section 143 of the Act does not apply to the company;
 - d) 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;
 - e) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rules 7 of the Companies (Accounts) Rules, 2014 as amended (to the extent applicable) prescribed thereon;
 - f) in our opinion and on the basis of information and explanations provided to us, there are no such matters or financial transactions or other matters which have adverse effect on the functioning of the company;
 - g) 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;
 - h) in our opinion and on the basis of information and explanations provided to us, there are no qualifications, reservation or adverse remark relating to the maintenance of the accounts and other matters connected therewith; and
 - i) With respect to the adequacy of internal financial control over financial reporting of the company & the operating effectiveness of such controls, refer to our separate report in Annexure B. Our Report express an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - j) with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- a) the Company does not have any pending litigations which would impact the financial position of the Company.
- b) the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- c) there were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company
- d) (i) the management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall
- directly or indirectly lend, or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the company or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (ii) the management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (iii) Based on such audit procedures as 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 d (i) and (ii) contain any material mis-statement.
- e) no dividends were declared or paid during the year by the company. Hence, no reporting under this clause is applicable.

3. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act: 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.

For DOKANIA S. KUMAR & CO.
Chartered Accountants
Firm Registration Number. 322919E

Sd/-
(CA. Sourav Dokania)
Partner
Membership No. 304128
UDIN: 23304128BGWYRU5803

Place: Kolkata
Date: 28.06.2023

Annexure 'A' to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March, 2023, we report that:

(i) **In respect of the Company's Property, Plant and Equipment**

(a) The company has maintained proper records showing full particulars, including quantitative details and situations of Property, Plant & Equipment and relevant details of right-of-use assets on the basis of available information.

(b) As explained to us and according to the information and explanations given to us, the management at reasonable intervals has physically verified all of its Property, Plant and equipment which, in our opinion, is reasonable, having regard to the size of the company and nature of its assets. Management has confirmed that no material discrepancies were noticed on such physical verification when compared with the book records.

© According to the information and explanations given to us, the title deeds of freehold immovable properties as disclosed in the Financial Statements are held in the name of the company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment or Intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The inventories, except goods-in-transit and stocks lying with third parties if any, have been physically verified by the management during the year. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories.

(b) According to the information and explanations given to us, the company has been sanctioned working capital and term loans against security of Current Assets from banks or financial institutions. Based upon the audit procedure performed by us, the monthly/quarterly returns or statements filed by the company with such banks or financial institutions are materially in agreement with the books of accounts of the company.

iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made investments in, provided any guarantee or security to companies, firms, Limited Liability Partnerships or any other parties during the year. The Company has not granted any loans, secured or unsecured, to firms, limited liability partnerships or any other parties during the year.

A. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans to subsidiaries, joint ventures and associates

B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted loans to a party other than subsidiaries, joint ventures and associates which was repaid during the year.

- iv. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not provided any guarantee, loans or security as specified under Section 185 of the Companies Act, 2013. The Company has not given any loans, or provided any guarantee or security as specified under Section 186 of the Companies Act, 2013 during the year.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Hence, the reporting under this clause of the order is not applicable
- vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013. Hence, the reporting under this clause of the order is not applicable.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company is generally regular in depositing undisputed statutory dues including income-tax, cess and any other statutory dues as applicable to it to the appropriate authorities. There are no arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us and the records examined by us, outstanding statutory dues that have not been deposited by the Company on account of disputes are given below:-

Name of Statute	Nature of Dues	Period for which amount relates	Forum where dispute is pending	Amount
Income Tax Act, 1961	Income Tax	F.Y 2018-19	Income Tax	226000/-
Income Tax Act, 1961	Income Tax	F.Y 2019-20	Income Tax	142614/-
Income Tax Act, 1961	Income Tax	F.Y 2020-21	Income Tax	116160/-
Income Tax Act, 1961	Tax deducted at source	F.Y 2022-23	TDS Traces, CPC	201633/-
Income Tax Act, 1961	Tax deducted at source	F.Y 2021-22	TDS Traces, CPC	87335/-
Income Tax Act, 1961	Tax deducted at source	F.Y 2020-21	TDS Traces, CPC	69189/-
Income Tax Act, 1961	Tax deducted at source	F.Y 2019-20	TDS Traces, CPC	180418/-
Income Tax Act, 1961	Tax deducted at source	Earlier Years	TDS Traces, CPC	503591/-

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no transactions relating to previously unrecorded income in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Hence, the reporting under this clause of the order is not applicable.
- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of Interest thereon to any lenders.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority
- (c) According to the information and explanations given to us by the management, the Company has utilized the term loan for the purpose it was taken.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, fund raised on a short-term basis have, prima facie, not been used during the year 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 as defined under the Companies Act, 2013. Hence, the reporting under this clause of the order is not applicable.

(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 as defined under the Companies Act, 2013. Hence, the reporting under this clause of the order is not applicable.

x. (a) Money raised during the year by the company by way of initial public offer has been fully utilized.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Hence, the reporting under this clause of the order is not applicable.

xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and up to the date of Audit Report.

(c) According to the information and explanations given to us, the Company has not received any whistle blower complaints during the year.

xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Hence, the reporting under this clause of the order is not applicable.

xiii. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.

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

b) The Company has not appointed Internal Auditor for financial year 2022-23 till signing of this report.

xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. (a) In our opinion and according to the information and explanations given to us the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, the reporting under this clause of the order is not applicable.

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(b) In our opinion and according to the information and explanations given to us the Company has not conducted any Non-Banking Financial or Housing Finance activities hence reporting under this clause of the order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, the reporting under this clause of the order is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the Group does not have more than one CIC. Hence, the reporting under this clause of the order is not applicable.

xvii. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year. Hence, the reporting under this clause of the order is not applicable.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities (if any), 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 the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In our opinion and according to the information and explanations given to us, the provisions of Section 135 of the Companies Act, 2013 are not applicable to the company. Hence, the reporting Under this clause of the order is not applicable

xxi. The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For DOKANIA S. KUMAR & CO.

