

BOARD OF DIRECTORS

Mr. Praveen Rastogi	(Chairman and Managing Director)
Mrs. Nidhi Gupta	(Executive & Women Director)
Mr. Sachin Rastogi	(Executive Director)
Mr. Vivek Kumar Mathur	(Independent Director)
Mr. Gopal Krishan Sharma	(Independent Director)
Mr. Prashant Rastogi	(Independent Director)

Mr. Utpal Tandon	CFO
Ms. Nikita Jain	Company Secretary

STATUTORY AUDITORS

M/s. Ajai Shanker & Company (Chartered Accountants)
Lucknow, Firm Registration No. 002707C

SECRETARIAL AUDITOR

M & Co, Company Secretaries
Delhi , FRN: S2025DE1011000

REGISTRAR AND TRANSFER AGENT

Mas Services Limited

T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi- 110020

Phone Number:- 011-26387281-83, Fax: 011-26387384; Email: info@masserv.com

Website: www.masserv.com

REGISTERED OFFICE

DTJ-114, DLF Tower B, Jasola, New Delhi-110025

Email: cs@continentalseeds.co.in.

Website: www.continentalseeds.co.in

Tel: 011-45380810

SHARES LISTED AT

National Stock Exchange (SME)

CONTENTS

1. Notice
2. Director's Report & Management Discussion & Analysis
3. Auditors Report
4. Balance Sheet and Statement of Profit & Loss with Notes
5. Proxy Form
6. Route Map



Registered Office: DTJ-114, DLF Tower B, Jasola, South Delhi, New Delhi, Delhi, India, 110025

Tel: 011-45380810 Email: info@continentalseeds.co.in

Website: www.continentalseeds.co.in

CIN: L01111DL1983PLC015969

NOTICE

Notice is hereby given that the **41st** Annual General Meeting of the Members of Continental Seeds and Chemical Limited will be held on **Saturday, 27th September, 2025 at 11:00 A.M.** at DTJ-114, DLF Tower B, Jasola, South Delhi, New Delhi, Delhi, India, 110025, to transact the following business:

Ordinary Business:

Item No. 1 – Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March **31, 2025** together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – To approve the appointment of M/s. Ajai Shanker & Company, Chartered Accountants as the Statutory Auditors of the Company for a term of 5 years FY 2025-26 to FY 2029-30

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), M/s. Ajai Shanker & Company, Chartered Accountants (Firm Registration No. 002707C), be and are hereby appointed as Statutory Auditors of the Company for a term of five (5) consecutive years, i.e., from the conclusion of this 41st Annual General Meeting until the conclusion of the 46th Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses as may be fixed by the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with the Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution

Item No. 3 – Re-appointment of a Director Mr. Sachin Rastogi (DIN: 05134858)

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

To appoint a Director in place of Mr. Sachin Rastogi (DIN: 05134858), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of the Section 152 of the Companies Act, 2013, Mr. Sachin Rastogi (DIN: 05134858), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Special Business:

Item No. 4 – Appointment of Mrs. Konika Goel (DIN: 11232007) as Women Director Independent (Non-Executive)

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, Mrs. Konika Goel (DIN: 11232007), who was appointed as an Additional Director (Independent, Non-Executive) by the Board of Directors with effect from September 02, 2025, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company, not liable to retire by rotation, for a term of five (5) years

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution including filing of necessary forms with the Registrar of Companies and other statutory authorities.”

Item No. 5 – Approval of remuneration of M/s. P K & Associates, Cost Accountants

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹50,000/- (Rupees Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. P K & Associates, Cost Accountants (Firm Registration No. 001452), appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025, be and is hereby ratified and confirmed.

Item No. 6 – Appointment of M/s. KAD & CO, Company Secretaries as Secretarial Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. KAD & CO , Company Secretaries (ICSI Firm Unique Identification No S2022DE896000) as the Secretarial Auditor of the Company for a period of five (5) years, commencing on April 01st , 2025, until March 31st , 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses

payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

Item No. 7 – Appointment of Mr. Praveen Rastogi (DIN: 01414608) as Managing Director of the Company

To consider and if thought fit, pass, the following resolution as a Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the appointment of Mr. Praveen Rastogi (DIN: 01414608) as Managing Director of the Company, be and is hereby approved, for a period of five (5) years, effective from 02nd September, 2025 until 01st September, 2030, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include a duly constituted Committee thereof) be and is hereby authorized to vary, alter or modify the terms and conditions of the said appointment, including remuneration, in such manner as may be agreed between the Board and Mr. Praveen Rastogi, subject to the provisions of the Companies Act, 2013, read with Schedule V, and such approvals as may be necessary.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

Item No. 8 – Approval of Related Party Transactions

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded for entering into/continuing with related party transactions by the Company in the ordinary course of business and on arm’s length basis with the following related parties:

- Ms. Neha Rastogi – Relative of Director
- Star Impex – Friends & Relatives
- Shree Balaji Enterprises – Enterprise where KMP has significant influence
- Praveen Aroma Pvt. Ltd. – Enterprise where KMP has significant influence
- Natural Herbals & Seeds – Enterprise where KMP has significant influence
- Vivek Enterprises – Enterprise where KMP has significant influence

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include a duly authorized committee thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 9 – Approval for increasing the borrowing limit under section 180(1) (c) of the Companies Act, 2013

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

“RESOLVED THAT in pursuant to Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) & other applicable laws and provisions of Articles of Association of the Company, consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company (the “Board”) to borrow such moneys or sum of moneys, from time to time, at its discretion, with or without security and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business), will exceed aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed a sum equivalent up to Rs. 100 Crore (Rupees One Hundred Crore only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to sign, execute and deliver all such documents, instruments and writings as may be required to give effect to this Resolution.”

Item No. 10 – To create mortgage and/or charge on all or any of the movable and/or immovable properties of the company

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

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company (the “Board”) to create charge, hypothecation, mortgage on any movable and/or immovable properties of the Company wheresoever situated, both present and future and on the whole or substantially the whole of the undertaking or the undertakings of the Company in favor of any banks, financial institutions, hire purchase/lease companies, body corporate or any other persons on such terms and conditions as the Board may think fit, for the benefit of the Company and as agreed between Board and lender(s) towards security for borrowing of funds from time to time, not exceeding Rs. 50 Crore (Rupees Fifty Crore only) for the purpose of business of the Company or otherwise, as per the requirements of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other statutory and procedural formalities to be complied with in this regard.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

Item No. 11 - Approval of loans, investments, guarantee or security u/s 185 of Companies Act, 2013

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a “Special Resolution”.

“RESOLVED THAT, pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (here in after referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s)

authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the company, (in which any director is deemed to be interested) or to Managing Director or Whole time director of the company upto an aggregate sum of INR 100 Crores (Rupees Hundred Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT consent of member be and is hereby granted to approve already provided corporate guarantee of ₹18.96 crore on behalf of its related party M/s Natural Herbal & Seeds, a partnership firm, in favour of Canara Bank, together with one immovable property owned by the Company as collateral security for the credit facilities.

Item No.12 - Approval of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate u/s 186 of the Companies Act,2013.

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a “Special Resolution”

“**RESOLVED THAT**, pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 300 Crores (Rupees Three Hundred Crores only) over and above the limit prescribed u/s 186 of the Companies Act,2013.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By order of the Board
For **Continental Seeds and Chemicals Limited**

Sd/-
Praveen Rastogi
Chairman and Managing Director
DIN: 01414608
Address: - M-73 B, 1st Floor, Malviya
Nagar, New Delhi - 110017

Date: 02/09/2025

Place: New Delhi

NOTES FOR MEMBERS' ATTENTION:

1. The deemed venue for the **41st AGM** shall be the Registered Office of the Company. Members may note that the Notice and Annual Report 2024-25 along with other documents will also be available on the Company's website www.continentalseeds.com and on the website of the Stock Exchange i.e., www.nseindia.com.
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. However, since this AGM is being held through physical presence at the registered office, proxy forms are annexed with the Notice as per applicable provisions.
3. Attendance of the Members at the 41st AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out at Item Nos.5 to 10 of the accompanying Notice, and the relevant details of the Directors seeking appointment/re-appointment, as required under SEBI (LODR) Regulations, 2015, are annexed herewith.
5. The Board has appointed **Mr. Maghisuddin, Practicing Company Secretary (Membership No. A27850 & COP No. 27850)**, as the Scrutinizer to scrutinize the remote e-voting and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit his report to the Company after completion of scrutiny, not later than 2 (two) working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchange and will also be displayed on the Company's website www.continentalseeds.com.
6. Institutional/Corporate Shareholders are requested to send a scanned copy (PDF/JPG format) of their Board/Governing Body Resolution/Authorization, authorizing their representative to attend and vote at the AGM, to the Scrutinizer via email at csmaghisuddin@gmail.com.
7. The Company has engaged the services of NSDL as the authorized agency for providing e-voting facility to members.
8. To support the "Green Initiative", and in terms of Sections 101 and 136 of the Act read with applicable rules, the Notice of AGM and Annual Report 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.continentalseeds.com, and the website of the Stock Exchange.
9. Members holding shares in demat form are requested to register/update their email addresses with their Depository Participants. Members holding shares in physical form are requested to register their email addresses with the Company's Registrar and Share Transfer Agent.
10. Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 21st September, 2025 to Saturday, 27th September, 2025 (both days inclusive) for the purpose of AGM.
11. Members who wish to ask questions or seek clarifications on the financial statements or agenda items are requested to send their queries at least 3 days before the AGM at investors@continentalseeds.com.

12. Shareholders who wish to register themselves as speakers at the AGM are requested to send their request in advance at least 3 days prior to the meeting (i.e., on or before **24th September, 2025**) at **investors@continentalseeds.com**. Only those members who have registered themselves as speakers will be allowed to express their views/ask questions at the AGM.

13. CUT-OFF DATE:

A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Saturday, 20th September, 2025 (the "Cut-off Date") shall be entitled to vote through remote e-voting and at the AGM. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.

14. Updation of Members' Details:

- a) Pursuant to SEBI Circular No. **SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37** dated 16th March 2023, shareholders holding shares in **physical form** must mandatorily submit **PAN (linked with Aadhaar), Nomination details, updated Contact Information, Bank Account Details, and Specimen Signature** to avoid freezing of folios. Members are requested to kindly furnish the above-mentioned details along with duly filled-in forms to the Company's Registrar & Transfer Agent (RTA) – MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 (info@masserv.com) Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number, or at the Company's Registered Office at DTJ-114, DLF Tower B, Jasola District Centre, New Delhi-110025 (Email: investors@continentalseeds.com).
- b) SEBI has mandated submission of **Permanent Account Number (PAN)** by every person dealing in securities. Members holding shares in **demat form** are requested to submit their PAN to their respective Depository Participants (DPs). Members holding shares in **physical form** may submit their PAN to the Company or its RTA.
- c) Members holding shares in physical form are advised to **dematerialize their shareholding** to avail numerous benefits such as liquidity, ease of trading/transfer, savings on stamp duty, and elimination of risks associated with loss of documents and bad deliveries.
- d) Members are requested to quote their **Folio No./Client ID/DP ID** in all correspondence with the Company/RTA. Members should also intimate changes in bank details, address, or any other information to the RTA in respect of shares held in physical form, and to their respective DPs in case of shares held in demat form.
- e) Members holding shares in physical form in **multiple folios** in identical names or joint holding in the same order of names are requested to send their share certificates to the RTA for consolidation into a **single folio**.
- f) As per Section 72 of the Companies Act, 2013, members are entitled to **make a nomination** in respect of shares held by them. Members who have not registered their nomination may submit **Form No. SH-13**. To cancel/opt out or modify the earlier nomination, members may submit **Form ISR-3 or SH-14** as applicable. Forms can be downloaded from the Company's website **www.continentalseeds.com**. Members are requested to submit these forms to their DP (in case of demat shares) or to the RTA (in case of physical shares).

15. Joint holders:

In case of joint holders, the member whose name appears first in the Register of Members will be entitled to vote at the AGM.

16. Voting at the AGM:

The facility for voting shall also be made available at the AGM. Members present at the AGM who have not cast their vote through remote e-voting and are otherwise not barred from doing so shall be eligible to vote at the AGM.

17. Gifts/Coupons:

Pursuant to Secretarial Standard on General Meetings (SS-2) issued by ICSI, **no gifts or coupons** shall be distributed at the AGM.

18. Route Map / Attendance Slip:

Since the AGM is being held physically at the registered office, the **Route Map** to the venue, **Attendance Slip, and Proxy Form** are annexed to this Notice.

19. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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.

20. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.continentalseeds.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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

The remote e-voting period begins on Wednesday, 24th September, 2025 at 09:00 A.M. and ends on Friday, 26th September, 2025, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 20th September, 2025, 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 Saturday 20th September, 2025.

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	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin .

holding securities in demat mode with NSDL.

[jsp](#). You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 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 toll free no. 1800-21-09911

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

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

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

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

001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 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.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmaghisuddin@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Rakesh Mehta at evoting@nsdl.com

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

In case shares are held in physical 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 (Company email id).

- a. 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 (Company email id). 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 for Individual shareholders holding securities in demat mode.
- b. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 - c. 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.

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

Item No. 4 Appointment of Mrs. Konika Goel (DIN: 11232007) as Independent Women Director (Non-Executive)

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Konika Goel (DIN: 11232007) as an Additional Director (Independent, Non-Executive) of the Company with effect from September 02, 2025, in accordance with Section 161 of the Companies Act, 2013 ("the Act"). She holds office up to the date of this Annual General Meeting ("AGM").

The Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director. Mrs. Konika Goel holds a Bachelor's degree in Science and has more than 5 years of experience in the field of agro farming, seed processing and allied areas. The Board is of the opinion that her wide experience, knowledge and expertise will be of significant value to the Company.

Pursuant to the provisions of Sections 149, 152, and Schedule IV of the Act read with the applicable rules made thereunder, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of an Independent Woman Director requires the approval of the members. The proposed resolution seeks the approval of the members for the appointment of Mrs. Konika Goel as an Independent Woman Director, not liable to retire by rotation, for a term of five (5) consecutive years commencing from September 02, 2025.

The Company has received the necessary declaration from Mrs. Konika Goel confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI (LODR) Regulations, 2015.

None of the Directors, Key Managerial Personnel (KMPs) of the Company and their relatives, except Mrs. Konika Goel herself, are concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the resolution set out at Item No. 4 of the Notice for approval of the members as an Ordinary Resolution.

Item No. 5- Approval of remuneration of M/s. P K & Associates, Cost Accountants

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of **M/s. P K & Associates, Cost Accountants (Firm Registration No. 001452)** as the **Cost Auditors of the Company** to conduct the audit of the cost records maintained by the Company for the financial year ending **March 31, 2025**.

As per the provisions of **Section 148 of the Companies Act, 2013** read with the **Companies (Audit and Auditors) Rules, 2014**, the remuneration payable to the Cost Auditors as approved by the Board of Directors on the recommendation of the Audit Committee is required to be ratified by the members of the Company at a general meeting. Accordingly, the Board has fixed the remuneration payable to M/s. P K & Associates at ₹50,000/- (Rupees Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the said audit.

The Board is of the opinion that the appointment of the Cost Auditors will ensure proper compliance of the provisions relating to maintenance and audit of cost records under the Companies Act, 2013 and will be beneficial to the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the resolution set out at **Item No. 5** of the Notice for approval of the members as an **Ordinary Resolution**.

Item No. 6 – Appointment of M/s. KAD & Co., Company Secretaries as Secretarial Auditor

The provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, mandate that every listed company is required to annex with its Board's Report a Secretarial Audit Report, given by a Company Secretary in Practice, in the prescribed form. Further, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also requires every listed entity to annex a Secretarial Audit Report issued by a practicing company secretary to its annual report.

In compliance with the above requirements, the Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. KAD & Co., Company Secretaries (ICSI Firm Unique Identification No. S2022DE896000) as the Secretarial Auditor of the Company for a period of five (5) years commencing from April 01, 2025, until March 31, 2030 to conduct the secretarial audit of the Company and to furnish the Secretarial Audit Report.

The proposed remuneration, including applicable taxes and reimbursement of out-of-pocket expenses, will be fixed by the Board of Directors in consultation with the Audit Committee and the Secretarial Auditors from time to time.

The Board considers that the appointment of M/s. KAD & Co. as the Secretarial Auditor will ensure compliance with applicable statutory provisions and will help in strengthening the governance framework of the Company.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors accordingly recommends passing the resolution as set out in the accompanying Notice as an Ordinary Resolution.

Item No. 7 – Appointment of Mr. Praveen Rastogi, (DIN:01414608 as Managing Director

Mr. Praveen Rastogi, (DIN:01414608), aged 46 years, Commerce graduate, holds a stature in the Indian API market and has strong multi-dimensional capabilities in the areas of Business Development, Product Development, Strategic Marketing and Operations Management. As a Promoter of the companies which deals in agro farming, seeds processing, and allied fields, Pharmaceutical products, he had run the organization for 25 years and played a key leadership role in acquiring and aligning the strong support of professional networks, business partners and executive teams to accomplish expertise in manufacture, sales, marketing and trading of various APIs and its Intermediates. Company is engaged in dealing of bulk drugs addressing to various high potential therapeutic segments. CSCL get its products manufactured on job work basis from facilities at Sambhal, Uttar Pradesh and few other locations in the country that enables it to produce wide range of APIs. He holds nerves of pharmaceutical APIs business and having in-depth knowledge about Industry, Market and products. He is well known face in amongst the APIs industries. He is great visionary with good sense of business. Keeping in view his qualification and his leadership qualities supported by experience, the Board of Directors in their meeting held on 2nd September 2025 on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Praveen Rastogi, as Managing Director for a subject to the approval of the shareholders on the following terms and conditions in compliance of Schedule V of the Companies Act, 2013

Period of Appointment: Five (5) years w.e.f. 02nd September, 2025

Remuneration: The proposed remuneration of the Managing Director shall be **₹36,00,000/- (Rupees Thirty-Six Lakhs only) per annum**, inclusive of salary, allowances, perquisites and other benefits as per the policy of the Company. The remuneration is in

line with the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013 and rules made thereunder.

Mr. Praveen Rastogi will also be entitled to yearly increment up to 10% p. a. of Total Remuneration as may be decided by the Board. Mr. Praveen Rastogi is not debarred from appointment pursuant to any order of SEBI or any other competent authority.

Necessary disclosure as required under Part II of Schedule V in connection with the payment of remuneration to Mr. Sameer Goel along with information as required under Secretarial Standards -2 and SEBI (LODR) Regulations 2015 and Secretarial Standards 2 forms part of this notice The above details shall also be treated as necessary memorandum under Section 190 of the Companies Act, 2013.

Information as required under Secretarial Standards -2 and Regulation 36 of SEBI (LODR) Regulations 2015 in respect of the aforesaid director is provided below:

Particulars	Details
Name	Mr. Praveen Rastogi
DIN	01414608
Date of Birth / Age	28/08/1979 46 Years
Date of First Appointment on the Board	01/12/2011
Designation	Managing Director
Qualifications	Bachelor's degree in commerce (B.com)
Experience & Expertise in Specific Functional Areas	He has 19 years of Experience in in the field of agro-farming, seeds processing and related filed.
Terms and Conditions of Appointment	As approved by members, liable to retire by rotation (if applicable)
Remuneration last drawn (FY 2024-25)	Rs. 21,37,500/-
Proposed Remuneration (FY 2025-26)	Rs.36,00,000 p.a. (inclusive of salary, allowances, perquisites & benefits)
Number of Board Meetings attended during FY 2024-25	[8] out of [8]
Directorships in other Companies (excluding foreign, private & Section 8 Companies)	4
Chairmanships / Memberships of Committees of other Companies	Nil
Shareholding in the Company (Equity)	6151341
Relationship with other Directors, Manager & KMP	None

The letter depicting the aforesaid is available for inspection by the members of the Company between hours of 11 a.m. and 1 p.m. on any working day except and other public holiday till 27th September, 2025 and will also be available at the meeting.

Statement containing required information as per Section II of Part II of Schedule V of the Companies Act, 2013.

	Details
Name	Mr. Praveen Rastogi
Background details	Bachelor's degree in commerce (B.com) He has 19 years of Experience in in the field of agro-farming, seeds processing and related filed
Past remuneration	Rs. 21,37,500/- per annum (FY 2024-25)
Recognition or awards	"Nil"
Job profile and suitability	19 years of Experience in in the field of agro-farming, seeds processing and related filed.
Remuneration proposed	Rs. 36,00,000 per annum (inclusive of salary, allowances, perquisites & benefits)

No person, as specified under Section 102(1)(a) of the Act, other than Mr. Praveen Rastogi, Mrs. Neha Rastogi (Sister of Mr. Praveen Rastogi), is in any way concerned or interested in this Resolution at item No. 7 proposed to be passed. The Board recommends the resolution No. 7 to be passed as Special resolution.

Item No. 8 – Approval of Related Party Transactions

The Company, in the **ordinary course of its business and on an arm's length basis**, has entered into various transactions with related parties, including the purchase and sale of goods, repayment of loans, and other routine business transactions.

During the financial year, the Company has entered into/continues to enter into related party transactions with the following entities/persons, with an **aggregate transaction value of approximately ₹100 crores on an ongoing basis**:

Nature of Transaction	Name of Related Party	Relationship / Remarks
Loan Repaid	Ms. Neha Rastogi	Relative of Director
Loan Repaid	Star Impex	Friends & Relatives
Purchases	Shree Balaji Enterprises	Enterprise where KMP has significant influence
Purchases	Praveen Aroma Pvt. Ltd.	Enterprise where KMP has significant influence
Purchases	Natural Herbals & Seeds	Enterprise where KMP has significant influence
Purchases	Vivek Enterprises	Enterprise where KMP has significant influence
Sales	Shree Balaji Enterprises	Enterprise where KMP has significant influence
Sales	Natural Herbals & Seeds	Enterprise where KMP has significant influence
Sales	Praveen Aroma Pvt. Ltd.	Enterprise where KMP has significant influence
Sales	Vivek Enterprises	Enterprise where KMP has significant influence

As per the provisions of **Section 188 of the Companies Act, 2013**, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval

of the shareholders is required for entering into such related party transactions where the value exceeds the prescribed thresholds.

The Audit Committee and the Board of Directors have reviewed and approved these transactions and recommend the same for the approval of the members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company, and their relatives, except to the extent of their shareholding interest, are in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 9 & Item No. 10 – Approval for Increasing Borrowing Limit under Section 180(1)(c) and Creation of Charge / Mortgage on Assets under Section 180(1)(a)

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution:

To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;

To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except.

The Board is of the view that in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to borrow money up to Rs. 100 Crores (Rupees One Hundred Crores Only) and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs. 100 Crores (Rupees One Hundred Crores Only). It is, therefore, required to obtain approval of members by Special Resolution under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and to create charge on the assets over the Company under the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

The Board recommends the Special Resolution set out at Item No. 9 & 10 of the Notice for approval by the Members.

Item No 11 - Approval of loans, investments, guarantee or security u/s 185 of Companies Act, 2013

The Company, in the ordinary course of business, may be required to support associate concerns or entities in which directors are interested by granting loans, providing guarantees, security or making investments. Section 185(2) of the Companies Act, 2013 along with Regulation 23 of the SEBI (LODR) Regulations, 2015 permits such transactions subject to approval of members by way of a special resolution with full disclosure of particulars.

The Company has already issued a corporate guarantee of ₹18.96 crore and provided one immovable property as collateral to Canara Bank on behalf of M/s Natural Herbal & Seeds, a partnership firm, for availing working-capital facilities. To provide flexibility for present and future requirements, the Board seeks members' approval for a limit of Rs. 100 crores.

Particulars	Details
Proposed Limit	Rs. 100,00,00,000 (Rupees Hundred Crore)
Beneficiaries	Companies / firms / bodies corporate in which director(s) are interested or deemed interested, including M/s Natural Herbal & Seeds
Nature of Facilities	Loans, investments, guarantees, security (including charge on Company assets)
Purpose	Working capital, business operations, or other bona fide business needs

The proposed enabling resolution will allow the Board to extend financial support quickly whenever needed, without compromising the Company's liquidity. All transactions will be at arm's-length terms and in compliance with the Act and applicable rules.

Directors may be deemed to be interested to the extent of their directorship/partnership/shareholding in the beneficiary entities. Apart from this, no other Director, Key Managerial Personnel or their relatives are concerned or interested in this resolution.

The Board recommends the **Special Resolution** set out at Item No. 11 of the Notice for approval by the Members

Item No.12 - Approval of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate u/s 186 of the Companies Act,2013.

As per the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting. In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for the same.

Directors may be deemed to be interested to the extent of their directorship/partnership/shareholding in the beneficiary entities. Apart from this, no other Director, Key Managerial Personnel or their relatives are concerned or interested in this resolution.

The Board recommends the **Special Resolution** set out at Item No. 12 of the Notice for approval by the Members

ANNEXURE TO NOTICE OF AGM

A. Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting [In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Statement as per Schedule V (third proviso of Section II of Part II) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Serial No.	Name of the Director	Mr. Sachin Rastogi
1.	DIN	05134858
2.	Date of Birth and Age	25/02/1976 37 Years
3.	Nationality	Indian
4.	Date of appointment on Board	01/12/2011
5.	Qualification & Expertise in specific functional area / Background details /Job profile and his suitability	Bachelor degree in Science (Bsc.) He has 9 years of Experience in the field of sale, consumer research and marketing considered necessary in general management and leadership roles.
6.	No. of shares held in the Company	18083
7.	Expertise in Specific Functional Area	Agro-farming, seeds processing and related field
8.	List of other listed Companies in which Directorships held as on 31st March, 2023	Nil
9.	Disclosure of relationship between Directors interest/Managerial Personnel	Not Related

Statement as required information as per Section II of Part II of Schedule V of the Companies Act, 2013

I. General Information

1. Nature of Industry:

Our Company is engaged in the business of developing, processing, grading and supplying of all kind of agricultural foundation and certified seeds and trading of Mentha Oil. Our Company is engaged in the whole process of processing in varieties of seeds, foundation seed and processing of the same into certified seeds.

2. Date or expected date of commencement of commercial production:

The Company was incorporated as a Private Limited Company under the Companies Act, 1956 on June 22, 1983 and the Certificate of Commencement of Business was granted. Since then, the Company had commenced its business.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

(Rs. in Lacs)

1. Financial Performance based on given indicators	Year ending 31.03.2025
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	Sales Turnover	9075.01
	Capital Employed	2,990.77
	Net worth	2838.06
	Profit after tax	182.53
2. Foreign Investments or Collaborations, if any	Not Applicable	

II. Information about the Appointee:

Mr. Sachin Rastogi

1) Background Details	Mr. Sachin Rastogi: aged 39 years, is non-executive Director Company. He holds the Bachelor degree in science. He is having 9 years of Experience in the field of sale, consumer research and marketing considered necessary in general management and leadership roles. He guides company in its growth strategies. He has been on the board of Company since December, 2011.
2) Past Remuneration	Remuneration comprises of salary, perquisites, retirement benefits and commission the details of which are: (Rs. Lacs) 2024-25 Basic Salary and allowances : 04.96 PF & Perquisites : 00.00 Commission : 00.00 Total : 04.96
3) Recognition Awards or	None
4) Job Profile and Suitability	He is non-executive having 13 years of Experience in the field of sale, consumer research and marketing considered necessary in general management and leadership roles. Hence his expertise will be useful for the company.
5) Remuneration proposed.	There is no change in remuneration
6) Comparative remuneration profile with respect to industry, size of the Company profile of the position and person(in case of expatriates the relevant details would be w.r.t. the country of his origin).	Remuneration package is commensurate with his competence, wide experience and responsibility in the Company and also with remuneration paid by comparable companies for similar positions.
7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Not Relation

Mr. Praveen Rastogi

1) Background Details	Mr. Praveen Rastogi: aged 46 years, is executive Director Company. He holds the Bachelor degree in Commerce. He is having 19 years of Experience in the field of sale, consumer research and marketing considered necessary in general management and leadership roles. He guides company in its growth strategies. He has been on the board of Company since December, 2011.
2) Past Remuneration	Remuneration comprises of salary, perquisites, retirement benefits and commission the details of which are: (Rs. Lacs) 2024-25 Basic Salary and allowances: 21.37 PF & Perquisites : 00.00 Commission : 00.00 Total : 21.37
3) Recognition or Awards	None
4) Job Profile and Suitability	He is an executive having 19 years of Experience in the field of sale, consumer research and marketing considered necessary in general management and leadership roles. Hence his expertise will be useful for the company.
5) Remuneration proposed.	
6) Comparative remuneration profile with respect to industry, size of the Company profile of the position and person(in case of expatriates the relevant details would be w.r.t. the country of his origin).	Remuneration package is commensurate with his competence, wide experience and responsibility in the Company and also with remuneration paid by comparable companies for similar positions.
7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Not Relation

III. Other Information

1. Reasons for inadequate profits

Industrial and Economic slowdown is the major reasons for the inadequate profits.

2. Steps taken or proposed to be taken for improvement

Company is exploring to venture into new related segments to widen the market.

3. Expected increase in productivity and profits in measurable terms

Even though the current industry situation is turning out to be stressful but our company is increasing the turnover and transaction for the better profits. Also the exploration of new ventures is to be seen in the positive light.

IV. Disclosures

1. All elements of remuneration package such as salary, benefits, bonuses, stock option, pension, etc.

The information and disclosures of the remuneration package of the Chairman and Managing Director have been mentioned in the Annual Report in the Corporate Governance Report and the proposed remuneration details are given in the notice in and the Explanatory Statement.

2. Details of fixed component and performance linked incentives along with the performance criteria

The Chairman is only entitled to commission in addition to the salary, perquisites and allowances, as mentioned above, with reference to the net profit of the Company in a particular financial year as may be determined by the Board of Directors at the end of each financial year subject to the overall ceilings as stipulated in Section 197 and all other applicable provisions of the Companies Act, 2013.

3. Service Contract, notice period, Severance fees

The information has been mentioned in the Annual Report in the Corporate Governance Report and the proposed remuneration details are given in the notice in the Explanatory Statement. He satisfies the conditions set out under section 196(3) of the Act for being eligible for his appointment and he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

4. Stock option details, if any

The Company does not have any stock option scheme.

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the venue.

DP-Id*		Folio No.	
Client-Id*		No. of shares	

Name and address of the Shareholder

Name and address of the Proxy holder

I/We hereby record my/our presence at the 41th Annual General Meeting of the Company held on **Saturday, 27th September, 2025 at 11:00 A.M.** at the Registered Office of the company at **DTJ-114, DLF Tower B, Jasola, South Delhi, New Delhi, Delhi, India, 110025**

Signature of Shareholder

Signature of Proxyholder

*Applicable for investors holding shares in electronic form.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]

Name of the Member's:
Registered Address:
Email-Id:
Folio No.:
DP-ID/Client-ID*:

*Applicable for shareholders holding shares in electronic form.

I/We, being the member(s) holding _____ shares of Continental Seeds and Chemical Limited, of Re. 10/- each hereby appoint

(1)Name: _____ of _____ having e-mail id _____ or failing him

(2)Name: _____ of _____ having e-mail id _____ or failing him

(3)Name: _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended in Proxy Form as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **41st Annual General Meeting of the Company**, to be held on **Saturday, 27th September, 2025 at 11:00 A.M** at **DTJ-114, DLF Tower B, Jasola, South Delhi, New Delhi, Delhi, India, 110025** and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

I wish my above Proxy to vote in the manner as indicated in the Box below:

S. No.	Resolutions	For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2025, the reports of the Board of Directors and Auditors thereon; and		
2.	To approve the appointment of M/s. Ajai shanker & Company, Chartered Accountants as the Statutory Auditors of the Company for a term of 5 years FY 2025-26 to FY 2029-30		
3.	Re-appointment of a Director Mr. Sachin Rastogi (DIN: 05134858)		
4.	Appointment of Mrs. Konika Goel (DIN: 11232007) as Independent Women Director (Non-Executive)		
5.	Approval of remuneration of M/s. P K & Associates, Cost Accountants		
6.	Appointment of M/s. KAD & Co., Company Secretaries as Secretarial Auditor		
7.	Appointment of Mr. Praveen Rastogi (DIN: 01414608) as Managing Director of the Company		
8.	Approval of Related Party Transactions		
9.	Approval for increasing the borrowing limit under section 180(1) (c) of the Companies Act, 2013		
10.	To create mortgage and/or charge on all or any of the movable and/or immovable properties of the company		
11.	Approval of loans, investments, guarantee or security u/s 185 of Companies Act, 2013		
12.	Approval of Members for increase in the limits applicable for making investments / extending loans		

and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate u/s 186 of the Companies Act,2013.

Signed this..... day of.....2025

Signature of Shareholder

Signature of first Proxy holder

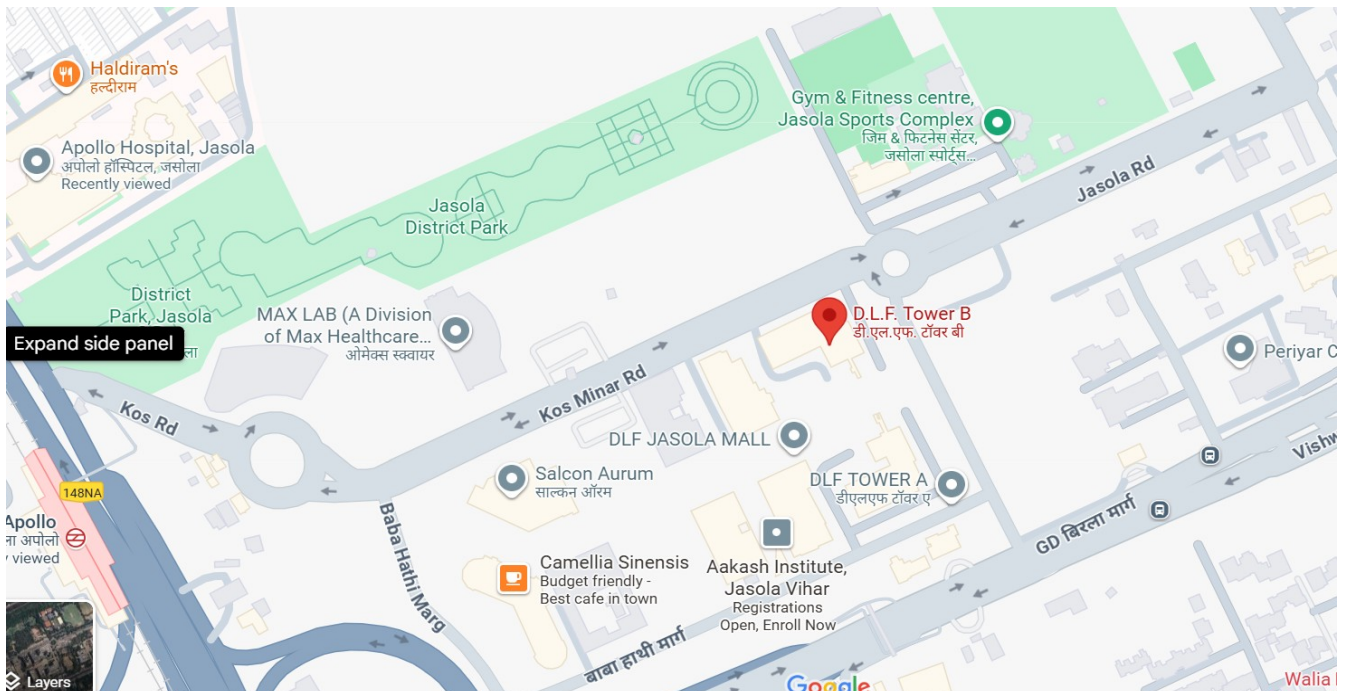
Signature of second Proxy holder

Signature of third Proxy holder

NOTES:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- *4. This is only optional. Please put a 'X' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be stated

MAP TO REACH VENUE FOR AGM OF CONTINENTAL SEEDS AND CHEMICAL LIMITED



DIRECTORS' REPORT

To the Members,

CONTINENTAL SEEDS AND CHEMICAL LIMITED

The Directors of the Company have pleasure in presenting the 41st Annual Report and Audited Statement of Accounts for the financial year ended 31st March, 2025.