Chartered Accountants

Firm Registration Number. 322919E

Sd/-

(CA. Sourav Dokania)

Partner

Membership No. 304128

UDIN: 23304128BGWYRU5803

Place: Kolkata

Date: 28.06.2023

DOKANIA S. KUMAR & CO.

40, Strand Road, Model House

Our Head Office at: Howrah

ANNEXURE “B” TO THE AUDITOR’S REPORT**Report on the Internal Financial Control under clause (i) of sub section 3 of Section 143 of companies Act, 2013 (‘The Act’)**

We have audited the internal financial control over financial reporting of Ambo Agritec Limited (‘the company’) as of 31st March, 2023 in conjunction with our audit of the financial statement of the company for the year ended on that date.

Management Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting 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 prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgments, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

DOKANIA S. KUMAR & CO

Our Head Office at: Howrah

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For DOKANIA S. KUMAR & CO.

Chartered Accountants

Firm Registration Number. 322919E

Sd/-

(CA. Sourav Dokania)

Partner

Membership No. 304128

UDIN: 23304128BGWYRU5803

Place: Kolkata

Date: 28.06.2023

AMBO AGRITEC LIMITED
3, Pretoria Street, 2nd Floor, Kolkata-700071
CIN- U15419WB1994PLC064993

Balance sheet as at March 31, 2023

(INR in Lacs)

Particulars	Note No.	As at 31.03.2023	As at 31.03.2022
<u>I. EQUITY AND LIABILITIES</u>			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	1	939.52	174.76
(b) Reserves and Surplus	2	751.44	196.07
		1,690.96	370.83
<u>(2) Non-Current Liabilities</u>			
(a) Long Term Borrowings	3	304.84	406.80
(b) Deferred Tax Liability (Net)	4	2.73	6.98
(c) Other Long Term Liabilities	5	155.94	-
(d) Long Term Provisions	6	25.66	-
<u>(3) Current Liabilities</u>			
(a) Short Term Borrowings	7	987.07	773.24
(b) Trade Payables	8		
(i) total outstanding dues of micro and small enterprises		-	-
(ii) total outstanding dues other than micro and small enterprises		612.15	403.89
(c) Other Current Liabilities	9	83.47	509.43
(d) Short-Term Provisions	10	41.29	82.58
Total		3,904.11	2,553.75
<u>II. ASSETS</u>			
<u>(1) Non-Current Assets</u>			
(a) Property, Plant and Equipment	11	78.39	89.06
(b) Non Current Investments	12	80.00	80.00
(c) Long Term Loans and Advances	13	406.02	454.37
(d) Other Non Current Assets	14	23.91	14.84
<u>(2) Current Assets</u>			
(a) Inventories	15	1,484.10	1,348.27
(b) Trade Receivables	16	1,364.63	317.80
(c) Cash and Cash Equivalents	17	30.12	20.62
(d) Short-Term Loans and Advances	18	436.94	228.79
Total		3,904.11	2,553.75

Summary of Significant Accounting Policies

Notes on the Financial Statements

The notes referred to above form an integral part of the Balance Sheet.

In terms of our report of even date annexed hereto

For M/s Dokania S. Kumar & Co.

Chartered Accountants

Firm Registration No. 322919E

Sd/-

(CA Sourav Dokania)

Partner

Membership No. 304128

UDIN:23304128BGWYRU5803

Place : Kolkata

Dated: 28.06.2023

For and on behalf of the Board of Directors of

1-32

M/s AMBO Agritec Ltd.

Sd/-

Umesh Kumar Agarwal

DIN:00210217

Managing Director

Sd/-

Saikat Chatterjee

DIN:08511896

Director

AMBO AGRITEC LIMITED
3, Pretoria Street, 2nd Floor, Kolkata-700071
CIN- U15419WB1994PLC064993

Statement of Profit and Loss for the year ended on March 31, 2023

(INR In Lacs)

Particulars	Note	Year Ended March 31, 2023	Year Ended March 31, 2022
<u>I. Income</u>			
Revenue from Operations	19	8,100.55	9,469.34
Other Income	20	66.33	16.20
II. Total Income		8,166.88	9,485.54
<u>III. Expenses:</u>			
Cost of Materials Consumed	21	4,730.57	8,493.17
Purchase of Stock-in-trade	22	2,689.97	331.08
Changes in Inventories of Finished Goods, WIP and Stock-in-trade	23	(17.64)	(40.80)
Employee Benefit Expenses	24	160.41	94.17
Finance Costs	25	145.54	98.46
Depreciation and Amortization Expenses	26	10.74	12.47
Other Expenses	27	291.82	302.96
IV. Total Expenses		8,011.40	9,291.51
V. Profit Before Prior Period, Exceptional & Extraordinary Items and Tax		155.47	194.03
VI. Exceptional & Extraordinary Items		-	-
VII. Profit Before Tax (VII - VIII)		155.47	194.03
<u>VIII. Tax Expenses:</u>			
(1) Current Tax		44.37	63.14
(2) Earlier Years Taxes		(2.18)	0.14
(3) Deferred Tax		(4.25)	11.62
IX. Profit for the Period After Tax		117.54	119.13
<u>X. Earning Per Equity Share</u>			
(1) Basic/Diluted (Post Bonus and Split)	30	1.25	3.41

Summary of Significant Accounting Policies

Notes on the Financial Statements

The notes referred to above form an integral part of the Balance Sheet.

In terms of our report of even date annexed

For DOKANIA S. KUMAR & CO.