1. FINANCIAL HIGHLIGHTS

Financial results of your Company for the year ended 31st March, 2025 are summarized below.

PARTICULARS	(₹ in lakhs)	
	2024-25	2023-24
Sales and Services	9075.01	9,767.91
Other Income	77.50	119.83
Total Revenue	9152.50	9,887.74
Total Expenditure	9085.59	10,125.07
Profit before Tax	219.78	79.88
Less: Tax Expenses		
Current Tax	41.25	25.49
MAT credit utilized	-	-
Net current tax	-	-
Earlier year Tax adjustment	-	-
Deferred Tax Assets	(4.00)	(12.22)
Profit/Loss After Tax	182.53	66.61
Add: Balance B/F from Previous year	263.39	225.18
Less: Issue of Bonus shares	-	-
Other adjustments	1.95	(28.40)
Balance Profit/(Loss) C/F to the next year	447.87	263.39

2. DIVIDEND

The Board of Directors do not recommend any dividend on Equity Share Capital for the year under review with a view to conserve resources and to plough back the profits for the Financial Year ended **31st March, 2025** and to strengthen the net working capital.

3. AUTHORIZED SHARE CAPITAL

During the financial year 2024-25, the Company increased its Authorised Share Capital from ₹120 lakhs to ₹220 lakhs, which consequently resulted in an increase in its Paid-up Share Capital

4. SHARE CAPITAL

The Paid-up Share Capital of the Company is Rs. 12.70 crore. During the financial year 2024-2025, the Company has issued equity shares pursuant to conversion of warrants, which has resulted in an increase in the paid-up share capital of the Company.

5. CHANGE IN NATURE OF BUSINESS, IF ANY

During the year under review, there has been no change in the nature of business of the Company.

6. DEPOSITORY SYSTEM

All the 12702538 equity shares of the Company are in dematerialized form as on March 31, 2025. None of the share of Company is held in physical mode.

7. LISTING

The Company's securities are listed on the following stock exchange

Name of Stock Exchange	Address	Scrip Code/Symbol
National Stock Exchange of India Limited (SME)	Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra(E), Mumbai, Maharashtra-400051	CONTI

8. CHANGE IN REGISTERED OFFICE WITHIN STATE:

During the year, there was no change in the Registered Office of the Company.

9. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

No unclaimed amount is pending to transfer in investor education fund.

10. DETAILS OF SUBSIDIARIES JOINT VENTURE OR ASSOCIATES

During the year under review, the Company does not have any subsidiaries or joint ventures or associate companies as defined under Companies Act, 2013 therefore, no such information is required to be furnished.

11. DEPOSITS

Company accepted deposits in violation of Section 73 of the Companies Act 2013. This arose from delays in settling the underlying transactions; the sums were received in the ordinary course of business and there was no intent to raise deposits. The Company is



reconciling and refunding/adjusting these balances, strengthening internal controls, and instituting regular reviews to prevent recurrence.

The Board confirms that corrective measures are underway and compliance with Section 73 and the Deposit Rules will be ensured going forward

12. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31ST MARCH, 2025 AND 02nd SEPTEMBER, 2025 (DATE OF THE DIRECTOR'S REPORT)

During the year under review and further in between 31st March, 2025 and 02, September, 2025, (Date of Director Report), there is no material changes which could affect the financial position of the company.

The other material announcements are also available on the website of the company at [www. www.continentalseeds.co.in](http://www.continentalseeds.co.in) and on NSE at www.nseindia.com.

13. ANNUAL RETURN

The Annual Return of the company as on 31.03.2025 is available on the website of the company and can be accessed at www.continentalseeds.co.in.

14. DIRECTOR'S & KEY MANAGERIAL PERSONNEL

Pursuant to Section 152 of the Companies Act, 2013, Mr. Sachin Rastogi, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Change in Directors and Key Managerial Personnel

There was no change in composition of Directors or Key Managerial Personnel during the financial year **2024-2025**.

15. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY

The Company has received necessary declarations from Mr. Vivek Kumar Mathur, Mr. Gopal Krishan Sharma and Mr. Prashant Rastogi, Independent Directors of the Company, under section 149(7) of the Companies Act, 2013 that they meet the criteria of Independence laid down in section 149(6) of the Companies Act, 2013 and regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

16. BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on Company / Business policy and strategy apart from other Board business. The notice of board/committee meetings containing detailed schedule, agenda and notes to agenda is circulated among board/committee members minimum seven days before the meeting to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the notice is sent on shorter period.

The Board of Directors duly met 8 (Eight) times during the financial year from 01.04.2024 to 31.03.2025. The dates on which the meetings were held are as follows:

S.No.	Types of Meeting	Date of Meeting
1.	Board Meeting	15/04/2025
2.	Board Meeting	29/05/2025
3.	Board Meeting	20/07/2025
4.	Board Meeting	06/09/2025
5.	Board Meeting	12/09/2024
6.	Board Meeting	06/11/2024
7.	Board Meeting	08/11/2024
8.	Board Meeting	01/02/2025

A. AUDIT COMMITTEE:

The Audit Committee comprises Mr. Sachin Rastogi Director of the Company, Mr. Gopal Krishan Sharma & Mr. Prashant Rastogi Independent Directors of the Company. All the recommendations made by the Audit Committee were accepted by the Board. The Committee duly met **four** times during the year and was attended by all the Committee Members. The details of the Audit Committee have outlined in the Corporate Governance Report, which forms part of this Report. The present composition of Audit Committee is as under:

Name of Directors	Designation
Mr. Prashant Rastogi	Chairman
Mr. Gopal Krishan Rastogi	Member
Mr. Sachin Rastogi	Member

Terms of Reference

*The powers, role and terms of reference of the Audit Committee cover the areas contemplated under **Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013**, along with other terms as referred by the Board.*

1. *To investigate any activity within its terms of reference.*
2. *To seek information from any employee.*
3. *To obtain outside legal or other professional advice.*
4. *To secure attendance of outsiders with relevant expertise, if considered necessary.*
5. *Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.*
6. *Recommending to the Board the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and fixation of audit fees.*
7. *Approval of payment to statutory auditors for any other services rendered by them.*



Reviewing with the management the annual financial statements before submission to the Board for approval, with particular reference to:

- a) *Matters required to be included in the Director's Responsibility Statement in terms of Section 134(3)(c) of the Companies Act, 2013.*
- b) *Changes, if any, in accounting policies and practices and the reasons for the same.*
- c) *Major accounting entries involving estimates based on management's judgment.*
- d) *Significant adjustments made in the financial statements arising out of audit findings.*
- e) *Compliance with listing and other legal requirements relating to financial statements.*
- f) *Disclosure of any related party transactions.*
- g) *Qualifications in the draft audit report.*

8. *Reviewing with the management the quarterly financial statements before submission to the Board for approval.*

9. *Reviewing with the management the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), including funds utilized for purposes other than those stated in the offer document/prospectus/notice, and the report submitted by the monitoring agency.*

10. *Reviewing with the management the performance of statutory and internal auditors and adequacy of internal control systems.*

11. *Reviewing the adequacy of internal audit function, including the structure of the department, staffing, seniority of the head of department, reporting structure, coverage and frequency of internal audit.*

12. *Discussion with internal auditors on any significant findings and follow-up thereon.*

13. *Reviewing the findings of any internal investigations into suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.*

14. *Discussion with statutory auditors before the audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.*

15. *To look into the reasons for substantial defaults in payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.*

16. *To review the functioning of the Whistle Blower mechanism.*

17. *Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function) after assessing the candidate's qualifications, experience and background.*

18. *Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.*

19. *Mandatorily reviewing the following information:*



- a. *Management discussion and analysis of financial condition and results of operations.*
- b. *Statement of significant related party transactions, as submitted by management.*
- c. *Management letters / letters of internal control weaknesses issued by statutory auditors.*
- d. *Internal audit reports relating to internal control weaknesses.*
- e. *Appointment, removal and terms of remuneration of the Chief Internal Auditor.*

20. *Reviewing the financial statements of subsidiary companies, if any.*

21. *Reviewing the composition of the Board of Directors of subsidiary companies, if any.*

22. *Reviewing the Vigil Mechanism (Whistle Blower) policy.*

23. *Reviewing on a quarterly basis the use/application of funds raised through an issue (public issues, rights issues, preferential issues, etc.) and on an annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.*

B. Additional Roles

In addition to the above, the Audit Committee also carries out the following functions as delegated by the Board:

- *Overseeing the Company's financial reporting process and disclosure of financial information to ensure correctness, sufficiency and credibility.*
- *Recommending the appointment/re-appointment of external and internal auditors, tax auditors, cost auditors, fixation of audit fees, internal audit fees, tax audit fees and approval of payment for any other services.*
- *Reviewing annual financial statements, half-yearly results, and reports before submission to the Board.*
- *Reviewing financial statements of investments made by unlisted subsidiary companies.*
- *Reviewing performance of external and internal auditors, and adequacy of internal control systems.*
- *Reviewing the adequacy of the internal audit function.*
- *Holding discussions with statutory auditors about nature and scope of audit and post-audit concerns.*
- *Approving appointment of Chief Financial Officer.*
- *Looking into reasons for substantial defaults in payments to depositors, debenture holders, shareholders and creditors, if any.*
- *Reviewing the use/application of funds raised through Public/Rights/Preferential Issues, if any.*

- Approval or modification of related party transactions.
- Reviewing and monitoring auditors' independence, performance and effectiveness of audit process.
- Scrutiny of inter-corporate loans and investments.
- Reviewing the Company's financial and risk management policies.
- Reviewing findings of internal auditors and following up on corrective actions.
- Valuation of undertakings or assets of the Company, wherever necessary.
- Reviewing functioning of the Whistle Blower / Vigil Mechanism.
- Evaluation of internal financial controls and risk management systems.

The Audit Committee during the year has also approved the overall framework for Related Party Transactions (RPTs), the Policy on Dealing with RPTs, the Policy on Materiality of RPTs, and the criteria for granting omnibus approval, in line with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

B. NOMINATION & REMUNERATION POLICY AND PARTICULARS OF EMPLOYEES

The Nomination and remuneration Committee comprises Mr. Sachin Rastogi Director of the Company, Mr. Gopal Krishan Sharma & Mr. Prashant Rastogi Independent Directors of the Company. The Committee duly met **4** times during the year and attended by all the Committee Members. The salient features covered in the Remuneration Policy have outlined in the Corporate Governance Report, which forms part of this Report.

The present composition of Nomination and Remuneration Committee is as under:

Name of Directors	Designation
Mr. Prashant Rastogi	Chairman
Mr. Gopal Krishan Rastogi	Member
Mr. Praveen Rastogi	Member

The terms of reference of Nomination and Remuneration Committee are given below:

- The Nomination and Remuneration committee recommends to the board the compensation terms of the executive Directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.

- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

17. EVALUATION OF BOARD PERFORMANCE

In terms of the provisions of the Companies Act, 2013 read with Rules issued there under and LODR, the Board of Director on recommendation of Nominations & Remuneration Committee have evaluated the effectiveness of the Board/Director(s) for financial year **2024-25**.

18. SEPARATE MEETING OF INDEPENDENT DIRECTORS

In accordance with Schedule IV of Companies Act, 2013 a separate meeting of the Independent Directors of the Company was held to;

- I. Review the performance of non-independent Directors and the Board as a whole;
- II. Review the performance of the Chairperson of the company taking into account the views of executive Directors and Non-Executive Directors;
- III. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

19. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required under Section 197 of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 requiring the names of top ten employees in terms of remuneration drawn and the name of every employee, who if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and Twenty lakh rupees is set out in **Annexure I** to this Report and is available on the website of the Company.

20. POLICY ON DIRECTOR APPOINTMENT AND REMUNERATION

The Company's policy on Directors' appointment and remuneration including criteria



for determining qualifications, positive attributes, independence of a Director and other matters provided under section 178(3) of the Companies Act, 2013 is available on the website of the Company.

21. SECRETARIAL STANDARDS

The company complies with all the applicable mandatory secretarial standards issued by the Institute of Company Secretaries of India.

22. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- (a) in the preparation of the annual accounts for the financial year ended **31st March, 2025**, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors have 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, 2025** and of the profit of the Company for the financial year ended **31st March, 2025**;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Directors have laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

23. AUDITORS

STATUTORY AUDITORS

M/s. Ajai Shanker & Company, Chartered Accountants (Firm Registration No. 002707C), have been appointed as the Statutory Auditors of the Company in Board Meeting Dated 8th November 2024 and EGM Dated 30th November 2024 to hold office till the conclusion of the 41st Annual General Meeting for the financial year 1st April, 2024 to 31st March, 2025. The Auditors have furnished a certificate under Section 141 of the Companies Act, 2013, confirming their eligibility for appointment. The Committee



also noted that the Companies Act, 2013 exempts the requirement of ratification of Auditors' appointment at every Annual General Meeting.

STATUTORY AUDITORS' REPORT

The Report of Auditors of the Company M/s. Ajai Shanker & Company, Chartered Accountants on the Audited Financial Statement of the Company for the year ended 31st March, 2025 forms part of this report. The Auditors Report contain qualified opinion on the standalone financial statement of the company. The Board's explanation on the Auditors' Qualification is as follow:

Explanation of Qualifications & Board's Response

Sr. No.	Auditor's Qualification / Observation	Management Explanation	Corrective Action Proposed
1	Non-use of accounting software with audit-trail (edit log) as mandated under Rule 3(1) of the Companies (Accounts) Rules, 2014.	The Company was in the process of migrating to upgraded ERP; the mandated feature was not fully operational in FY 2024-25. There was no intention to suppress or conceal records.	Migration to compliant software with built-in audit trail has been initiated and will be operational for FY 2025-26.
2	Debtors ₹776.01 lakh – no external balance confirmations; ₹167.59 lakh outstanding >3 years; no provision created.	These balances relate largely to long-standing business associates; continuous follow-up is in progress.	Independent confirmations being sought; ageing analysis to be monitored quarterly; suitable provisions/refunds will be recorded wherever recovery appears doubtful.
3	Sundry creditors balances subject to confirmation.	Delays occurred due to pending reconciliations with some vendors.	Vendor confirmations and reconciliations to be completed; a periodic review mechanism will be instituted.
4	Closing stock relied solely on management certification, no third-party verification.	Stock records and valuation were maintained internally; no material discrepancy noted historically.	Independent physical verification and valuation support will be arranged annually; controls on stock reporting to be tightened.
5	Corporate guarantee & collateral of ₹18.96 crore given on behalf	The guarantee was extended earlier for securing working capital of the related entity in the	The Board is seeking legal opinion and will take steps (including shareholder approvals or withdrawal of



	of related firm (Natural Herbal & Seeds) stated to be in potential violation of Sections 185 & 186.	ordinary course of business. Legal position on applicability is being reviewed.	guarantee) to ensure compliance.
6	Acceptance of deposits / deemed deposits under Sections 73-76.	Arises primarily from long-pending customer advances received in normal course of business; no intent to raise public deposits.	

Report on Frauds U/S 143 (12) of the Act

The Auditors during the performance of their duties have not identified any offence of fraud committed by the Company or its officers or employees. Therefore, no frauds have been reported to the Central Government under Section 143 (12) of the Act.

INTERNAL AUDITOR

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, during the year under review the Board has Appointment of M/s M/s Geeta & Co, Chartered Accountant, as an Internal Auditors of the Company for the year ended 31st March, 2025 and 31st March 2026, to review various operations of the company.

COST AUDITOR

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. P K & Associates, Cost Accountants (Firm Registration No. 001452) as the Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2025 as per the provisions of the section 148 of the Companies Act 2013.

24. ANNUAL SECRETARIAL COMPLIANCE REPORT

Your Company is listed on NSE EMERGE (SME) platform and in accordance with the Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the compliance with the provision as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall not apply on listed entity which has listed its specified securities on the SME Exchange.

Hence being an entity listed on SME Exchange, compliances under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are not applicable to the company.



25. CERTIFICATE FROM A COMPANY SECRETARY IN PRACTICE THAT NONE OF THE DIRECTORS ON THE BOARD OF THE COMPANY HAVE BEEN DEBARRED OR DISQUALIFIED FROM BEING APPOINTED OR CONTINUING AS DIRECTORS OF COMPANIES BY THE BOARD/MINISTRY OF CORPORATE AFFAIRS OR ANY SUCH STATUTORY AUTHORITY

As the Company is listed on NSE EMERGE (SME) platform and as per the Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the compliance with the provision as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall not apply on listed entity which has listed its specified securities on the SME Exchange.

Hence being an entity listed on SME Exchange, compliances under Regulation 34 Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e. Certificate from Practicing Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority, is not applicable to the company.

26. COMPLIANCE CERTIFICATE BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

The Managing Director and Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations, copy of which is attached to this Report as **Annexure- II**. The Managing Director and Chief Financial Officer also give half yearly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations

27. CERTIFICATE FOR TRANSFER OF SHARES AND RECONCILIATION OF SHARE CAPITAL

Pursuant to Regulation 40(9) of Listing Regulations, certificates on half-yearly basis, have been issued by a Company Secretary-in-Practice with respect to due compliance of share transfer formalities by the Company

28. CODE OF CONDUCT

The board of directors has never amended the code of conduct for directors and senior management of the company. The Code of Conduct is available on the website of the company

29. POLICY FOR PRESERVATION OF DOCUMENTS

Pursuant to the requirements under Regulation 9 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has approved and adopted the policy for preservation of documents and archival policy prescribing the manner of retaining the Company's documents and the time period up to certain documents are to be retained. The policy is available on the website of the company

30. RELATED PARTY TRANSACTIONS

The details of the related party transactions as required under Accounting Standard – 18 are set out in Note 2.10 to the financial statements forming part of this Annual Report. The particulars of every contract or arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain on arm length transactions under third proviso thereto are annexed in form AOC-2 under **Annexure III**. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website.

31. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of section 204 of the Companies Act 2013 and Rules made there under, the Company has appointed M/s M& Co., Company Secretaries to undertake the Secretarial Audit of the Company. The Company has annexed to this Board Report as **Annexure IV**, a Secretarial Audit Report given by the Secretarial Auditor.

32. MANAGEMENT DISCUSSIONS & ANALYSIS REPORT(MD&A)

The detailed Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34 of Listing Regulations is presented in a separate section forming part of this Report as **Annexure-V**.

33. LOANS, GUARANTEES AND INVESTMENTS

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

The Company is in violation of Section 185 of the Companies Act, 2013 as it has provided corporate guarantee along with property to Canara Bank on behalf of Natural Herbal & Seeds to the tune of Rs.18.96 Crore to obtain the credit facilities by the sister concern. In addition to the guarantee, the company has provided two properties registered in its name as collateral security to the Canara bank on behalf of Natural Herbal & Seeds.

The Board is seeking legal opinion and will take steps (including shareholder approvals or withdrawal of guarantee) to ensure compliance.

34. VIGIL MECHANISM

The Board of Directors of the Company have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015. The Company, through this policy envisages encouraging the Directors and Employees of the Company to report to the appropriate authorities any unethical behaviour, improper, illegal or questionable acts, deeds, actual or suspected frauds or violation of the Company's Code of Conduct for Directors and Senior Management Personnel. The Policy on Vigil Mechanism / Whistle blower policy may be accessed on the Company's website.

35. RISK MANAGEMENT POLICY

Risk Management policy is formulated in compliance with Regulation 21 of the SEBI (listing obligation and disclosure requirement) regulation 2015 and section 134 (3) (n) of the companies act 2013, which requires the company to lay down procedure for risk assessment and risk minimization. The board of directors, Audit committee and the senior management of the company should periodically review the policy and monitor its implementation to ensure the optimization of business performance, to promote the confidence amongst stakeholders in the process, plan and meet strategic objectives and evaluate, tackle and resolve various risks associated with the company. The business of the company is exposed to various risks, arising out of internal and external factors i.e. industry, competition, input, geography, financial, regulatory, other operational, information technology related other risks.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is as under:

The Company has always been conscious of the need for conservation of energy and has been sensitive in making progress towards this end. Energy conservation measures have been implemented at all the plants, offices of the Company and special efforts are being made on undertaking specific energy conservation projects, and Initiatives on technological changes with an emphasis on customer orientation has been sharpened. The Company is putting continuous efforts in acquisition, development, assimilation, and utilization of technological knowledge. Directors statement for conservation of energy, Technology absorption is annexed as **Annexure – VI**.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

	(₹ in lakhs)	
Total foreign exchange earnings and outgo	2024-25	2023-24
FOB Value of Exports	Nil	Nil
CIF Value of Imports	Nil	Nil
Expenditure in foreign currency	Nil	Nil

37. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant/material orders passed by any of the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

38. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

39. DEMATERIALIZATION OF SHARES

Trading in the Equity Shares of the Company is only permitted in the dematerialized form as per the Securities and Exchange Board of India (SEBI) circular dated May 29, 2000.

The Company has established connectivity with both the Depositories viz. National Security Depository Ltd. (NSDL) as well as Central Depository Services (India) Ltd. (CDSL) to facilitate the demat trading. As on **31st March, 2025**, 100% of the Company's Share Capital is in dematerialized form.

The Company's shares are regularly traded on Emerge-the SME Growth Platform of National Stock Exchange at Delhi.

40. CORPORATE GOVERNANCE

Pursuant to Regulation 27 of the LODR, Corporate Governance Report is Not Applicable to Company being SME.

41. CAUTIONARY STATEMENT

Statement in the management's discussions and analysis describing the Company's projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand-supply conditions, changes in government regulations, tax regimes and economic developments within the country and abroad and such other factors.

42. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016



During the year under review, there were no applications made or proceedings pending in the name of the company under the Insolvency Bankruptcy Code, 2016.

43. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS.

During the year under review, there has been no one-time settlement of loans taken from banks and financial institutions.

44. SUSTAINABILITY INITIATIVE

Company is conscious of its responsibility towards preservation of Natural resources and continuously takes initiative to reduce consumption of electricity and water.

45. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Directors confirm that: -

- a) In the preparation of the annual accounts for the financial year 2024-25, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- 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 at the end of the financial year and of the profit of the Company for the financial year;
- c) The Directors had taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act. They confirm that there are adequate systems and controls 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) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; 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.

46. ACKNOWLEDGEMENT

The Directors of the Company are grateful to all the stakeholders including the customers, bankers, suppliers and employees of the Company for their co-operation and assistance.



By order of the Board
For **Continental Seeds and Chemicals Limited**

Sd/-

PRAVEEN RASTOGI

Chairman and Managing Director

DIN: 01414608

Address: M-73 B, 1st Floor,

Malviya Nagar, New Delhi 110017

Sd/-

SACHIN RASTOGI

Director

DIN: 05134858

Address: H. No. 760 KOT SHARKI D

Ashink Sambhal UP 244302

Date: 02/09/2025

Place: New Delhi

**ANNEXURE-I****Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Ratio of Remuneration of each Director to the median remuneration of all the employees of Your Company for the Financial Year **2024-2025**:

Name of the Director	Total Remuneration	Ratio of Remuneration of Director to the Median Employee
Mr. Praveen Rastogi	2137500	9:1
Mr. Sachin Rastogi	496000	40:19

Notes:

Median remuneration of the Company for all its employees is Rs 2,37,802/- for the financial year 2024-25.

Details of percentage increase in the remuneration of each Director and CFO and Company Secretary in the Financial Year 2024-2025

Name	Remuneration		Increase %
	2023-24	2024-25	
Mr. Praveen Rastogi	1500000	2137500	42
Mrs. Nidhi Gupta	Nil	Nil	Nil
Mr. Sachin Rastogi	480000	496000	3.33
Mr. Prashant Rastogi	Nil	Nil	Nil
Mr. Gopal Krishan Sharma	Nil	Nil	Nil
Mr. Utpal Tandon	600000	600000	Nil
Mrs. Megha Jain	240000	240000	Nil

Notes:

During the year, your Company not pay the sitting fees of for attending the board and committee meeting. Therefore, there is no such remuneration for the non-executive independent director. The remuneration to Directors is within the overall limits approved by the shareholders.

**Percentage increase in the median remuneration of all employees in the financial year 2024-2025**

	2024-25	2023-24	Increase %
Median remuneration of all the employees per annum		20000	Nil

Number of permanent employees on the rolls of the Company as on March 31st, 2023.

Executive/Manager	28
Other employees	20

Explanation on the relationship between average no increase in remuneration and Company performance:

There is no increase in average remuneration of all employees in the financial year **2024-25** and there have been additional employees in the company to cater to growing business needs.

Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

There has been increase in the salary of Mr. Praveen Rastogi from 15 lakhs to 36 lakh p.a.

Details of share price and market capitalization etc.: Applicable

- A.** Comparison of average percentage increase in salary of employee other than the key managerial personnel and the percentage increase in the key managerial remuneration:

	2024-25	2023-24	Increase (%)
Average salary of all employees (other than key managerial personnel)	2,39,061	2,71,956	NA
Salary of Whole Time Director	NIL	Nil	NIL
Salary of Company Secretary	240000	240000	NIL

- B.** Key parameters for the variable component of remuneration No variable compensation are paid by the Company to its Directors.
- C.** The ratio of the remuneration of the highest paid Director to that of the Employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: Not Applicable

Affirmation: It is hereby affirmed that the remuneration paid during the year under review is as per the Remuneration Policy of the Company

ANNEXURE-II

Certification by Managing Director and Chief Financial Officer of the Company in terms of Regulation-33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year and year ended March 31, 2025.

Date: 29.05.2025

To,
The Board of Directors,
CONTINENTAL SEEDS AND CHEMICALS LIMITED
CIN: L01111DL1983PLC015969

Subject: Certificate as per Regulation 33 (2) (a) of the SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

In furtherance of the Audited Standalone Financial Results of Continental Seeds And Chemicals Limited (the Company) for the half year and year ended 31st March 2025, we, Mr. Praveen Rastogi, Chairman & Managing Director and Mr. Utpal Tandon, Chief Financial Officer of the Company do hereby declare and certify that the said financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

Kindly consider this in compliance with the provisions of Regulation 33 (2) (a) of the SEBI (Listing Obligations and Declaration Requirements) Regulations, 2015.

Sd/-
Praveen Rastogi
Chairman & Managing Director
DIN 01414608
Place: Delhi

Sd/-
Utpal Tandon
CFO

ANNEXURE-III

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

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

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

(Rs. In Lakh)

a)	Particulars										
b)	Name (s) of the related party & nature of relationship	Shree Balaji Enterprises (Entity where wife of director is a guarantor)		Praveen Aroma Pvt. Ltd. (Entity where KMP have significant influence)		Natural Herbal (Entity where KMP have significant influence)		Vivek Enterprises (Entity where KMP have significant influence)		Ms. Neha Rastogi	Star Impex
c)	Nature of contracts/arrangements/transaction	Purchase	Sale	Purchase	Sale	Purchase	Sale	Purchase	Sale	Loan Repaid	Loan Repaid
d)	Duration of the contracts/arrangements/transaction	Ongoing basis	Ongoing basis	Ongoing basis	Ongoing basis	Ongoing Basis	Ongoing basis	Ongoing basis	Ongoing basis	Ongoing basis	Ongoing basis
e)	Salient terms of the contracts or arrangements or transaction including the value, if any	1,863.22	1,901.02	1,384.20	1,443.07	2,201.49	2,613.73	1,620.76	1,250.18	0.95	65.00
f)	Date of approval by the Board										
g)	Amount paid as advances, if any										



ANNEXURE IV

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

[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,
Continental Seeds and Chemicals Limited
Address: DTJ-114, DLF Tower B, JASOLA,
New Friends Colony, New Delhi-110025
CIN-L01111DL1983PLC015969

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices of **Continental Seeds and Chemicals Limited** (hereinafter called the company) bearing CIN No.: L01111DL1983PLC015969. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification 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 year ended on **31st March 2025** 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 **Continental Seeds and Chemicals Limited** ("the Company") for the year ended on **31st March, 2025**.

According to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



तराई बीज

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.;
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018.
- (i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India
- b) The Listing Agreements entered into by the Company with Stock Exchange(s);

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- I. *The company has provided continuing corporate guarantee in violation of provisions of Section 185 & 186 on behalf of related partnership firm to the tune of Rs. 18.96 Crore to obtain the credit facilities.*
- II. *The Company has accepted deposits in terms of sections 73 to 76 of the Companies Act, 2013. Further, we are informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.*
- III. *It has been observed that Mr. Praveen Rastogi (DIN: 01414608) was appointed as the Managing Director of the Company; however, the Company has not re-appointed him upon completion of his tenure, and he continues to act as Managing Director without re-appointment. This is in contravention of the provisions of Section 196 of the Companies Act, 2013, which mandates that a Managing Director shall be appointed/re-appointed for a term not exceeding five years at a time and must be re-appointed with the approval of the Board and shareholders before the expiry of the tenure.*
- IV. *We further report that during the audit period, SEBI, vide order dated 29th November 2024 in the matter of Praveen Rastogi & Ors. v. Securities and Exchange Board of India, passed directions against the Company. The said order has been challenged before the Hon'ble SAT, which, vide interim order dated 6th January 2025, has stayed the operation of the SEBI order. The matter remains sub judice.*

We further report that subject to our observations:

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



तराई बीज

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

Decisions are taken with requisite majority and 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.

Save as aforesaid, we further report that during the audit period the Company has no other reportable specific events, actions having a major bearing on the Company's affairs in pursuance of the laws, regulations, guidelines, standards, etc. referred to above.

**For M& Co.
Company Secretaries**

**CS Maghisuddin
(Proprietor)
ACS-51216, C.P No.: 27850
PR: 6507/2025
FRN.: S2025DE1011000
UDIN: A051216G001097954**

**Place: New Delhi
Date: 28/08/2025**

Note: This report is to be read with our letter of even date which is annexed as '**Annexure A**' and forms integral part of this report



तराई बीज
Annexure A

To,
The Members,
Continental Seeds and Chemicals Limited
Address: DTJ-114, DLF Tower B, JASOLA,
New Friends Colony, New Delhi-110025
CIN-L01111DL1983PLC015969

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the company and for which we relied on the report of statutory auditor.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.

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

For M& Co.
Company Secretaries

CS Maghisuddin
(Proprietor)

ACS-51216, C.P No.: 27850

PR: 6507/2025

FRN.: S2025DE1011000

UDIN number: A051216G001097954

Place: New Delhi
Date: 28/08/2025

ANNEXURE-V

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Financial Review

The operating income of the Company for the financial year ended 31st March, 2025 stood at ₹9,075.01 Lakhs as against ₹9,767.91 Lakhs in the previous financial year ended 31st March, 2024. Despite a marginal decline in operating income, the Company has achieved a significant improvement in profitability, recording a net profit of ₹182.53 Lakhs as compared to ₹66.61 Lakhs in the previous year

Industry Overview for the Company

Agriculture

India continues to remain among the leading exporters of agricultural products globally. During the financial year 2024-25, agricultural exports increased by 6.4% year-on-year, rising from US\$ 48.8 billion in FY 2023-24 to US\$ 51.9 billion, thereby sustaining the upward momentum achieved after the historic peak of US\$ 53.2 billion in FY 2022-23.

The country's agricultural trade recorded a healthy surplus of US\$ 13.4 billion in FY 2024-25, with major contributions from marine products, basmati and non-basmati rice, spices, buffalo meat, sugar, and other processed items. Notably, in April 2025 alone, exports of agricultural and processed food products grew by 15% year-on-year, amounting to ₹18,169 crores (approx. US\$ 2.13 billion), driven by strong demand for rice, meat, and fruits.

The processed food and value-added segment continues to demonstrate significant growth potential. As of FY 2024, processed food exports were valued at US\$ 8 billion, with industry bodies (Deloitte & FICCI) emphasizing that innovation and strategic investments can substantially enhance India's position in the global food trade. The Government has also set an ambitious target of doubling agro-exports to US\$ 100 billion by 2030, supported by policy reforms, including phased relaxation of export restrictions on key commodities such as rice and sugar.

Despite abundant production and re-entry into global markets, rice prices remained under pressure due to high stockpiles and ample global supply. To address surplus management and strengthen sustainability, India diverted 5.2 million metric tonnes of rice towards ethanol production, aligning with its national ethanol blending programme.

At the regional level, initiatives by the Agricultural and Processed Food Products Export Development Authority (APEDA) played a key role in strengthening agri-exports. For instance, its programme at Varanasi Airport enabled Farmer Producer Organisations (FPOs), Farmer Producer Companies (FPCs), and exporters to expand their reach, raising the region's agricultural export volumes from negligible levels to over 1,000 metric tonnes in FY 2024-25.

Chemical



तराई बीज

The Indian specialty chemicals market continues to demonstrate strong momentum and is expected to maintain a double-digit growth trajectory. As of FY 2024-25, the industry is estimated to be valued at ~US\$ 40–42 billion, accounting for nearly 22% of India's overall chemicals and petrochemicals market. The sector is projected to grow at a CAGR of 11–12% over the medium term, driven by rising domestic demand, substitution of imports, and strong export performance.

Specialty chemicals remain a significant contributor to India's chemical trade, representing over 50% of chemical exports. India has emerged as a reliable global supplier, benefitting from the “China+1” diversification strategy of multinational corporations. Exports of specialty chemicals grew steadily in FY 2024-25, supported by demand in key segments such as agrochemicals, dyes and pigments, construction chemicals, and personal care ingredients.

According to CRISIL, Indian specialty chemical manufacturers recorded revenue growth of ~15% in FY 2024-25, following a period of moderation in FY 2023-24. This growth was driven by recovery in demand from end-user industries, improved realizations, and robust export orders. The industry's share in the global specialty chemicals market has now expanded to ~5%, up from 3–4% a decade ago.

Capital expenditure (capex) in the sector also remained buoyant. Investments during FY 2024-25 crossed ₹9,500 crores, reflecting continued capacity expansion and technology upgradation. This capex cycle is expected to sustain over the next 3–4 years, supported by rising domestic consumption and increasing global outsourcing opportunities.

Government policy initiatives have played a vital role in strengthening the industry. Measures such as mandatory BIS-like certification for imported chemicals to curb dumping, the Production Linked Incentive (PLI) scheme, and promotion of chemical parks and clusters are expected to provide a further boost. The Government of India has also highlighted the chemical sector as a key driver of manufacturing growth, with a target to increase its share to nearly 25% of the manufacturing GDP by 2025.

Mentha Oils:

Production: India remains the largest producer of Mentha oil, accounting for nearly 80% of global output. The financial year 2023-24 saw stable production levels, supported by favorable weather conditions.

Price Trends: Mentha oil prices have fluctuated due to varying demand from pharmaceuticals and personal care sectors but remained overall stable.

Export Performance: India maintained strong export volumes to key markets like the U.S., Europe, and Southeast Asia, solidifying its position in the global Mentha oil market.

Challenges: The industry faces challenges such as price volatility and the need for advanced processing technologies to improve oil quality and yield.

Critical Drug Intermediates and Active Pharmaceutical Ingredients (API):



तराई बीज

Strategic Importance: Critical drug intermediates and APIs are vital for India's pharmaceutical sector, which is one of the largest in the world. The financial year 2023-24 underscored the importance of self-reliance in API production, particularly in light of global supply chain disruptions.

Government Support: The government has launched various initiatives, including the Production Linked Incentive (PLI) scheme, to boost domestic manufacturing of APIs and reduce dependency on imports, especially from China.

Production and Growth: There has been a significant increase in the domestic production of APIs, with key focus areas including antibiotics, cardiovascular drugs, and anti-inflammatory agents.

Export Performance: India's API exports have remained strong, catering to major pharmaceutical markets globally. The sector is seeing increased investment in advanced manufacturing technologies to enhance production efficiency and product quality. **Challenges:** The industry continues to face challenges such as high production costs and the need for stringent regulatory compliance. Additionally, environmental concerns related to API manufacturing remain a critical area of focus.

The outlook for both Mentha oils and APIs is positive, driven by robust demand, government support, and India's growing capabilities in high-value chemical production. These segments are expected to continue contributing significantly to the overall growth of the chemicals sector in the coming years.