Firm Registration No. 322919E

Chartered Accountants

Sd/-

(CA Sourav Dokania)

Partner

Membership No. 304128

UDIN:23304128BGWYRU5803

Place : Kolkata

Dated: 28.06.2023

For and on behalf of the Board of Directors of

1-32

M/s AMBO Agritec Ltd.

Sd/-

Umesh Kumar Agarwal

DIN:00210217

Managing Director

Sd/-

Saikat Chatterjee

DIN:08511896

Director

AMBO AGRITEC LIMITED
3, Pretoria Street, 2nd Floor, Kolkata-700071
CIN- U15419WB1994PLC064993

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST, March 2023

(INR in Lacs)

PARICULARS	As At 31.03.2023		As At 31.03.2022	
<u>CASH FLOW FROM OPERATION ACTIVITIES:</u>				
Net Profit before Tax and extraordinary items	155.47		194.03	
<u>Add: Non Operating Expenses/Items:</u>				
Finance Charges	145.54		98.46	
Intangible Fixed Assets Written Off	-		7.80	
Depreciation and Amortization on Fixed Asset	10.74		12.47	
Gratuity	-		(23.83)	
<u>Less: Non operating Income/Items:</u>				
Interest Received	0.24		0.83	
Operating Profit before Working Capital Changes	311.51		288.10	
(Increase)/Decrease in Current Assets	(1,390.81)		86.49	
Increase/(Decrease) in Current Liabilities	(3.87)		136.06	
Increase (Decrease) in Provisions	(15.62)		72.58	
Operating Profit after Charging Working Capital	(1,098.79)		583.23	
<u>Less: Advance Given</u>	<u>(48.35)</u>		<u>440.86</u>	
<u>Less: Increase in Non Current Assets</u>	<u>9.07</u>			
<u>Less: Decrease in Long Term Borrowings</u>	<u>101.96</u>			
<u>Add: Increase in Long Term Liabilities</u>	<u>155.94</u>			
<u>Less: Income Tax</u>	<u>42.19</u>		<u>63.28</u>	
Operating Profit before Extra Ordinary Items	(1,047.72)		79.08	
Net Cash Flow from Operating Activities (A)		(1,047.72)		79.08
<u>CASH FLOW FROM INVESTING ACTIVITIES:</u>				
Interest Received	0.24		0.83	
Investment in FD	-		0.39	
Purchase of Fixed Assets	0.07		3.14	
Cash from Investing Activities (B)		0.17		(2.70)
<u>CASH FLOW FROM FINANCING ACTIVITIES:</u>				
Proceeds from Issue of Share Capital	465.00			
Proceeds from Securities Premium (Net)	737.58			
Finance Charges	145.54		98.46	
Loan and Advance Taken	-		25.77	
Cash from Financing Activities (C)		1,057.04		(72.69)
Total Cash Flow from all Activities during the Year (A+B+C)		9.50		3.69
<u>Opening Cash and Cash Equivalents</u>				
Add: Cash in hand		20.19		8.73
Add: Cash at Bank		0.43		8.20
		30.12		20.62
<u>Closing Cash and Cash Equivalents</u>				
Add: Cash in hand		28.66		20.19
Add: Cash at Bank & FD with maturity within 12 Mths.		1.46		0.43
		30.12		20.62

In terms of our report of even date annexed
For DOKANIA S. KUMAR & CO.
Firm Registration No. 322919E
Chartered Accountants

For and on behalf of the Board of Directors of
M/s AMBO Agritec Ltd.

Sd/-

(CA Sourav Dokania)
Partner
Membership No. 304128
UDIN:23304128BGWYRU5803
Place : Kolkata
Dated: 28.06.2023

Sd/-
Umesh Kumar Agarwal
DIN:00210217
Managing Director

Sd/-
Saikat Chatterjee
DIN:08511896
Director

AMBO AGRITEC LIMITED
NOTES FORMING A PART OF FINANCIAL STATEMENTS

(INR in Lacs)

1 Share Capital	<u>As at 31.03.2023</u>	<u>As at 31.03.2022</u>
<u>AUTHORISED SHARE CAPITAL</u>		
10000000 Equity Shares of Rs.10/- Each	1,000.00	210.00
(Previous Year 2,10,000 Eq.Shares of Rs.100/- Each)		
	<u>1,000.00</u>	<u>210.00</u>
<u>ISSUED,SUBSCRIBED & PAID UP SHARE CAPITAL</u>		
9395160 Equity Shares of Rs.10/- Each	939.52	174.76
(Previous Year 1,74,758 Eq.Shares of Rs.100/- Each)		
	<u>939.52</u>	<u>174.76</u>

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period	As at 31.03.2023		As at 31.03.2022	
Equity Shares	No. of Shares	Amount	No. of Shares	Amount
At the Beginning of the Year	174,758	174.76	174,758	174.76
Shares bought back during the year	-	-	-	-
Sub-division of Equity Shares from Face Value of ₹ 100/- each to ₹ 10/- each	1,747,580	174.76	-	-
Issued during the Year			-	-
~Initial Public Issue	3,400,000	340.00	-	-
~Conversion of Unsecured Loan	1,250,000	125.00	-	-
~Bonus Issue	2,997,580	299.76	-	-
Outstanding at the end of the Year	9,395,160	939.52	174,758	174.76

b. List of shareholders holding more than 5% Paid-up Equity Share Capital in the company

Equity shares of Rs.10/- each fully paid (Previous Year Rs. 100/- each fully paid)	As at 31.03.2023		As at 31.03.2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Umesh Agarwal	5693160	60.60	159758	91.42
Ambo Credit Pvt. Ltd.	-	-	15000	8.58

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

c. Terms & Conditions attached to Equity Shares

The company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders and any other as the Memorandum or Articles may prescribe for the same.