Sd/-

PRAVEEN RASTOGI

Chairman and Managing Director

DIN: 01414608

M-73 B, 1st Floor

Malviya Nagar, New Delhi 110017

Date: 02/09/2025

Place: New Delhi

Annexure VI

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is as under:

The Company has always been conscious of the need for conservation of energy and has been sensitive in making progress towards this end. Energy conservation measures have been implemented at all the plants, offices of the Company and special efforts are being made on undertaking specific energy conservation projects, and Initiatives on technological changes with an emphasis on customer orientation has been sharpened. The Company is putting continuous efforts in acquisition, development, assimilation, and utilization of technological knowledge.

FOREIGN EXCHANGE EARNINGS AND OUTGO: (Rs. Lakh)

Total foreign exchange earnings and outgo	2024-25	2023-24
FOB Value of Exports	Nil	Nil
CIF Value of Imports	Nil	Nil
Expenditure in foreign currency	Nil	Nil

Sd/-

PRAVEEN RASTOGI

Chairman and Managing Director

DIN: 01414608

M-73 B, 1st Floor

Malviya Nagar, New Delhi 110017

Date: 02/09/2025

Place: New Delhi

ANNEXURE-VII

Compliance Certificate by Managing Director and Chief financial officer of the Company in terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ending March 31, 2025.

We, the Undersigned's, in our respective capacity as Managing Director and CFO of the Company Continental Seeds and Chemicals Limited, do hereby certify the followings:

A. I have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

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

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

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

D. I have indicated to the auditors and the Audit committee

(1) significant changes in internal control over financial reporting during the year;

(2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Praveen Rastogi
Chairman & Managing Director
DIN 01414608
Place: Delhi

Sd/-
Utpal Tandon
CFO

INDEPENDENT AUDITORS' REPORT

To,
The Members,
Continental Seeds and Chemicals Limited
CIN: L01111DL1983PLC015969

Report on the Audit of Financial Statements

Qualified Opinion

1. We have audited the standalone financial statements of Continental Seeds and Chemicals Limited ("the Company"), which comprise the balance sheet as at 31st March 2025, the statement of Profit and Loss, statement of changes in equity and the statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion, except for the possible effects of the matter described in Basis for Qualified Opinion section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the act read with the Companies (Accounting Standards) Rules, 2021 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

- (i) The Company has not used accounting software having an audit trail (edit log) feature as mandated under Rule 3(1) of the Companies (Accounts) Rules, 2014 as amended w.e.f. 01.04.2023. Accordingly, the Company has not complied with the requirements to operate the audit trail feature throughout the year and preserve such logs. This non-compliance may impact auditability, data integrity and internal control assessments.
- (ii) The balance of Sundry Debtors as at March 31, 2025 amounts to ₹776.01 Lacs. The Company has not provided us with balance confirmations from the parties from whom these amounts are receivable. Out of the total outstanding

balance, a sum of ₹167.59 Lacs has been outstanding for more than three years. In our opinion, the receivables where no movement has taken place indicates a potential risk of non-recovery, and a provision for doubtful debts should have been created in the financial statements in accordance with the principles of prudence and Ind AS. Adjustments in relation to provision for doubtful debts are not ascertainable and will be provided on identification of such parties.

- (iii) The balances of Sundry Creditors as at March 31, 2025 are subject to confirmation.
 - (iv) The closing stock as at March 31, 2025, has been valued and certified by the management. We have relied on the figures of quantity and value as provided and certified by the management, as no independent verification or third-party valuation has been made available to us.
3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Key Audit Matters

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

Other Information

5. The Company's management and Board of Directors are responsible for 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. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
10. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

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

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure

about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

15. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
16. 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 except for the matters stated in paragraph 16(h) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
 - c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 15(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

- g) With respect to the adequacy of the Internal Financial Controls over financial reporting of the company and operating effectiveness of such controls are given in separate Report in “**Annexure-B**”.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigations which would impact its financial position.
 - (ii) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.
 - (iv) (a) The management has represented that, to the best of it’s knowledge and belief, other than as disclosed in the notes to the accounts, 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:
 - whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”), or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of it’s knowledge and belief, other than as disclosed in the notes to the accounts, 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:

- whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”), or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

(v) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

(vi) Based on our examination which included test checks and information given to us, the Company has used accounting software for maintaining its books of account, which *did not* have a feature of recording audit trail (edit log) facility throughout the year for all relevant transactions recorded in the respective software, hence we are unable to comment on audit trail feature of the said software.

17. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act

Date: 29th May, 2025

Place: Camp Office – New Delhi

For Ajai Shanker & Company

Chartered Accountants

FR No: 002707C

(CA. Ankit Sinha)

Partner

Membership No: 429058

UDIN:

ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 15 of Independent Auditor's Report of even date to the members of Continental Seeds and Chemicals Limited on the standalone financial statements as of and for the year ended March 31, 2025

In terms of the information and explanations sought by us and furnished by the Company, and the books of account and records examined by us during the course of our audit, and to the best of our knowledge and belief, we report that

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
- (b) As explained to us, the Property, Plant and Equipment of the Company have been physically verified by the Management during the year. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account. In our opinion, the frequency of verification is reasonable.
- (c) According to information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- (d) The Company has not revalued its Property, Plant, and Equipment (including Right of Use assets) or intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals. In our opinion, the coverage and procedure of such verification are appropriate. No discrepancies of 10% or more in the aggregate for any class of inventory were noticed.
- (b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks and financial institutions on the basis of security of current assets and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.
- (iii) According to the information and explanations given to us, the Company has provided a corporate guarantee to Canara Bank amounting to ₹18.96 Crores on

behalf of its related party, Natural Herbal & Seeds, a partnership firm for securing the credit facilities sanctioned to the said entity. In addition to the guarantee, the Company has also provided one immovable property, registered in its name, as collateral security to Canara Bank for the aforesaid credit arrangement.

- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has provided continuing corporate guarantee in violation of provisions of section 185 and 186 on behalf of related partnership firm M/s Natural Herbal & Seeds to the tune of ₹18.96 Crores to obtain the credit facilities.
- (v) The Company has accepted deposits or amounts which are deemed to be deposits from the public as per the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder. Further, we are informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any Tribunal (refer Note. 2.17)
- (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 in respect of the activities carried on by the Company.
- (vii) In respect of statutory dues:
 - (a) In our opinion, the Company is regular in depositing the undisputed statutory dues, including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, and other statutory dues, as applicable, with the appropriate authorities.
 - (b) There are no statutory dues of provident fund, employees' state insurance, service tax and cess which have not been deposited on account of any dispute. The particulars of other statutory dues referred to in sub-clause (a) as at March

31, 2025 which have not been deposited on account of a dispute, are as follows:

TDS Payable

Financial Year	Case	Amount in Lakhs	Remarks
2007-08	TDS DEMAND	2.38	Interest on short payment, Late filing
2008-09	TDS DEMAND	0.65	Interest on short payment, Late filing
2009-10	TDS DEMAND	0.13	Interest on short payment, Late filing
2010-11	TDS DEMAND	2.23	Interest on short payment, Late filing
2011-12	TDS DEMAND	1.13	Interest on short payment, Late filing
2013-14	TDS DEMAND	0.07	Late filing fee
2015-16	TDS DEMAND	0.03	Late filing fee
2016-17	TDS DEMAND	0.04	Late filing fee

Income Tax Payable

Financial Year	Case	Amount in Lakhs	Remarks
2019-20	Income Tax Appeal	59.26	DCIT Lucknow
2020-21	Income Tax Appeal	161.82	DCIT Lucknow
2022-23	Income Tax Appeal	4.56	DCIT Lucknow

GST Payable

Financial Year	Case	Amount in Lakhs	Remarks
2018-19	GST	77.08	GST Appeal filed with AC Appeal Moradabad
2020-21	GST	63.90	GST Appeal filed with AC Appeal Moradabad

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, it has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) On the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not obtained any term loans during the year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company since there is no utilisation of any term loan has been done during the year.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) 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 as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

(x) (a) During the year, the company has not raised any funds through initial public offer or further public offer (including debt instruments). However, the company has raised funds through preferential allotment of equity shares and issue of convertible warrants.

(x) (b) During the year, the company has made preferential allotment of equity shares and issued convertible warrants. As per the information and explanations provided to us and based on our verification of relevant documents, the company has complied with the provisions of Sections 42 and 62 of the Companies Act, 2013 with respect to the said allotments. Further, as explained to us, the funds raised have been applied for the purposes for which they were raised, namely for general corporate purposes. We have not observed any delay or default in the application of such funds. The company is also subject to Secretarial Audit under the provisions of the Companies Act, 2013, and we have placed reliance on the Secretarial Auditor's review in respect of compliance with applicable laws and utilisation of funds.

(xi) (a) During the course of our examination of books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of material fraud by the Company or

on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) According to the information and explanations given to us, no report under subsection (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.

(c) As informed to us, company has not received any whistle-blower complaints during the year.

(xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.

(xiv) (a) As informed to us, the Company has appointed M/s AMGK & Associates, Chartered Accountants, as its internal auditors. They were re-appointed in the last Annual General Meeting and their term is valid up to 31st March, 2025. Based on our understanding of the business operations, organizational structure, and size of the Company, the internal audit system, as represented, appears to be commensurate with the size and nature of its business.

(b) During the course of our audit for the financial year 2024-25, no internal audit reports were provided to us for our review. Furthermore, no payment has been made or provision recorded in the books of account towards internal audit fees for the said financial year. Accordingly, we were unable to consider the internal audit reports in the conduct of our statutory audit.

(xv) In our opinion, the Company has not entered into any non-cash transactions

with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) 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 any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year. Accordingly, clause 3(xvii) of the Order is not applicable.

(xviii) During the year under audit, M/s PMAS and Associates LLP, Chartered Accountants, the statutory auditors of the Company. The resignation was submitted to the Board of Directors and the same was duly filed with the Registrar of Companies and intimated to the Stock Exchange(s), as per regulatory requirements. We have examined the reasons provided by the outgoing auditors in their resignation letter and noted that no specific issues, objections, or concerns were raised by them which would have had a material impact on the financial reporting or necessitated our further consideration during the course of our audit. Accordingly, we confirm that we have taken into consideration the circumstances and disclosures surrounding the resignation while conducting our audit.

(xix) On the basis of the financial ratios (Also refer Note 2.21) to the standalone

financial statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone 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, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report. CFS not applicable to this Company. Accordingly, clause 3(xxi) of the Order is not applicable.

Date: 29th May, 2025

Place: Camp Office – New Delhi

For Ajai Shanker & Company

Chartered Accountants

FR No: 002707C

(CA. Ankit Sinha)

Partner

Membership No: 429058

UDIN:

ANNEXURE-B TO THE INDEPENDENT AUDITORS' REPORT ON THE FINANCIAL STATEMENTS

Referred to in paragraph 16(g) of the Independent Auditor's Report of even date to the members of Continental Seeds and Chemicals Limited on the standalone financial statements for the year ended March 31, 2024

Report on the Internal Financial Controls over Financial Reporting under Clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of CONTINENTAL SEEDS AND CHEMICALS LIMITED ("the Company") as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing as specified 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.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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:
 - (i) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
 - (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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
 - (iii) provide reasonable assurance regarding prevention or timely detection of

unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date: 29th May, 2025

Place: Camp Office - New Delhi

For Ajai Shanker & Company

Chartered Accountants

FR No: 002707C

(CA. Ankit Sinha)

Partner

Membership No: 429058

UDIN: **25429058BMKQBM8523**

COMPANY OVERVIEW

Continental Seeds And Chemicals Limited (hereinafter refers to "The Company") is a company limited by shares, having CIN L01111DL1983PLC015969 was incorporated in June 1983. The Company is basically engaged in the sale, purchase and cultivate of wheat, paddy, cereals, mentha oil and seeds of all kind. Equity shares of the company are listed and admitted on exchange on the SME Platform of NSE ('NSE EMERGE') w.e.f. 03.04.2018.

NOTE NO.1: SIGNIFICANT ACCOUNTING POLICIES AS AT 31ST MARCH, 2025:

1.1(a) Basis of Preparation of Financial Statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Accounting policy has been consistently applied except where a newly issued accounting standard is initially adopted.

(b) Use of Estimates

In preparing the financial statements in conformity with Ind AS, management is required to make judgements, estimates and assumptions that may affect the reported amounts of assets and liabilities and the disclosure of contingent assets & liabilities as at the date of financial statements and the amounts of revenue and expenses during the reported period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of facts and circumstances as at the date of the financial statement. Actual results could differ from those estimates. Estimates and underlying assumption are reviewed on an ongoing basis. Any revision to such estimates is recognised in the period in which the same is determined.

(c) Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

(d) Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are not recognised in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

1.2 Valuation of Inventories

(i) Inventory

Inventory is measured at the lower of cost or net realizable value.

Cost of inventory consumed is arrived at using the FIRST IN FIRST OUT (FIFO) method. The cost comprises the cost of obtaining the raw material after net of refundable duty (if any), but inclusive of freight and other direct expenses incurred to bringing such raw material to the place of processing or present location.

(ii) Finished Goods

Finished Goods are measured at the lower of cost or net realizable value.

Finished goods are valued on the full absorption cost basis and the cost comprises the cost of raw material consumed, Direct Expenses and appropriate overhead expenses incurred in bringing such finished goods to their present condition.

1.3 Cash Flow Statements

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

1.4 Revenue Recognition

Revenue is recognized when the significant risks and rewards of ownership of goods have been passed to the buyer and seller retains no effective control of goods transferred and also no significant uncertainty exist regarding consideration amount & its ultimate collection. Revenue from operation includes sale of services, service tax and sales during trial run period adjusted for discounts (net) and gain/loss on corresponding hedge contracts.

When goods or services are exchanged or swapped for goods or services which are of a similar nature and value, the exchange is not regarded as a transaction which generates revenue.

- Other Income

Interest income is 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.

1.5 Property, Plant and Equipment

Fixed Assets are stated at their original cost less accumulated depreciation and impairment loss, if any. Cost comprises the acquisition price, Taxes, Duties, Freight, insurance and any other incidental costs of bringing the assets to their working condition for their intended use. In respect of projects involving construction, related pre-operational expenses form part of the value of assets capitalized.

Costs/expenses incurred on or in relation to Tangible & Intangible Assets, which are not put to use or are not ready for their intended use or which are under construction are classified under Capital Work-in-Progress & Intangible assets under development.

Subsequent expenditures related to an item of fixed asset are added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is provided on 'Written Down Value' based on useful life as prescribed under Schedule II of the Companies Act 2013. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. The estimated useful lives of assets are as follows:

- Building: 60 years
- Plant and Machinery: 15 years
- Office Equipment: 5 years
- Computer Equipment: 3 years
- Furniture and Fixture: 10 years
- Vehicles: 8-10 years

Derecognition

The carrying amount of an item of property, plant and equipment is derecognised on disposal or when no future benefits are expected from its use or disposal. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

1.6 Leases

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for short-term and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these

leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

1.7 FINANCIAL INSTRUMENTS

(i) Initial recognition and measurement:

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

(ii) Subsequent measurement

(a) Non-derivative financial instruments

- Financial assets carried at amortised cost

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

- Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

- Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

- Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(b) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

(c) Convertible Warrants

In accordance with Ind AS 32, "Financial Instruments: Presentation," and Ind AS 109, "Financial Instruments," the remaining upfront payment, pertaining to the outstanding warrants, is classified as a financial liability in the financial statements, as the Company has a contractual obligation to deliver equity shares or refund the amount if the warrant holders do not exercise the conversion option within the stipulated period. This liability is measured at amortized cost and will be reclassified to equity upon exercise of the warrants or recognized as income if forfeited after the 18-month period.

1.8 Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

1.9 Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

For financial assets and liabilities maturing within one year from the balance sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

1.10 Impairment

a. Financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

b. Non-financial assets

- Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

1.11 Employee Benefits

The company has various schemes of retirement benefits such as Gratuity, leave encashment.

(i) Short Term: Short term employee benefits are recognized in the year during which the services have been rendered.

(ii) Long Term:

- Leave Encashment - The Company has provided for the liability at year end on account of accumulated earned leave as per policy of the company.

- Gratuity - The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan'), covering eligible employees. Gratuity liability is determined by the management.

1.12 Earning Per Share

Basic earning per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed to be converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

1.13 Taxation

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The income tax provision for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year. Tax benefits of deductions earned on exercise of employee share options in excess of compensation charged to income are credited to share premium.

1.14 Provisions, Contingent Liabilities and Contingent Assets

a. Provisions:

A provision is recognized when the company has a present obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are not discounted to their present value and are recognized based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best efforts.

b. Contingent Liability

Contingent liability is disclosed for

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

Contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

Note 2: ADDITIONAL NOTES TO BALANCE SHEET AND STATEMENT OF PROFIT & LOSS AS AT 31ST MARCH, 2025:

2.1 Note 3 to 29 are annexed to and form integral part of balance sheet, statement of profit & loss & cash flow statement.

2.2 Previous year figures have been regrouped, reclassified and rearranged wherever necessary to make them comparable with the current year figures.

2.3 As explained by the management, physical verification of inventories has been conducted at regular intervals and no material discrepancies were observed.

2.4 In the opinion of the management current assets, loans and advances have a value on realization in the ordinary course of business; however, the balances of sundry debtors, creditors and loans & advances are subject to confirmation & adjustments, if any, required upon such confirmations are not ascertainable and hence not provided for.

Certain balances of Sundry debtors to Rs 776.01 Lakhs were outstanding as on 31/03/2025, out of said balance Rs. 167.59 Lakhs is more than 3 years old. The confirmations from the parties to whom these amounts to be received has not been made available. Out of such debtors, provision for doubtful debts should be recognized in respect of debtors, outstanding for a period of three years or more where no movement has taken place and no confirmations are available. Though the Management has certificated that no provision is required to be made for debtor's o/s more than 3 years, since these amounts will be realized in the current financial year, however we are of the view that the said amount should be written off.

Adjustments if any are not ascertainable and will be provided on identification of such parties.

2.5 Issue of Convertible Warrants and Equity Shares on Preferential Basis

During the financial year [2024-25], the Company undertook a preferential issue of securities, as approved by the shareholders at the Extra-Ordinary General Meeting (EGM) held on August 14, 2024, in accordance with Sections 23(1)(b), 42, and 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations).

a) Issue of Convertible Warrants

(i) The Company issued 99,99,000 convertible warrants at an exercise price of ₹29 per warrant (including a premium of ₹19 per warrant) on a preferential basis to the following allottees:

S. No.	Name of Allottee	Category	No. of Warrants
1.	Praveen Rastogi	Promoter	49,99,500
2.	Eminence Global Fund	Public	16,99,830
3.	North Star Opportunities Fund	Public	15,99,840
4.	Ag Dynamic Fund (now Multitude Growth Funds Limited)	Public	16,99,830
Total			99,99,000

(ii) As per the terms of the issue, an upfront payment equivalent to 25% of the total consideration (₹7.25 per warrant) was received from the allottees at the time of subscription, amounting to ₹7,24,92,750. The balance 75% (₹21.75 per warrant) is payable at the time of exercising the conversion option within 18 months from the date of allotment. The warrants are convertible into equity shares of face value ₹10 each at the option of the warrant holders.

(iii) During the year, Multitude Growth Funds Limited (formerly Ag Dynamic Fund) exercised the conversion option for 16,99,830 warrants by paying the balance 75% consideration amounting to ₹3,69,71,303. Consequently, on February 1, 2025, the Company allotted 16,99,830 equity shares of face value ₹10 each at a premium of ₹19 per share to Multitude Growth Funds Limited. These equity shares rank pari-passu with the existing equity shares of the Company in all respects, including dividend entitlement, and are subject to lock-in as per SEBI ICDR Regulations.

(iv) As of March 31, 2025, 82,99,170 convertible warrants remain outstanding, pending exercise of the conversion option by the respective warrant holders. In case the warrant holders do not exercise the conversion option within 18 months from the date of allotment, the upfront consideration paid (25%) shall be forfeited, and all rights attached to such warrants shall lapse.

b) Issue of Equity Shares on Preferential Basis

(i) The Company also issued 9,99,900 equity shares of face value ₹10 each at an issue price of ₹29 per share (including a premium of ₹19 per share) on a preferential basis to the following non-promoter public category allottees:

S. No.	Name of Allottee	Category	No. of Equity Shares
1.	Shine Star Build-Cap Pvt Ltd	Public	2,49,975
2.	SSNK Consultancy Services Pvt Ltd	Public	1,99,980
3.	Divine Comex Enterprises Pvt Ltd	Public	1,99,980
4.	WCA Services Pvt Ltd	Public	2,99,970
5.	Priyamvada Singh	Public	49,995
Total			9,99,900

(ii) The total consideration of ₹2,89,97,100 was received in full (100%) at the time of subscription. These equity shares were allotted within 15 days from the date of shareholder approval, i.e., August 14, 2024, and rank pari-passu with the existing equity shares of the Company in all respects, including dividend entitlement. The shares are subject to lock-in as per the provisions of SEBI ICDR Regulations and will be listed on the National Stock Exchange (NSE), where the Company's equity shares are currently listed.

c) Valuation and Regulatory Compliance

The issue price of ₹29 per equity share/warrant was determined based on the higher of the following, as per Regulation 164(1) and 166A of the SEBI ICDR Regulations:

- 90 trading days volume-weighted average price (VWAP) of ₹25.94; or
- 10 trading days VWAP of ₹28.59 preceding the relevant date (July 15, 2024).

A valuation report from an independent registered valuer was obtained, confirming the fair value of the equity shares at ₹28.59 per share, as the issue resulted in an allotment of more than 5% of the post-issue fully diluted share capital. The Articles of Association of the Company do not prescribe a higher floor price. The issue price of ₹29 per share/warrant was fixed in compliance with SEBI ICDR Regulations.

d) Increase in Authorised Share Capital

To facilitate the above issuances, the Authorised Share Capital of the Company was increased from ₹12,00,00,000 (1,20,00,000 equity shares of ₹10 each) to ₹22,00,00,000 (2,20,00,000 equity shares of ₹10 each) by creating an additional 1,00,00,000 equity shares of ₹10 each, as approved by the shareholders at the EGM held on August 14, 2024.

e) Utilization of Proceeds

The proceeds from the preferential issue of convertible warrants and equity shares are intended to be utilized for general corporate purposes, as per management’s disclosure. As of March 31, 2025, the proceeds have been fully utilized as per the stated objectives.

f) Other Disclosures

- The allotments were made in dematerialized form, and necessary filings, including Form PAS-3, were completed with the Registrar of Companies.
- In-principle approval for the issuance was obtained from the National Stock Exchange (NSE) on September 2, 2024.
- The Company has complied with all applicable provisions of the Companies Act, 2013, SEBI ICDR Regulations, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The results of the remote e-voting and e-voting at the EGM were announced within two working days from the conclusion of the EGM and were made available on the Company’s website and communicated to NSE and NSDL.

2.6 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

(Rs. In Lakhs)

Particulars	31 st March, 2025	31 st March, 2024
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	Nil	2.23
Principal amount due to micro and small enterprises	Nil	1.89
Interest due on above	Nil	0.34

The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	0.34
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	Nil	0.34

2.7 Repayment Schedule of Non-Current Long-Term Borrowings

Year	Business Loan	Term Loan
2025-26	-	55,84,465.81
2026-27	-	32,57,538.00
2027-28	-	-

2.8 Auditors Remuneration

Particulars	Year ended on	
	31 st March, 2025	31 st March, 2024
Statutory Audit	4.50	2.00
Tax Audit	1.00	1.00
Total	5.50	3.00

2.9 Revenue Recognition

Particulars	Year ended on	
	31 st March, 2025	31 st March, 2024
Revenue Generating Transactions	1867.00	2,047.79
Non-Revenue Generating Transactions	7208.00	7,720.12
Total	9075 .00	9,767.91

2.10 Financial Instruments by Category

Particulars	Year ended on	
	31 st March, 2025	31 st March, 2024
Trade Receivables	776.01	508.67
Cash and Cash equivalents	13.21	7.61
Other Financial Assets- Non Current	17.65	17.13
Trade Payables	107.12	229.94
Non- Current Borrowings	98.42	167.32
Borrowings	302.19	299.12
Other Financial Liabilities	90.14	134.5

2.11 Related Party Transactions

A. List of Related Parties and Relationships

S. No.	Particulars	Status	Relationship
1	Praveen Aroma Pvt Ltd	Company	Enterprises where KMP having significant influence
2	Natural Herbal & Seeds	Partnership Concern	Enterprises where KMP having significant influence
3	Shree Balaji Enterprises	Proprietorship	Enterprises where wife of director is Guarantor
4	Vivek Enterprises	Proprietorship	Enterprises where KMP having significant influence
5	Shri Praveen Rastogi	Managing Director	Key Management Person
6	Shri Sachin Rastogi	Non-Executive Director	Key Management Person
7	Prashant Rastogi	Non-Executive Director	Key Management Person
8	Utpal Tandon	Chief Financial Officer	Key Management Person
9	Nikita Jain	Company Secretary	Key Management Person
10	Neha Rastogi	Relative of Director	Enterprises where KMP having significant influence
11	Vivek Kumar Varshney	Relative of Director	Enterprises where KMP having significant influence
12	Star Impex	Partnership Concern – Friends and Relative	Enterprises where KMP having significant influence

B-Transactions

Transactions	Enterprises where KMP having significant influence		Key Management Persons / Remarks
	Particulars	Amount (Rs. In Lakhs)	
Remuneration	Director	23.75	Praveen Rastogi

	Non-Executive Director	4.96	Sachin Rastogi	
Salary	CFO	5.98	Utpal Tandon	
Salary	CS	2.40	Nikita Jain	
Rent Paid	Nil	Nil	Nil	
Rent Received	Natural Herbals & Seeds	1.41	Natural Herbal and Seeds	
	Shree Balaji Enterprises	0.28	Shree Balaji Enterprises	
Loan Received	Nil (Nil)	Nil	Nil	Nil
Loan Repaid	Neha Rastogi	0.95	Relative of Director	
	Star Impex	65.00	Friends and Relatives	
Purchases	Shree Balaji Enterprises	1,863.22 (1,865.56)	Current Financial Year Previous Financial Year	
	Praveen Aroma Pvt Ltd	1,384.20 (2,142.25)	Current Financial Year Previous Financial Year	
	Natural Herbals & Seeds	2,662.95 (2,201.49)	Current Financial Year Previous Financial Year	
	Vivek Enterprises	1,620.76 (1,781.93)	Current Financial Year Previous Financial Year	
Sale	Shree Balaji Enterprises	1,901.02 (1,785.95)	Current Financial Year Previous Financial Year	
	Natural Herbals & Seeds	2,613.73 (2,135.60)	Current Financial Year Previous Financial Year	
	Praveen Aroma Pvt Ltd	1,443.07 (1,950.99)	Current Financial Year Previous Financial Year	
	Vivek Enterprises	1,250.18 (1,847.58)	Current Financial Year Previous Financial Year	

2.12 During the F.Y. 2024-25 company has not provided any liability for employee benefits in terms of leave encashment.

2.13 Detail of Sale and Purchase of goods

Particulars	Purchases	Sales
Agro Commodity	7729.86	7807.08
D.M.O & Menthol	732.39	41.40
Mentha Oil	28.19	20.29
Cattle Fees and Others	135.28	178.54
Total	8625.72	8047.31

2.14 Earning Per share

S.No.	Particulars	As on	
		31 st March, 2025	31 st March, 2024
1	Profit after tax attributable to Ordinary Shareholders	182.53	66.61
2	Weighted Average No. of Equity Shares Outstanding during the year	1,27,02,538	1,00,02,808
3	Nominal value of Ordinary Shares	10	10
4	Basic/Diluted Earning per Share	1.44	0.52

2.15 Tax Expenses

Particulars	As on	
	31 st March, 2025	31 st March, 2024
<u>Current Taxes</u>		
Income Taxes	41.25	25.49
Deferred Taxes Liability/ Assets	3.99	12.22

2.16 Contingent Liabilities

(1) Bank Guarantee

The Company is in the violation of Section 185 of the Companies Act, 2013 as it has provided corporate guarantee along with property to Canara Bank on behalf of Natural Herbal & Seeds to the tune of Rs.18.96 Crore to obtain the credit facilities by the sister concern. The Said firm for which corporate guarantee and property is given is under stress, however since account is not classified as NPA, no provision for contingent liability is booked.

In addition to the guarantee, company has provided one property registered in its name as collateral security to the Canara bank on behalf of Natural Herbal & Seeds.

(2) Pending Litigations

The following litigations are pending as on the Balance Sheet date, against which the company has filed appeals and the matters are under adjudication before the respective appellate authorities. Based on the legal opinion and the merits of the cases, the management believes that there are fair chances of favorable outcomes and hence no provision is considered necessary at this stage. The summary of such contingent liabilities is as under:

S. No.	Department	Financial Year	Amount Involved (Rs. in Lakhs)	Forum/Authority	Case Status
1	SEBI	2019-20	10.00	Securities Appellate Tribunal, Mumbai	Appeal filed and stay granted
2	Income Tax	2019-20	59.26	Deputy Commissioner of Income Tax (DCIT), Lucknow	Appeal filed
3	Income Tax	2020-21	161.82	Deputy Commissioner of Income Tax (DCIT), Lucknow	Appeal filed
4	Income Tax	2022-23	4.56	Deputy Commissioner of Income Tax (DCIT), Lucknow	Appeal filed
5	GST	2018-19	77.08	Assistant Commissioner (Appeals), Moradabad	Appeal filed
6	GST	2020-21	63.90	Assistant Commissioner (Appeals), Moradabad	Appeal filed

Total Amount Involved: Rs. 376.62 Lakhs

The outcome of the above matters is dependent on future developments and final decisions by the respective authorities. The company is vigorously contesting these matters and is confident of a favorable outcome.

2.17 Acceptance of Deposit

The Company is in violation of Section 73 of the Companies Act, 2013 read together with the Companies (Acceptances of Deposits) Rules, 2014 as it has taken advances from customers amounting to Rs. 81.13 lacs having outstanding balances of more than 365 days. In terms of Rule 2(1)(xii)(a) such advances are liable to be treated as deposits reads together with section 73 of the Companies Act, 2013 hence the Company is in violation of same.

2.18 Purchase from Unregistered Parties

The company is dealing in Mentha oil which is purchased from farmers, payments for which are being made in cash. Due to the nature of business of the company, it is difficult to verify the coverage of expenditure u/s 40A(3).

2.19 During the financial year, the Company has sold Land situated at Orai, Uttar Pradesh to various persons worth Rs 157.83 Lacs, on which profit of Rs. 156.11 lac is shown in books. Since this income is exceptional and not in line with the Company primary business, hence this is shown under exceptional item.

2.20 There are several cases of GST & Income Tax against the Company, however in most of the cases either demand is not confirmed and/or appeal is filled by the Company, therefore in lack of specific figure we are unable to figure out the exact liabilities (if any) arise against the Company.

2.21 Various Ratios are enclosed in Annexure C

As per our report of even date

For **AJAI SHANKER AND COMPANY**

Chartered Accountants

FRN 002707C

For and on behalf of Board of Directors

(CA. ANKIT SINHA)

Partner

M. No. 429058

Date:

Place: Camp Office – New Delhi

(PRAVEEN RASTOGI)

Director

DIN: 01414608

(SACHIN RASTOGI)

Director

DIN: 05134858

Balance Sheet as at 31st March, 2025

(₹ in lakhs)

Sr.No.	Particulars	Note No.	As At	As At
			31.03.2025	31.03.2024
I.	ASSETS			
1	Non-Current Assets			
1.1	Fixed Assets			
	Property, Plant & Equipment	3	1,528.84	1,565.73
	Right of Use Assets		-	-
	Investment Property		-	-
	Capital Work in Progress		-	48.88
1.2	Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables	4	167.59	167.59
	(iii) Loans		-	-
	(iv) Other Financial Assets	5	17.65	17.13
1.3	Deferred Tax Assets (Net)	6	33.54	29.55
1.4	Other Non-Current Assets	7	20.00	25.00
	Total Non- Current Assets		1,767.62	1,853.87
2	Current Assets			
2.1	Inventories	8	986.98	315.30
2.2	Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables	4	608.43	341.08
	(iii) Cash and Cash Equivalents	9	13.21	7.61
	(iv) Bank Balances (Deposites with maturity upto 12 months)		-	-
	(v) Loans		-	-
	(vi) Other Financial Assets	10	2.28	0.53
2.3	Other Current Assets	11	283.73	135.16
	Total Current Assets		1,894.63	799.68
	Total Assets		3,662.25	2,653.55
II.	EQUITY & LIABILITIES			
3	Equity			
3.1	Equity Share Capital	12	1,270.25	1,000.28
3.2	Money Received Against Convertible Warrants	13	601.69	-
3.3	Other Equity	13	966.12	268.69
	Total Equity		2,838.06	1,268.97
4	Liabilities			
4.1	Non-Current Liabilities			
4.2	Financial Liabilities			
	(i) Borrowings	14	32.58	167.32
	(ii) Other Financial Liabilities		-	-
4.3	Deferred Tax Liabilities (Net)	6	-	-
4.4	Provisions	15	-	0.60
4.5	Other Non- Current Liabilities	16	120.13	316.47
	Total Non-Current Liabilities		152.71	484.39
5	Current Liabilities			
5.1	Financial Liabilities			
	(i) Borrowings	17	302.19	299.12
	(ii) Trade Payables	18	112.28	229.94
	Due to Micro & Small Enterprises		-	-
	Due to others		-	-
	(iii) Lease Liabilities		-	-
	(iv) Other Financial Liabilities	19	159.81	134.50
5.2	Other Current Liabilities	20	51.89	234.37
5.3	Provisions/ Current tax liabilities (Net)	21	45.30	2.26
	Total Current Liabilities		671.48	900.19
	Total Equity & Liabilities		3,662.25	2,653.55

The accompanying notes 1 & 2 form an integral part of the financial statements

As per our Audit Report of even date attached

For Ajai Shanker & Company

Chartered Accountants

FRN No.- 002707C

For and On Behalf of the Board of Directors

CA Ankit Sinha

Partner

M.No. 429058

Place : Camp Office - New Delhi

Date : 29th May, 2025

Pravin Rastogi

Managing Director

DIN NO: 01414608

Sachin Rastogi

Director

DIN NO: 05134858

Utpal Tondon

Chief Finance Officer

CONTINENTAL SEEDS AND CHEMICALS LIMITED

DTJ-114, DLF Tower B, Jasola, New Friends Colony, South Delhi, Delhi, India, 110025

CIN No.L01111DL1983PLC015969

Statement of Profit & Loss for the year ended 31 March, 2025

(₹ in lakhs)

Sr.No.	Particulars	Note No	For the year ended on	
			31.03.2025	31.03.2024
I	Revenue from Operations	22	9,075.01	9,767.91
II	Other Income	23	77.50	119.83
III	Total Income from Operations		9,152.50	9,887.74
IV	EXPENSES			
	Cost of Material Consumed	24	1,532.49	802.57
	Purchase of Stock-In-Trade		7,654.55	8,674.90
	Changes in Inventories	25	(696.18)	(90.93)
	Employee Benefit Expenses	26	159.99	131.70
	Finance Cost	27	39.60	53.48
	Depreciation and Amortization Expenses	3	249.44	297.16
	Other Expenses	28	145.70	256.19
	Total Expenses		9,085.59	10,125.07
V	Profit before Exceptional and Extraordinary Items and Tax (III-IV)		66.92	(237.33)
X	Exceptional Items	29	(152.87)	(317.21)
	Profit before Tax		219.78	79.88
XI	Tax Expense			
	Current Tax		41.25	25.49
	MAT Credit utilised		-	-
	Net current tax		41.25	25.49
	Earlier Year Tax Adjustment		-	-
	Deferred Tax Assets		4.00	12.22
XI	Profit(Loss) for the Period		182.53	66.61
XVI	Other Comprehensive Income			
XVIII	Total Comprehensive Income for the Period		182.53	66.61
	Paid-up Equity Share Capital (Face value of Rs.10 per share)			
XIX	Earnings per Equity Share			
	-Basic		1.44	0.52
	-Diluted		1.44	0.52
	Weighted average equity shares used in computing earnings per share			
	Basic		1,27,02,538	1,00,02,808
	Diluted		1,27,02,538	1,00,02,808