AMBO AGRITEC LIMITED
NOTES FORMING A PART OF FINANCIAL STATEMENTS

(INR In Lacs)

d. Details of Promoters Holding Shares at the end of the Financial Year

Equity shares of Rs.10/- each fully paid Year Rs. 100/- each fully paid) (Previous	As at 31.03.2023			As at 31.03.2022		
	No. of Shares	% of holding	% Changes	No. of Shares	% of holding	% Changes
Umesh Agarwal	5693160	60.60%	-	159758	91.42%	-30.82%
Ambo Credit Pvt. Ltd.	-	-	-	15000	8.58%	-8.58%

e. Aggregate No. of Shares issued for consideration other than cash during the period of 5 Years immediately preceding the reporting date:

Aggregate number of Equity Shares allotted as fully paid up pursuant to scheme of amalgamation without payment being made in cash	Nil
Aggregate number of Equity Shares allotted as fully paid up by way of Bonus Shares	Nil
Aggregate number of Equity Shares bought back	Nil

AMBO AGRITEC LIMITED
NOTES FORMING A PART OF FINANCIAL STATEMENTS

(INR In Lacs)

2 <u>Reserve & Surplus</u>	As at 31.03.2023	As at 31.03.2022
<u>A. Securities Premium</u>		
Balance at the beginning of the year	-	-
Add: Addition During the Year	855.00	-
Less: Utilised for Issue of Bonus Issue	103.70	-
Less: Utilised to Meet Public Issue Expenses	117.42	-
	633.88	-
<u>B. Surplus</u>		
Balance at the beginning of the year	196.07	100.77
Add: Profit for the Year	117.54	119.13
Less: Appropriations (Gratuity Provision upto 31.03.2021)	-	23.83
Less: Utilised for Issue of Bonus Issue	196.06	-
	117.55	196.07
Closing Balance of Reserve & Surplus at the end of the year	751.44	196.07

3 Long-Term Borrowings

Secured Loan

Term Loan From Bank

(i)Term Loan (SME Mortgage Scheme)	179.84	201.44
(ii) WCTL IND-GECLS	16.20	79.53
(iii) WCTL IND-GECLS	74.43	78.61

Unsecured, Interest Free (From Related Parties)

From Body Corporates	21.65	21.65
From Others	12.72	25.57

304.84	406.80
--------	--------

(*) Amount repayable during next 12 months is included under the head "Short Term Borrowing" Note No. 7

During the Financial Year all existing secured loans from Axis Bank were takeover by Indian Bank Vide Sanction Ref No. ULT/AMBO/2022-23/42 Dated 27.07.2022

i) Secured Term Loan of Rs. 207 Lacs from Indian Bank is secured against Personal Guarantee, Commercial Property of the Company and Residential Property of Director Mr. Umesh Kumar Agarwal.

The same is repayable in 151 monthly instalment of Rs. 1.37 Lacs each starting July, 2022

ii) Secured Term Loan of Rs.116 Lacs from Indian Bank is secured against Personal Guarantee, Commercial Property, Stock and Book Debts of the Company and Residential Property of Director Mr. Umesh Kumar Agarwal.

The same is repayable in 26 monthly instalment of Rs. 4.46 Lacs each starting from July,2022

iii) Secured Term Loan of Rs.76 Lacs from Indian Bank is secured against Personal Guarantee, Commercial Property, Stock and Book Debts of the Company and Residential Property of Director Mr. Umesh Kumar Agarwal.

The same is repayable in 36 monthly instalment of Rs. 2.17 Lacs each and 1st EMI falls due on March, 2024

NOTES FORMING A PART OF FINANCIAL STATEMENTS**(INR In Lacs)**

	As at 31.03.2023	As at 31.03.2022
4 <u>Deferred Tax Liability (Net)</u>		
Opening Deferred Tax Liability	6.98	(4.64)
Current Year Impact on Account of Depreciation	4.25	11.62
Net Deferred Tax Liability	2.73	6.98
5 <u>Other Long Term Liabilities</u>		
Interest Free Advance from Customer	155.94	-
	155.94	-
6 <u>Long Term Provisions</u>		
Gratuity	25.66	-
	25.66	-
7 <u>Short-Term Borrowings</u>		
<u>Secured, Repayable on Demand</u>		
~Cash Credit	910.45	704.91
~Current Maturities of Long Term Borrowings of TL	76.62	68.33
	987.07	773.24
8 <u>Trade Payables</u>		
~Trade Payable for Goods & Services	612.15	403.89
(Ageing of Trade Payable As Per Annexure-B)	612.15	403.89
9 <u>Other Current Liabilities</u>		
Interest Free Advances from Customers	50.94	469.12
Statutory Liabilities	16.70	6.71
GST Input Reversible	-	3.04
Salaries Payable	15.83	30.56
Other Payable	-	-
	83.47	509.43
10 <u>Short Term Provisions</u>		
Income Tax (After adjusting Current Year TDS and Advance Tax)	38.51	56.17
Statutory Audit Fees	1.00	0.38
Tax Audit Fees	0.25	0.37
Gratuity	1.53	25.66
	41.29	82.58

AMBO AGRITEC LIMITED

Note-11

Sl. No.	Description	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
		As on 01.04.2022	Addition	Sale/ Adjustments	As on 31.03.2023	As On 01.04.2021	For the Year ended 31.03.23	Deductions/ Adjustments	As on 31.03.23	As on 31.03.2023	As On 31.03.2022
A	<u>LAND & BUILDING</u>										
1	Owned-Building	21.45	-	-	21.45	17.43	0.37	-	17.80	3.65	4.02
2	Lease-Land	14.76	-	-	14.76	-	-	-	-	14.76	14.76
B	<u>PLANT & MACHINERY (Owned)</u>										
1	Plant & Machinery	175.29	-	-	175.29	128.66	5.78	-	134.44	40.85	46.63
2	Factory Equipments	43.40	-	-	43.40	35.15	0.88	-	36.03	7.37	8.25
3	Utility & Other Equipments	19.19	-	-	19.19	12.73	1.01	-	13.74	5.45	6.46
4	Office Equipments	2.14	-	-	2.14	1.73	0.07	-	1.80	0.34	0.41
5	Computer & Accessories	11.24	-	-	11.24	10.99	0.11	-	11.10	0.14	0.25
6	Air Conditioner	0.20	-	-	0.20	0.10	0.02	-	0.12	0.08	0.10
7	Mobile Phone	-	0.07	-	0.07	-	0.03	-	0.03	0.04	-
C	<u>FURNITURE & FIXTURES</u>										
1	Owned	1.50	-	-	1.50	1.41	0.01	-	1.42	0.08	0.09
D	<u>VEHICLES</u>										
1	Owned	23.56	-	-	23.56	15.47	2.46	-	17.93	5.63	8.09
	Total	312.73	0.07	-	312.80	223.67	10.74	-	234.41	78.39	89.06

AMBO AGRITEC LIMITED
NOTES FORMING A PART OF FINANCIAL STATEMENTS

(INR In Lacs)

12 Non-Current Investments

As at 31.03.2023 As at 31.03.2022

Unquoted (Non-Trade) Long Term, In Equity Shares

713015 Equity Shares of Swastik Oil Refinery Pvt Ltd

80.00

80.00

80.00

80.00

13 Long Term Loans and Advances

Unsecured, Considered Good

Advance to Staff

1.43

1.00

Advances to Suppliers

398.79

448.44

Other Loans & Advances

0.78

0.78

Balances with Statutory/Government Authorities

5.02

4.15

406.02

454.37

14 Other Non-Current Assets

(Unsecured, Considered Good, unless otherwise stated)

Bank Fixed Deposit including Interest

-

1.33

(Due to mature after 12 months from the reporting date)

Security Deposits with Electric Department

13.51

13.51

Security Deposits with CDSL

0.10

-

Security Deposits with NSDL

0.10

-

Security Deposits with BSE as Software Charges

10.20

-

23.91

14.84

15 Inventories (Valued at lower of Cost and Net Realizable Value)

Raw Material

1,365.25

1,247.07

Finished Goods

52.86

49.08

Stock in Trade

65.98

52.12

1,484.10

1,348.27

16 Trade Receivables

Unsecured, Considered Good

Outstanding for a period more than six months

84.48

130.03

Outstanding for a period less than six months

1,280.16

187.77

(Ageing of Trade Receivables as per Annexure "A")

1,364.63

317.80

17 Cash and Cash Equivalents

On Current Accounts with Commercial Banks

0.43

0.43

Cash in Hand (As Certified by Management)

28.66

20.19

Other Bank Balances

FD (With Interest) with original maturity for less than 12 months*

1.03

1.33

30.12

21.95

Less : Amount disclosed under Non-Current Assets (Note-"14")

-

1.33

30.12

20.62

AMBO AGRITEC LIMITED
NOTES FORMING A PART OF FINANCIAL STATEMENTS

	<u>(INR In Lacs)</u>	
	As at 31.03.2023	As at 31.03.2022
18 <u>Short Term Loans and Advances</u>		
<u>Unsecured Considered Good:</u>		
Advances to Employees	2.32	0.45
Advances to Suppliers	358.70	120.73
Other Loans & Advances	8.65	36.00
Prepaid Expenses	2.23	2.95
Excess TDS Paid	0.21	
<u>Balances with Statutory/Government Authorities</u>		
GST ITC	61.24	67.57
Duty Draw Back Receivable	0.22	0.25
RODTEP Receivable	1.79	0.84
Unclaimed Input Tax Credit	1.56	-
TCS on GST	0.02	-
	<u>436.94</u>	<u>228.79</u>
19 <u>Revenue from Operation</u>		
<u>Sale of Products</u>		
<u>Sale of Manufactured Goods</u>		
~Domestic	5,286.35	8,824.76
~Export	13.99	195.69
<u>Sale of Traded Goods</u>		
~Domestic	2,319.27	274.02
~Export	410.04	-
<u>Sale of Services</u>		
~Domestic		
Jobwork Charges	40.81	123.27
Transportation Charges	19.26	-
Marketing	2.01	-
~Export		
IT Related Service	6.50	-
	<u>8,098.24</u>	<u>9,417.74</u>
<u>Other Operating Revenue</u>		
Duty Drawback	0.52	0.25
RODTEP	1.79	0.84
Forex Fluctuation	-	50.51
	<u>2.31</u>	<u>51.60</u>
Net Revenue From Operations	<u>8,100.55</u>	<u>9,469.34</u>
<u>Details of Manufactured Goods Sold</u>		
Biscuits	943.41	630.83
Oil	4,202.75	8,344.84
Food Products	154.19	44.78
	<u>5,300.35</u>	<u>9,020.45</u>
<u>Details of Traded Goods Sold</u>		
Oil	2,307.07	218.14
Wallpaper	71.82	51.95
Electric Goods	127.21	3.58
Molasses	136.55	-
Rice	86.66	-
Other Items	-	0.35
	<u>2,729.31</u>	<u>274.02</u>

AMBO AGRITEC LIMITED
NOTES FORMING A PART OF FINANCIAL STATEMENTS

(INR In Lacs)