The accompanying notes 1 & 2 form an integral part of the financial statements

As per our Audit Report of even date attached

For Ajai Shanker & Company

Chartered Accountants

FRN No.- 002707C

CA Ankit Sinha

Partner

M.No. 429058

Place : Camp Office - New Delhi

Date : 29th May, 2025

For and On Behalf of the Board of Directors

Pravin Rastogi

Managing Director

DIN NO: 01414608

Sachin Rastogi

Director

DIN NO: 05134858

Utpal Tondon

Chief Finance Officer

CONTINENTAL SEEDS AND CHEMICALS LIMITED

DTJ-114, DLF Tower B, Jasola, New Friends Colony, South Delhi, Delhi, India, 110025
CIN No.L01111DL1983PLC015969

Cash Flow Statement for the Year ended 31.03.2025

Particulars	As At	As At
	31.03.2025	31.03.2024
Profit before tax	219.78	79.88
<u>Non Cash Adjustment</u>		
Depreciation and amortisation	249.44	297.16
Profit after adjustment of all non cash items	469.22	377.04
Provision for employees Benefit	(0.60)	-
Income Tax Excess Provision made for earlier years	1.95	-
<u>Adjustment for income and expenditure other than operation</u>		
Finance cost	39.60	53.48
cashflow from operation before change in working capital	510.18	430.52
<u>Cash from Operations before Working Capital Changes</u>		
Increase in Current Assets	(410.92)	241.07
Decrease in Current Assets	(673.96)	(11.69)
Increase in Current Liabilities	(111.05)	63.68
Decrease in Current Liabilities	(314.00)	(436.83)
Cashflow from operation after working capital change	(999.75)	286.76
Less: Income tax Paid	41.25	18.78
Net cashflow from operating Activities (A)	(1,041.00)	267.98
<u>Cash Flow from Investing Activities</u>		
Purchase of Fixed Assets	(165.39)	(103.50)
Sale of Fixed	1.72	
Interest income		
Cash flow from Investing Activities (B)	(163.67)	(103.50)
<u>Cash Flow from Financing Activities</u>		
Payment of lease liabilities	1,384.61	-
Proceeds from Long Term Borrowings	(134.75)	(108.20)
Borrowing Cost	(39.60)	(53.48)
Cash flow from Financial Activities (C)	1,210.26	(161.68)
Net increase/Decrease in cash or cash equivalent (A+B+C)	5.59	2.79
<u>Opening Cash and Cash Equivalents</u>		
Cash in Hand	7.55	4.33
Balance with Bank	0.07	0.49
Cash and cash equivalents at the end of the year	13.21	7.61
<u>Closing Cash and Cash Equivalents</u>		
Cash in Hand	12.71	7.55
Balance with Bank	0.50	0.07
Cash and cash equivalents at the end of the year	13.21	7.61

The accompanying notes 1 & 2 form an integral part of the financial statements

As per our Audit Report of even date attached

For Ajai Shanker & Company
Chartered Accountants
FRN No.- 002707C

CA Ankit Sinha
Partner
M.No. 429058
Place : Camp Office - New Delhi
Date : 29th May, 2025

For and On Behalf of the Board of Directors

Pravin Rastogi **Sachin Rastogi**
Managing Director Director
DIN NO: 01414608 DIN NO: 05134858

Utpal Tondon
Chief Finance Officer

CONTINENTAL SEEDS AND CHEMICALS LIMITED							
DTJ-114, DLF Tower B, Jasola, New Friends Colony, South Delhi, Delhi, India, 110025							
15. (o) Disclosures of Ratios:- Annexure C							
Ratio	FY 2024-25			FY 2023-24			% Variance
	Numerator	Denominator		Numerator	Denominator		
(a) Current Ratio	Current Assets	Current Liabilities					
Figures	1,894.63	671.48	2.82	799.68	900.19	0.89	217.62
(b) Debt-Equity Ratio	Paid-up debt capital (Long term borrowings+Short term borrowings)	Shareholder's Equity (Total Equity)					
Figures	334.77	2,838.06	0.12	466.44	1,268.97	0.37	NA
(c) Debt Service Coverage Ratio	Profit after tax+Finance costs+ Depreciation and amortization expenses+Loss/(Gain) on sale of Property Plant & Equipment+Exceptional items	Finance Costs + lease payments+Scheduled principal repayments of long term borrowings					
Figures	318.70	72.18	4.42	100.04	220.80	0.45	874.61
(d) Return on Equity Ratio	Profit for the year	Average Shareholder's Equity					
Figures	219.78	2,053.52	0.11	79.88	1227.25	0.07	64.43
(e) Inventory turnover ratio	Revenue from operations	Average Inventory					
Figures	9,075.01	651.14	13.94	9,767.91	332.31	29.39	(52.59)
(f) Trade Receivables turnover ratio	Revenue from operations	Average trade receivables					
Figures	9,075.01	474.76	19.12	9,767.91	306.80	31.84	(39.96)
(g) Trade payables turnover ratio	Total Purchases for material consumed+ closing inventory*- Opening inventory* * inventory excluding Finished Goods & Stock in process	Closing Trade Payables					
Figures	61.27	112.28	0.55	461.97	229.94	2.01	(72.84)
(h) Net capital turnover ratio	Revenue from operations	Working Capital+current maturities of long term borrowings					
Figures	9,075.01	2,838.06	3.20	9,767.91	1,268.97	7.70	(58.46)
(i) Net profit ratio	Profit for the year	Revenue from operations					
Figures	182.53	9,075.01	0.02	66.61	9,767.91	0.01	194.95
(j) Return on Capital employed	Earning before interest and taxes	Capital Employed(i)					
Figures	259.39	2,838.06	0.09	133.36	1,268.97	0.11	(13.03)
(k) Return on investment	Income generated from invested funds NA	Average invested funds in investments NA		NA	NA		
Figures	NA	NA	NA	NA	NA	NA	NA

(a) Capital Employed= Tangible Net Worth + Total Debt + Deferred Tax Liabilities

Continental Seeds and Chemicals Limited
Statement of Changes in Equity

Particulars	Equity Share Capital	Other Equity							Total Equity Attributable to Equityholders of the Company
		Reserves & Surplus				Other Comprehensive Income			
		Securities Premium Reserve	Retained Earnings	Capital Reserve	General Reserve	Equity Instruments through other comprehensive income	Cash Flow Hedge Reserve	Other Items of other Comprehensive Income	
Balance as of 01 April, 2024	1,000.28	-	301.59	5.30	-	-	-	-	1,307.18
Increase in share capital on account of bonus issue	-	-	-	-	-	-	-	-	-
Increase in share capital on account of fresh issue	269.97	-	-	-	-	-	-	-	269.97
Amount utilized for bonus issue	-	-	-	-	-	-	-	-	-
Profit for the Period	-	512.95	182.53	-	-	-	-	-	695.48
Equity Instruments through Other Comprehensive Income	-	-	-	-	-	-	-	-	-
Income Tax Excess Provisions made for earlier years	-	-	1.95	-	-	-	-	-	1.95
Balance as of 31 March, 2025	1,270.25	512.95	486.07	5.30	-	-	-	-	2,274.58

Particulars	Equity Share Capital	Other Equity							Total Equity Attributable to Equityholders of the Company
		Reserves & Surplus				Other Comprehensive Income			
		Securities Premium Reserve	Retained Earnings	Capital Reserve	General Reserve	Equity Instruments through other comprehensive income	Cash Flow Hedge Reserve	Other Items of other Comprehensive Income	
Balance as of 01 April, 2023	1,000.28	-	263.39	5.30	-	-	-	-	1,268.97
Increase in share capital on account of bonus issue	-	-	-	-	-	-	-	-	-
Increase in share capital on account of fresh issue	-	-	-	-	-	-	-	-	-
Amount utilized for bonus issue	-	-	-	-	-	-	-	-	-
Profit for the Period	-	-	66.61	-	-	-	-	-	66.61
Equity Instruments through Other Comprehensive Income	-	-	-	-	-	-	-	-	-
Income Tax Short Provisions made for earlier years	-	-	(28.40)	-	-	-	-	-	(28.40)
Balance as of 31 March, 2024	1,000.28	-	301.59	5.30	-	-	-	-	1,307.18

CONTINENTAL SEEDS AND CHEMICALS LIMITED
DTJ-114, DLF Tower B, Jasola, New Friends Colony, South Delhi, Delhi, India, 110025
Property, Plant & Equipment

Note 3

DEPRECIATION CHART AS PER COMPANIES ACT, 2013
FOR THE PERIOD FROM 01.04.2023 to 31.03.2025

(₹ in lakhs)

PARTICULARS	GROSS CARRYING AMOUNT					DEPRECIATION				NET BLOCK	
	Rate of Dep.	Deemed Cost as on 01.04.2024	ADDITIONS during the year	SALE/ Adjustment	AS AT 31.03.2025	Upto 01.04.2024	DEPRECIATION FOR THE PERIOD	Adjustment	Total Upto 31.03.2025	AS A 31.03.2025	AS AT 31.03.2024
LAND	0.00	179.89	-	1.72	178.17	-	-	-	-	178.17	179.89
BUILDING	9.50%	158.40	-	-	158.40	108.74	2.35	-	111.10	47.30	49.65
PLANT & MACHINERY	18.10%	2,106.74	202.91	-	2,309.66	834.75	231.86	-	1,066.62	1,243.04	1,271.99
FURNITURE & FIXTURE	25.89%	4.78	-	-	4.78	4.78	-	-	4.78	-	-
ELECTRICAL FITTINGS & EQUIPMENTS	25.89%	39.17	0.98	-	40.16	20.86	4.78	-	25.64	14.52	18.31
VEHICLES	31.23%	43.21	-	-	43.21	41.69	0.47	-	42.16	1.05	1.51
OFFICE EQUIPMENT	45.07%	7.28	0.02	-	7.30	6.98	0.09	-	7.06	0.24	0.31
AIR CONDITIONER	45.07%	3.23	0.94	-	4.17	3.23	0.13	-	3.36	0.81	0.00
COMPUTER	63.16%	7.59	0.32	-	7.91	6.93	0.39	-	7.32	0.59	0.66
LAB. TESTING EQUIPMENTS	25.89%	4.98	8.66	-	13.63	3.30	1.78	-	5.08	8.55	1.67
PAGER	45.07%	0.09	-	-	0.09	0.09	-	-	0.09	-	-
D.G. SETS	18.10%	38.25	-	-	38.25	16.75	3.89	-	20.64	17.61	21.50
WEIGHING MACHINE 100 KG.	45.07%	0.50	-	-	0.50	0.43	0.01	-	0.44	0.06	0.07
WEIGHING MACHINE 300 KG.	45.07%	0.88	-	-	0.88	0.61	0.05	-	0.66	0.22	0.27
Welding Machine	45.07%	-	0.45	-	0.45	-	0.04	-	0.04	0.41	-
THERMIC FLUID HEATER		46.03	-	-	46.03	26.16	3.60	-	29.76	16.28	19.88
TOTAL TANGIBLE FIXED ASSETS		2,641.02	214.27	1.72	2,853.57	1,075.30	249.44	-	1,324.74	1,528.84	1,565.73
RIGHT TO USE		67.92	-	-	67.92	67.92	-	-	67.92	-	0.00
		-	-	-	-	-	-	-	-	-	-
Total Fixed Assets		2,708.95	214.27	1.72	2,921.50	1,143.22	249.44	-	1,392.66	1,528.84	1,565.73
Previous Year		2,663.94	103.50	9.61	2,757.83	846.06	297.10	-	1,143.22	1,614.61	1,817.88

CONTINENTAL SEEDS AND CHEMICALS LIMITED
DTJ-114, DLF Tower B, Jasola, New Friends Colony, South Delhi, Delhi, India, 110025

DEPRECIATION AS PER THE INCOME TAX ACT,1961
FOR YEAR ENDED 31.03.2025

(₹ in lakhs)

PARTICULARS	RATE	RATE	W.D.V AS ON	ADDITION		SALE/ ADJUSTMENT	TOTAL	DEPRECIATION	W.D.V AS ON
			01.04.24	Before Sep.	After Sep				31.03.2025
<u>BLOCK - A</u>									
Land & Site Development	-	-	179.89	-	-	-	179.89	-	179.89
<u>BLOCK - B</u>									
Building	10%	10%	45.53	-	-	-	45.53	4.55	40.98
Furniture & Fixture	10%	10%	0.70	-	-	-	0.70	0.07	0.63
<u>BLOCK - C</u>									
Plant & Machinery	15%	15%	1,334.51	11.45	192.01	-	1,537.97	216.29	1,321.68
Office Equipment	15%	15%	1.38	0.02	-	-	1.40	0.21	1.19
Electrical Equipments	15%	15%	23.93	-	0.98	-	24.92	3.66	21.25
Air Conditioner	15%	15%	0.11	0.94	-	-	1.05	0.16	0.89
D.G. Set 45KVA	15%	15%	23.19	-	-	-	23.19	3.48	19.71
Weighing Machine 100Kg	15%	15%	0.14	-	-	-	0.14	0.02	0.12
Weighing Machine 300Kg	15%	15%	0.34	-	-	-	0.34	0.05	0.29
Thermic Fluid Heater-UP	15%	15%	22.23	-	-	-	22.23	3.33	18.89
Lab Equipment	15%	15%	2.27	4.96	3.69	-	10.93	1.36	9.56
<u>BLOCK - D</u>									
Honda City Car	15%	15%	0.15	-	-	-	0.15	0.02	0.12
Car Creta	15%	15%	5.24	-	-	-	5.24	0.79	4.46
Toyota Car	15%	15%	0.45	-	-	-	0.45	0.07	0.38
Motor Cycle	15%	15%	0.09	-	-	-	0.09	0.01	0.07
Audi Car	15%	15%	3.14	-	-	-	3.14	0.47	2.67
<u>BLOCK - E</u>									
Computer	40%	40%	0.00	-	0.09	-	0.09	0.02	0.07
Laptop	40%	40%	1.07	0.13	0.10	-	1.30	0.50	0.80
Total			1,644.37	17.49	196.88	-	1,858.74	235.07	1,623.67

CONTINENTAL SEEDS AND CHEMICALS LIMITED
DTJ-114, DLF Tower B, Jasola, New Friends Colony, South Delhi, Delhi, India, 110025

Note

Calculation of Deferred Tax Assets/Laibilities

(₹ in lakhs)

Opening Deferred Tax Assets (01.04.2024)		29.55
Depreciation as per Company Act	249.44	
	249.44	
Add: Interest on TDS	0.00	
Add: Amount inadmissible for MSME interest	0.00	
Less: Depreciation as per Income Tax Act	235.07	14.37
Timing Difference	14.37	
Tax on Timing Difference @27.82% (DTA)		3.62
Tax on Timing Difference on 40a(ia)		0.00
Tax on Timing Difference of Employee Benefits		0.00
Total Rs		33.16
Deferred Tax transferred to P&L		3.62

For and On Behalf of the Board of Directors

Director

Director

Note No:4

Particulars	31.03.2025	31.03.2024
Trade Receivables		
(A) Non Current		
Considered Good*	167.59	167.59
Considered Doubtful		
Sub-total(A)	167.59	167.59
(B) Current		
Unsecured		
Considered Good	608.43	341.08
Considered Doubtful		-
Sub-total(B)	608.43	341.08
Less: Allowance for credit losses		
Sub-total(B)	608.43	341.08
Total (A+B)	776.01	508.67

* The Management has certificated that payment will be realised shortly and there is no need to make provisions.

Note No: 5

Particulars	31.03.2025	31.03.2024
Other Financial Assets- Non Current		
Security Deposit	15.67	15.67
Fixed Deposit Against BG (UPPCB)	1.00	1.00
FDR	0.06	0.06
Add: Accrued Interest	0.06	0.06
Accrued Interest on Electricity Security	0.86	0.33
Total	17.65	17.13

Note No: 6

Particulars	31.03.2025	31.03.2024
Deferred Tax Assets		
Opening Balance	29.55	17.33
Add: Provision made during the year	4.00	12.22
Total	33.54	29.55

Note No:7

Particulars	31.03.2025	31.03.2024
Other Non Current Assets		
Advances to Suppliers	20.00	25.00
Total	20.00	25.00

Note No:8**Inventories**

Particulars	31.03.2025	31.03.2024
<i>(As taken, valued & certified by the management)</i>		
Raw Material	3.02	27.52
Work in progress*	52.80	61.42
Finished Goods	876.83	107.59
Traded Goods	54.33	118.77
Total	986.98	315.30

* The Management has certificated that the WIP Consists those stock which has either not been completed or which can not be refilled in Containers& still in machineries.

Note No:9

Particulars	31.03.2025	31.03.2024
Cash & Cash Equivalents		
(i) Cash in Hand	12.71	7.55
Sub Total (i)	12.71	7.55
(ii)Balance with Banks		
Current A/c	0.50	0.07
Sub Total (ii)	0.50	0.07
Total (i+ii)	13.21	7.61

Note No:10

Other Financial Assets

Particulars	31.03.2025	31.03.2024
Rent receivable	2.28	0.53
Total	2.28	0.53

Note No:11

Other Current Asstes

Particulars	31.03.2025	31.03.2024
Other Loans & Advances		
Unsecured, Considered Goods		
Advance to Supplier for Purchase*	119.40	107.74
Advance for Expenses	1.10	13.82
Prepaid Insurance	5.21	3.84
SEBI Appeal Under Protest	55.00	-
Balance with Government Department	103.02	9.75
Total	283.73	135.16

* The management has certified that the said advance is in relation to trade.