	As at 31.03.2023	As at 31.03.2022
20 <u>Other Income</u>		
Interest on Fixed Deposits	0.24	0.06
Interest on Security Deposit	-	0.77
Sundry Creditors & Advance Written off	57.28	7.44
Discount Received	4.44	6.07
Other Income	4.36	1.86
	<u>66.33</u>	<u>16.20</u>
21 <u>Cost of Material Consumed</u>		
<u>Raw Material</u>		
Opening Stock	1,247.07	959.94
Add: Purchases	4,848.74	8,830.69
Less: Closing	1,365.25	1,247.07
Less: Quality Claim	-	50.39
	<u>4,730.57</u>	<u>8,493.17</u>
22 <u>Purchase of Stock In Trade</u>		
<u>Stock In Trade</u>		
Crude Oil	1,641.53	113.82
Electronic Goods	133.62	53.72
Soyabean Meal	-	116.01
Wallpaper	56.53	47.53
DORB	187.23	-
Molasses	112.92	-
Mustard Oil	3.18	-
Oil	51.78	-
Rice	76.85	-
Soyabean Oil	426.34	-
	<u>2,689.97</u>	<u>331.08</u>
23 <u>Change in Inventories of Finished Goods, Work In Progress and Stock In Trade</u>		
<u>Opening:</u>		
Stock In Trade	52.12	3.63
Finished Goods	49.08	56.77
	<u>101.20</u>	<u>60.40</u>
<u>Closing:</u>		
Stock In Trade	65.98	52.12
Finished Goods	52.86	49.08
	<u>118.84</u>	<u>101.20</u>
Net (Increase)/Decrease in Stocks	<u>(17.64)</u>	<u>(40.80)</u>
24 <u>Employees Benefit Expenses</u>		
(i) Salaries, Wages, Incentive & Bonus	119.52	62.64
(ii) PF & ESIC Contribution	7.91	6.51
(iii) Staff Welfare	10.44	7.44
(iv) Directors Remuneration	21.00	15.75
(v) Gratuity	1.53	1.83
	<u>160.41</u>	<u>94.17</u>
25 <u>Finance Cost</u>		
(i) Interest on Bank Finance	114.14	91.10
(ii) Bank Processing Fees, Commission & Charges	27.56	6.91
(iii) Interest on Government Statutory Dues	3.83	0.45
	<u>145.54</u>	<u>98.46</u>

26 Depreciation and Amortization Expenses

As at 31.03.2023 As at 31.03.2022

Depreciation on Property, Plant & Equipment (Note 11)	10.74	12.47
	10.74	12.47

27 Other Expenses**Manufacturing Expenses:-**

Freight Charges	49.23	15.47
Electric Charges	51.75	58.07
Repairs to Factory Building & Machinery	5.10	18.99
Testing & Sampling Charges	1.00	1.43
Job Work Charges	-	65.67
	107.08	159.63

Administrative & Other Expenses:-

Advertisement	0.21	-
Auditors Remuneration (Refer 28)	1.50	0.75
Business Promotion Expenses	6.91	2.31
Bad Debt	8.12	-
Carriage Outward	85.22	54.94
Clearing & Forwarding Charges	6.52	16.80
Commission (Domestic)	1.83	0.16
Conveyance	0.29	0.28
Discount Allowed	16.20	4.46
Excise Duty written off	-	9.07
Forex Fluctuation Loss	1.55	-
General Expenses	0.85	6.42
Insurance	4.06	1.35
Intangible Assets written off		7.80
Legal Charges	0.56	0.27
Lifting Charges	0.34	0.76
Motor Car Expenses	9.18	7.32
Membeship & Subscription	0.65	0.91
Office Rent	7.56	7.56
Postage & Telegrams	0.20	0.24
Power & Fuel	2.83	-
Printing & Stationery	2.66	5.07
Professional Fees	3.91	1.33
Repairs & Maintenance Office	0.69	-
Repairs & Maintenance to Machinery & Equipments	-	3.31
Rates & Taxes	1.58	0.99
Safety & Security	0.79	-
Staff Advance Written Off	-	1.12
Suppliers Advance Written Off	8.21	2.96
Telephone & Internet Charges	1.67	0.89
Travelling Expenses	10.65	6.26
Website Expenses	-	-
	291.82	302.96

28 Payment to Auditor

As Auditor:-

Statutory Audit Fees

Tax Audit Fees

As at 31.03.2023 As at 31.03.2022

1.00 0.38

0.50 0.37

1.50 0.75

29 Contingent Liabilities not provided for:

Claims against the Company not acknowledged as Debts:

1. Income Tax Demand Asst Year 2019-20

2.26 2.26

2. Income Tax Demand Asst Year 2020-21

1.43 1.28

3. Income Tax Demand Asst Year 2021-22

1.16 1.06

4. Tax Deducted at Source

10.42 8.41

15.27 13.01

30 Earnings per share

Profit for the year attributable to Equity Shareholders

117.54 119.13

Weighted Average number of Equity Shares for Basic/Diluted EPS

9,395,160 174,758

Basic/ Diluted Earnings Per Share of Rs. 10/- Each

1.25 3.41

Note:- The company has split face value of shares from Rs. 100/- to Rs. 10/- on 25/08/2022 and allotted Bonus shares in the Ratio of 1:1 on 10/09/2022

AMBO AGRITEC LIMITED**Ageing of Trade Receivables as on 31.03.2023 and 31.03.2022****ANNEXURE -A**

Outstanding for the following periods from due date of payment					
Unsecured, Considered Good	Less than 6 Mths	6 Months-1 Year	1-2 Years	2-3 Years	More Than 3 Years
As on 31.03.2023	1,280.16	6.76	27.90	4.82	44.99
As on 31.03.2022	187.77	49.77	20.09	13.58	46.59

Ageing of Trade Payables as on 31.03.2023 and 31.03.2022**ANNEXURE -B**

Outstanding for following periods from due date of payment				
As at 31st March 2023	MSME	Others	Disputed dues – MSME	Disputed dues – Others
Less Than 1 Year	-	536.47	-	-
1-2 Years	-	57.07	-	-
2-3 Years	-	14.74	-	-
More than 3 Years	-	3.87	-	-
Total	-	612.15	-	-

As at 31st March 2022	MSME	Others	Disputed dues – MSME	Disputed dues – Others
Less Than 1 Year	-	253.18	-	-
1-2 Years	-	145.51	-	-
2-3 Years	-	2.06	-	-
More than 3 Years	-	3.14	-	-
Total	-	403.89	-	-

AMBO AGRITEC LIMITED
NOTES FORMING A PART OF FINANCIAL STATEMENTS

31 Related Party Disclosures:-

A Names of related parties and related party relationship

Directors and Key Management Personnel

Mr. Umesh Kumar Agarwal, Director
 Mrs. Geetanjali Saberwal Agarwal, Director
 Mr. Ashok Kumar Singh, Director
 Mr. Saikat Chatterjee, Director
 Mr. Rang Nath Lahoti, Director
 Mr. Tapas Shankar Chattopadhyay, Director
 Mrs. Sudha Jain, Company Secretary
 Mr. Atish Kumar Roy, CFO

Relatives of Key Management Personnel:-

Mrs. Aditi Agarwal
 Mr. Saroj Kumar Agarwal
 Mr. O P Agarwal

Enterprises owned or significantly influenced by key management personnel or their relatives:-

M/s Swasik Oil Refinery Pvt Ltd
 M/s Ambo Exports Industries Ltd.

B Disclosure of transactions with related parties:

<u>Name of Related Parties</u>	<u>Nature of Transaction</u>	<u>(INR in Lacs)</u>	
		<u>FY-2022-23</u>	<u>FY-2021-22</u>
Umesh Kumar Agarwal	Directors Remuneration	21.00	15.75
	Amount Outstanding	10.95 (Cr.)	24.06 (Cr.)
Swastik Oil Refinery Pvt Ltd	Jobwork Charges Paid (Incl GST)	-	67.64
	Advance Paid	4.13	-
	Amount Outstanding	330.45 (Dr.)	326.33 (Dr.)
Aditi Agarwal	Salary	3.60	3.60
	Amount Outstanding	1.43 (Dr.)	3.60 (Cr.)
Ambo Exports Industries Ltd	Office Rent (Including GST)	8.92	8.92
	Amount Outstanding	28.76 (Cr.)	44.18 (Cr.)
Saroj Kumar Agarwal	Advance Paid	11.32	8.53
	Amount Received	12.85	-
	Amount Outstanding	8.64 (Dr.)	10.17 (Dr.)

AMBO AGRITEC LIMITED
NOTES FORMING A PART OF FINANCIAL STATEMENTS

32 **Financial Ratios:-**

Particulars		Units	Numerator	Denominator	2022-23	2021-22	Change in Ratios	Reason for Movements (if movement is more than 25%)
a)	Current Ratio	Times	Current Assets	Current Liabilities (Excluding Current Maturities of Long Term Borrowings)	2.01	1.13	77.88%	Company got listed on BSE during the third quarter of FY 22-23. Hence there was a steep rise in cash & bank balance because of which the current ratio improved drastically.
b)	Debt-Equity Ratio	Times	Total Debt	Total Equity	0.76	3.18	-76.10%	Proceeds from listing were utilised to repay debt & also the share capital increased multifold on listing. Hence there was a positive change in this ratio.
c)	Debt Service Coverage Ratio	Times	Earnings before Interest, Depreciation and Tax	Interest Expense + Principal Repayments made during the period for long term loans	1.34	2.22	-39.64%	The Company has availed fresh Debt during the year, due to which this ratio decreases.
d)	Return on Equity Ratio	%	Net Profit	Average Shareholders' Equity	11.40	36.86	-69.07%	Increase in capital base has caused decrease in the ratio
e)	Inventory turnover ratio	Times	Cost of Goods Sold	Average Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade	5.67	7.46	-24.00%	Not Applicable since movement less than 25%
f)	Trade Receivables turnover ratio	Times	Value of Sales & Services	Average Trade Receivables	9.63	31.76	-69.69%	Average trade receivables has increased causing decrease in the ratio
g)	Trade payables turnover ratio	Times	Value of Purchases	Average Trade Payables	14.84	17.84	-16.82%	Not Applicable since movement less than 25%
h)	Net capital turnover ratio	Times	Value of Sales & Services	Average hareholders' Equity	7.86	25.40	-69.07%	Increase in capital base has caused decrease in the ratio
i)	Net profit ratio	%	Profit After Tax	Value of Sales & Services	0.015	0.013	15.38%	Not Applicable since movement less than 25%
j)	Return on Capital employed	%	Earnings before Interest, Tax and Exceptional Items	Total Assets - Current Liabilities	0.13	0.36	-63.89%	Due to expansion
k)	Return on Investment	%	Net Return on Investments	Cost of Investments	-	-	-	Not Applicable

SIGNIFICANT ACCOUNTING POLICIES FOR THE PERIOD ENDED 31ST MARCH, 2023

1. Corporate Information:

Our Company was incorporated as private limited Company under the name “Ambo Agritec Private Limited” under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated September 07, 1994 issued by Assistant Registrar of Companies, Kolkata. Subsequently, our Company was converted into a Public Limited company pursuant to approval of the shareholders at an extraordinary general meeting and consequently, the name of our Company was changed to Ambo Agritec Limited and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company was issued by Registrar of Companies, Kolkata on September 01, 2022. The Corporate Identification Number of our Company is U15419WB1994PLC064993. AMBO Agritec Limited is a Private Limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is having its current registered office at 3, Pretoria Street, 2nd Floor, Kolkata –700071. The Company is engaged in Manufacturing and Trading Business.

2. Significant accounting policies

The accounting policies set out below have been applied consistently to the period presented in these financial statements.

Accounting Convention:

The financial statements have been prepared to comply in all material aspects with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards prescribed under section 133 of the Companies Act, 2013 (Act) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions relating to the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable. The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees. The financial statements are prepared under Division I of the Schedule III of the Companies Act, 2013. The financial statements are presented in Indian rupees, which is the functional currency of the country and all values are rounded off to Lacs except when otherwise indicated.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

Use of Estimates:

The preparation of the financial statements in conformity with GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amount of revenues and expense during the reporting period. Accounting estimates could change from one period to another. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods as and when the Management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the period in which the changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Operating Cycle

Based on the nature of products/activities of the company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

Current and Non-Current Assets:

All assets and liabilities are classified into current and non-current.

Assets:

An asset is classified as current when it satisfies any of the following criteria:

- a) It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is expected to be realized within 12 months after the reporting date; or
- d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at-least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- a) It is expected to be settled in the Company's normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is due to be settled within 12 months after the reporting date; or
- d) The Company does not have an unconditional right to defer settlement of the liability for atleast 12 months after the reporting date.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Property, Plant and Equipment:

Property, plant and equipment are carried at cost of acquisition or construction net of recoverable taxes, trade discounts and rebates less accumulated depreciation and/or accumulated impairment loss, if any. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price. Subsequent expenditures related to an item of property, plant and equipment (except land) are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. The valuation and recognition is done by keeping in view the provisions of the Accounting Standard 10 on "Accounting for Property, Plant and Equipment". None of Fixed Assets have been revalued during the Year.

Depreciation on Tangible Fixed Assets has been provided on Written down Value Method over the useful lives of Assets as prescribed in Schedule II of the Companies Act, 2013. Depreciation for Assets purchased/sold during a period is proportionately charged.

Property, plant and equipment is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

Losses arising from retirement or gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognized in the Statement of Profit and Loss.

Impairment of Assets:

At each balance sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

Inventories:

Inventories comprise of Raw Materials, Finished Goods and Traded Goods and are carried at the lower of cost and net realizable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Valuation of inventories is done on a First in First Out (FIFO) basis.

Employee Benefits:

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia.

Post employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized except provision for gratuity.

Investments:

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments.

On initial recognition, all investments are measured at cost. The cost comprises of purchase price and directly acquisition charges such as brokerage, fees and duties.

Long –term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. On disposal of investments, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit & loss.

Recognition of Income And Expenditure:**Revenue Recognition:**

Revenue is recognized as and when the economic benefits will flow to the company.

Sale of Goods:

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods, The Company collects GST on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from Revenue. CVD and Additional Duty deducted from revenue (Gross) is the amount that is included in the Revenue (Gross)

Export Benefits:

Export benefits are recognized on accrual basis as per schemes specified in Foreign Trade Policy, as amended from time to time.

Interest:

Interest benefits are recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head “Other Income” in the statement of Profit and Loss.

All other Income and Expenditure to the extent considered receivable and payables unless specifically stated are accounted for on accrual and prudent basis.

Foreign Currency Translation:

Initial recognition: Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. The rate of conversion used is the rate prescribed by the CBEC.

Conversion: Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences: The transactions in foreign exchange are accounted at the exchange rate prevailing on the date of the transaction. Assets & liabilities denominated in foreign currency are restated at the year end adopting the contracted/ year end rates as applicable. Any exchange gains or losses arising out of subsequent fluctuations are accounted in the Profit & Loss Statement.

Translation of foreign exchange transaction: Company follows AS – 11 (Revised) in respect of Foreign Currency Transaction applying the principle of most likely realizable/disbursable amount.

Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted number of equity shares outstanding during the period is adjusted for events that have changed the number of equity shares outstanding, without a corresponding change in resources.

Accounting for Taxes on Income:

Tax expense comprises of Current Tax and Deferred Tax. Current Tax is measured as the higher of the amount expected to be paid to the tax authorities, using the applicable tax rates and Minimum Alternate Tax Calculated on the Book Profits.

Deferred Income Tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Provisions, Contingent Liabilities and Contingent Assets

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognized nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

Cash & Cash Equivalents as indicated in the Cash Flow Statement comprise Cash on Hand, Cash at Bank and Fixed Deposits held with Bank.

Borrowing Costs:

Borrowing cost includes interest, and other ancillary costs incurred in connection with the arrangement of borrowings and are charged to revenue. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

Previous Year Figures have been regrouped or rearranged wherever considered necessary.

Balances of Sundry Debtors, Loan & Advances and Sundry Creditors are subject to confirmation and reconciliation (if any).

The details of amount outstanding under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent of information available with the Company are as under:

- (i) Principal & Interest amount due and remaining unpaid as at 31.03.2023: Nil (Previous Year Nil)
- (ii) Payment made beyond the appointed day during the year: Nil (Previous Year Nil)
- (iii) Interest Accrued and unpaid as at 31.03.2023: Nil (Previous Year Nil)

The Company has utilized the borrowings received from banks and financial institutions for the purpose for which it was taken during the year.

The title deeds of all immovable properties are held in the name of the Company. Accordingly, there are no Immovable properties which were not held in name of the Company as on 31.03.2023 and 31.03.2022

There were no capital-work-in progress and intangible assets under development, whose completion was overdue or has exceeded its cost compared to its original plan.

Figures for the half year ended September, 2022 has not been provided in the financial statement because this is company's first year after initial public issue.

In the opinion of the Board of Directors, the current assets, loans and advances are approximately of the value stated if realized in the ordinary course of business. The provision for depreciation and for all known liabilities are adequate and not in excess of the amount reasonably necessary.

Place: Kolkata
Date: 28.06.2022

Sd/-
Umesh Kumar Agarwal
(DIN: 00210217)

Sd/-
Saikat Chatterjee
(DIN: 08511896)