CONTINENTAL SEEDS AND CHEMICALS LIMITED

Notes Forming Integral Part of Balance Sheet

(₹ in lakhs)

Note No: 13 (A)

PARTICULARS	As At	
	31.03.2025	31.03.2024
Money Received Against Convertible Warrants (No. of Warrants Pending Conversion :- 82,99,170.00)	-	-
Consideration per Warrants :- Rs. 29	-	-
Upfront Amount Received (25%)	601.69	-
Total	601.69	-

Note No: 13

PARTICULARS	As At	
	31.03.2025	31.03.2024
Other Equity		
a. Capital Reserves		
Opening Balance	5.30	5.30
(+) Current Year Transfer	-	-
Written Back in Current Year	-	-
Closing Balance	5.30	5.30
b. Securities Premium Account		
Opening Balance	-	-
(+) Securities premium credited on share issue	512.95	-
(-) Premium utilised for various reasons		
Premium on redemption of Debentures	-	-
Issue of Bonus Shares*	-	-
Closing Balance	512.95	-
c. Surplus		
Opening Balance	263.39	225.18
(+) Profit for the current year	182.53	66.61
(+) Transfer from Reserves	-	-
(-) Issue of Bonus Shares*	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(+) Income Tax Excess Provision Made for ealier years	1.95	-
(-) Income Tax Short Provisions made for earlier years	-	(28.40)
Total	966.12	268.69

Note No: 14

Non Current Liabilities

Particulars	31.03.2025	31.03.2024
Financial Liabilites		
Borrowings		
i) Secured		
From Banks		
Term Loan		
<i>(Secured by hypothecation of Plant & Machinery and the personal guarantee of directors of the Company)</i>		
With HDFC Bank		
GECL A/c	-	-
GECL Extention A/c	32.58	63.32
Term Loan with HDFC Bank	-	25.05
	-	-
Sub-total(i)	32.58	88.37

ii) Unsecured		
(a) Loan from Directors/Shareholders	-	3.00
<i>Directors & Directors Realtive Neha Rastogi, Vivek Kumar Varshney</i>	-	-
(b) Loan from Others	-	-
<i>The said loans are taken during the course of business & interest free</i>	-	75.95
	-	78.95
Subtotal(ii)	-	78.95
Total	32.58	167.32

Note No: 16

Particulars	31.03.2025	31.03.2024
Other Non- Current Financial Liabilities		
(a) Security received from dealers*	9.00	9.00
	-	-
(b) Advances and Creditor outstanding more than one year **	-	-
Advances from Buyers more than one Year	81.13	234.64
Creditor for Goods outstanding more than one year	-	15.67
Creditor for Capital Goods outstanding more than one year	-	20.39
Creditor for Expenses outstanding more than one year	30.00	36.76
Total	120.13	316.47

*One Time Refundable Security is received from dealer on account of sale of goods.

**Advance and Creditors are not returned and paid more than one year.

The company management has no plan to repay the said amount in the current financial year

Note No: 15

Particulars	31.03.2025	31.03.2024
Non Current Provisions		
Provision for Gratuity*	-	0.60
Total	-	0.60

* Provision for Gratuity is not done by the management during the year. No Actuarial report is taken.

Note No: 17

Current Liabilities

Particulars	31.03.2025	31.03.2024
Financial Liabilities		
Borrowings		
-Secured Borrowings		
Cash Credit Limit from HDFC Bank	302.19	299.12
Total	302.19	299.12

The company has been sanctioned working capital limits for Rs. 300.00 lacs comprising of Fund based limits (Cash Credit). The CC limits are secured against hypothecation of present and future stocks and book debts. The said limits are also secured by way of collateral security of immovable properties & personal guarantee of shareholders and corporate guarantee as under:-

(a) Commercial Office, Mauja Sherkhani, Saraimauza, Sher Khan Sarai, Sambhal, 244302, Owned by Smt. Jai Shree Rastogi

(b) Commercial Property, Gata no 202, Kurkawali, Pargana Sambhal, Tehsil Sambhal, 244302

(c) Commercial Office, Hallu Sarai, Sambhal near Canara Bank, 244302, Owned by Neha Rastogi

(e) Residential Mhalla Sambhal Mohalla Hallu Sarai 244302 NEAR CANARA BANK

(f) Vacant Plot Khasra No 699, Par Tehsil Bilaramoh Mehmoodpur, MAAFI 244001

(g) Self Occupied Constructed Collateral Part of Gata No 202 Kurkawali, Vill Kurkawali Par Tehsil 244001 Kurkawali

(h) Personal Guarantee of all director, minimum 51% Shareholders, collateral owners

Note No: 18

Particulars	31.03.2025	31.03.2024
Trade Payables		
(a) Creditors for Goods		
(A) Total outstanding dues of micro enterprises and small enterprises		
Add: Interest due	-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	90.08	209.43
(b) Creditors for Capital Goods		
(A) Total outstanding dues of micro enterprises and small enterprises	-	-
Add: Interest due	-	-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
(c) Creditors for Expenses	22.21	20.51
Total	112.28	229.94

Note No: 19

Particulars	31.03.2025	31.03.2024
Other Current Financial liabilities		
Current Maturity of Unsecured Loan	-	-
Current Maturity of Term Loan (Refer Note 2.7)	55.84	79.35
Expenses Payable		
Audit Fee Payable	-	2.70
Salary & Remuneration	8.83	8.18
Cheque Issued but not presented	38.13	0.30
Electricity Expenses	16.00	10.40
Legal & Professional Fees-PMAS & Associates LLP	-	1.89
Others	41.00	31.67
Total	159.81	134.50

Note No: 20

Particulars	31.03.2025	31.03.2024
Other Current Liabilities		
Advance from Buyers	-	21.80
<i>(The Management has certificated that the said advances is taken during the normal course of business</i>	-	-
<i>& is having interest free.)</i>	-	-
Others	-	-
Advance Against Sale Orari Plant	46.74	210.18
Statutory Dues Payable		
TDS Payable	5.15	2.39
Total	51.89	234.37

Note No: 21

Particulars	31.03.2025	31.03.2024
Provisions		
Provisions For Audit Fees	4.05	
Provisions For Income Tax	41.25	
Current Tax Liabilities(Net)		
Income Tax Payable for Current Year	-	2.26
Total	45.30	2.26

CONTINENTAL SEEDS AND CHEMICALS LIMITED
Notes Forming Integral Part of Statement of Profit & Loss Account

Note No.22

Particulars	31.03.2025	31.03.2024
<u>Revenue from Operations</u>		
-Sale of Manufactured Goods	-	297.30
-Sale of Traded Goods	8,047.32	8,609.83
Less: Cash Discount	-	-
	8,047.32	8,907.13
Job Work Charges Received	1,027.69	860.78
Total	9,075.01	9,767.91

Note No.23

Particulars	31.03.2025	31.03.2024
<u>Other Income</u>		
Sundry Balances written Off	38.55	87.32
Rebate & Discount	3.77	-
Duty Drawback Received	1.38	-
Forex Gain/Loss	0.45	-
Interest	0.59	2.07
Rent Income	32.77	30.45
Total	77.50	119.83

Note No.24

Particulars	31.03.2025	31.03.2024
<u>Cost Of Material Consumed</u>		
Opening Stock of Raw Materials	27.52	97.39
Add: Purchase of Raw Materials	895.86	131.14
	923.38	228.52
Less: Closing Stock of Raw Materials	3.02	27.52
	920.36	201.00
<u>Add: Direct Expenses</u>		
-Store & Consumption	91.02	53.20
-Boiler Running Expenses	217.99	229.54
-Power & Fuel Expenses	229.52	253.61
-Wages Expenses	73.61	65.22
Total Cost of Material Consumed	1,532.49	802.57

CONTINENTAL SEEDS AND CHEMICALS LIMITED
Notes Forming Integral Part of Statement of Profit & Loss Account

Note No.25

Particulars	31.03.2025	31.03.2024
<u>Change in Inventories</u>		
Inventories at the end of the year		
-Finished goods	876.83	107.59
-Work In Progress	52.80	61.42
-Traded Goods	54.33	118.77
TOTAL (A)	983.96	287.77
Inventories at the beginning of the year		
-Finished goods	107.59	97.92
-Work In Progress	61.42	98.92
-Traded Goods	118.77	-
TOTAL (B)	287.77	196.84
Changes during the Year	696.18	90.93

Note No.26

Particulars	31.03.2025	31.03.2024
<u>Employees Benefit Expenses</u>		
Director Remuneration	28.71	19.80
Salaries & Wages	112.05	104.07
Staff Welfare Expenses	2.30	0.25
PF Fund Expenses	5.72	4.32
Provision for Bonus	10.24	3.26
Total	159.01	131.70

Note No.27

Particulars	31.03.2025	31.03.2024
<u>Finance cost</u>		
(i) Interest Cost	38.56	53.16
(ii) Bank Charges	1.04	0.32
Total	39.60	53.48

CONTINENTAL SEEDS AND CHEMICALS LIMITED
Notes Forming Integral Part of Statement of Profit & Loss Account

Note No:3

Particulars	31.03.2025	31.03.2024
<u>Depreciation & Amortization Expenses</u>		
(i) Depreciation	249.44	297.10
Total	249.44	297.10

Note No.28

Particulars	31.03.2025	31.03.2024
<u>Import Expenses</u>		
Custom Duty Expenses	-	0.03
Shipping Line Charges	-	0.30
Sub-total (a)	-	0.33
<u>Other Expenses</u>		
Advertisement Expenses	3.25	0.30
Payment to Statutory & Tax Auditor	4.50	3.00
Legal and Professional Expenses	9.60	2.00
Communication Expenses	-	0.00
Travelling & Conveyance Expenses	2.85	1.68
Forex Gain/Loss	-	0.42
Power & Fuel Expenses	0.19	-
Interest to MSME Supplier	-	0.34
Freight Expenses	40.42	42.56
Rates & Taxes	-	5.94
Rent & Storage Charges	5.56	5.88
Insurance Expense	3.61	3.53
Repair & Maintenance Expenses	29.80	147.59
Security Expenses	16.43	14.60
Office Expenses	-	0.15
Commission Expenses	-	1.25
Commodity Trading Expenses	-	23.59
Balances Written Off	0.00	
Fees & Taxes	25.27	
Postage & Courier Expenses	0.15	
Short & Excess	0.05	
Testing Expenses	0.71	
Vehicle Running Expenses	0.35	
Brokerage Exp	2.75	2.61
Misc. Exp	0.21	0.43
Sub-total (b)	145.70	255.86
Total Expenses(a+b)	145.70	256.19

CONTINENTAL SEEDS AND CHEMICALS LIMITED
Notes Forming Integral Part of Statement of Profit & Loss Account

Note No.29

Particulars	31.03.2025	31.03.2024
<u>Exceptional Items</u>		
Gain on Sale of Property <i>(Refer Note No 2.19)</i>	(156.11)	(317.33)
GST Late Fees & Interest	3.13	0.02
Interest on TDS	0.11	0.10
Total	(152.87)	(317.21)

**CONTINENTAL SEEDS AND CHEMICALS LTD.
GROUPING TO BALANCE SHEET**

Other Non- Current Financial Liabilities

(b) Creditor outstanding more than one year

(₹ in lakhs)

PARTICULARS	31.03.2025	31.03.2024
Advances from Buyers more than one Year		
Arihant corporation	-	26.00
Aashi Traders	-	30.00
Omme Electromech Pvt. Ltd	-	71.50
Mithila Traders, Darbhanga	-	1.01
LVS Oils and Chemicals	-	25.00
Rarex Global-LLp	81.13	81.13
Total	81.13	234.64
Creditor for Goods outstanding more than one year		
G.K. Chemicals, Chandausi	-	4.07
Mahadev Steel Industries	-	1.04
Newchrome Technologies	-	0.45
Soltech Pumps and Equipments Pvt. Ltd.	-	1.00
United Tubes Industries	-	1.67
Venus Aroma	-	7.45
Total	-	15.67
Creditor for Capital Goods outstanding more than one year		
Vishal Boiler Contractor	-	1.13
Timet Engineering	-	19.27
Total	-	20.39
Creditor for Expenses outstanding more than one year		
Dk Pharmedchem Ltd	30.00	36.76
Total	30.00	36.76

Advance from Buyers

PARTICULARS	31.03.2025	31.03.2024
Rohil Enterprises	-	21.80
Total	-	21.80

Trade Payables

PARTICULARS	31.03.2025	31.03.2024
Aryan Scientific Store, Delhi	2.62	2.96
Shree Balaji Enterprises-UK	-	152.00
Vivek Enterprises	-	30.92
Hollister Protection	-	0.46
Govind Industry	-	3.00
Hpg System	-	1.96
Balaji Traders	2.92	4.92
Flowtech Cooling Tower	-	0.08
Mars Chem Enterprises	-	1.19
National Machinery Store	-	0.20
Oasis Tech Company	-	0.03
Parthgenix Technologies	-	0.37
Pragati Enterprises	-	1.30
Ram Autar Agarwal Pradeep Garg	-	0.43
Science Enterprises	-	0.32
Sharma Sales	-	0.40
Sisinty Private Limited	-	0.25
Agilent Technologies India Pvt Ltd	2.61	-
Ananthari Industries Pvt Ltd.	14.81	-
A.P.S. Enterprises	1.83	-
City Lubes & Service Station	1.36	-
Farmers Grains	32.21	-
Goodluck Trading Company	2.68	-
Minsulate Manufacturing Company	0.34	-
Misri Fumet Pvt. Ltd.	10.37	-
Natural Seals Engineering	0.42	-
Shri Traders	2.90	-
Shri Trupati Fuel Point	6.77	-
Simon Enterprises	2.71	-
Trimula Tirupati Trade Link Llp	1.89	-
Shreotech Associates	3.64	1.11
Sitaram Agrotech	-	5.46
S N Engineering	-	2.08
Total	90.08	209.43

Creditors for Expenses

PARTICULARS	31.03.2025	31.03.2024
Energy Plus Instrumentation Services	-	0.21
Rai International	-	0.03
PCI Pest Control Pvt Ltd (Contract)	-	0.18
Tej Mohan Singh	0.69	0.69
New KGN Pneumatic	0.22	0.22
Raj Gas Service	2.46	0.84
Amar Ujala Limited	-	0.03
Blue Dart	0.01	0.02
Sar Transport Systems Pvt Ltd	-	16.31
Guru Nanak Lubricants	-	2.00
Anas Timber	2.19	-
Bala Ji Planners & Surveyor	0.10	-
Chitgupta Enterprises	0.84	-
Dhruv Security Zone	0.48	-
Mahashakti Roadlines	0.58	-
Rastogi Paints And Hardware Store	0.72	-
Sri Kalki Gas	0.59	-
S.S. Enterprises	3.33	-
Sufi Star Timber	2.39	-
Yusuf Wood Corporation	6.27	-
National Securities Depository India Ltd.	(0.00)	-
National Stock Exchange	(0.27)	-
Multi Tech Seal Industries	1.62	-
Total	22.21	20.51

Advance to Suppliers

PARTICULARS	31.03.2025	31.03.2024
Non Current Advances		
Bharat Mint and Aroma	20.00	20.00
Vasudev Jaydev	-	5.00
Total Non Current Advances	20.00	25.00
Current Advances		
Solvochem	-	0.21
Rastogi Paints	-	0.75
Librin Lubricants And Grease Trading Llc	82.65	82.65
Sri Kalki Gas	-	0.85
Northend Foods Marketing Pvt. Ltd.	23.28	23.28
Amrit Pal	1.00	-
Mumtaj Ali Shahan Begum	1.00	-
Prashant Singh	1.00	-
Amir Filling Station	1.23	-
Arnav Enterprises	0.34	-
Global International	0.19	-
Hitech Engineering	1.00	-
Jai Shree Kalki Timber Merch	0.21	-
Nafees Refrigeration Centre	1.65	-
N D Lekhera Engg Works	0.25	-
Samrat Chandra and Associates	4.09	-
Teflas Resarch and Marketin	0.34	-
Vasu Pumps & Systems Pvt. Ltd.	0.12	-
VRP Engineering and Trading CO	1.05	-
Total Current Advances	119.40	107.74
Total	139.40	132.74

Advance for Expenses

PARTICULARS	31.03.2025	31.03.2024
Arif Traders	0.19	0.19
Corporate Professionals Advisors & Advocates	0.40	0.40
Multi Tech Seal Industries	-	0.51
Avd Pharmaceuticals Pvt Ltd	-	0.03
Gaurav Trading Co. (Delhi)	-	0.17
GJ Multi Gases Pvt LTD.	-	0.30
Jakson Ventures Pvt Ltd	0.01	0.01
Krishna Industrial Equipment	-	0.02
Lukshya Petro Chem	-	0.38
Samaag Industries	-	1.10
Swami Ji Traders	-	10.00
Unique Enterprises	-	0.21
Sachin Rastogi	0.50	0.50
Total	1.10	13.82

Balance with Government Department

PARTICULARS	31.03.2025	31.03.2024
Income Tax Refund (A.Y.2024-25)	10.68	-
TDS (A.Y.25-26)	30.69	-
TCS Receivable (A.Y. 25-26)	0.15	-
GST Apeal Fees F.Y. 2018-19	3.85	3.85
GST Receivable	57.64	5.90
Total	103.02	9.75

Security Deposit	31.03.2025	31.03.2024
Security Deposit- AEPTA	0.10	0.10
Security Deposit- Telephone	0.05	0.05
Security Deposit- Electricity	8.77	8.77
Security Deposit- Internet	0.01	0.01
Security Deposit- Mobile	0.01	0.01
Security Deposit- NSE	4.46	4.46
CGM Agengies India Security	0.60	0.60
Container Coporation PDA	0.78	0.78
Charanjeet Singh (Delhi Office Security)	0.90	0.90
Total	15.67	15.67

TDS Payable	31.03.2025	31.03.2024
TDS Payable on Contractor	0.19	0.39
TDS on Commission	-	0.06
TDS Payable on Professional fees	1.31	0.30
TDS Payable on Salary	1.34	0.47
TDS Payable on Purchase (194Q)	2.30	1.17
	5.15	2.39

Particulars	31.03.2025	31.03.2024
(ii)Balance with Banks		
Current A/c with:		
Hdfc Bank A/c (No-50200100141228)	0.50	
Cheque deposited but not cleared	-	0.07
	0.50	0.07

Particulars	31.03.2025	31.03.2024
(ii)Expenses Payable Others		
Wages Payable	7.13	4.32
Credit Card Bill Payable	19.14	17.04
Sagar Security - Security Expenses	5.12	4.38
MSME Intr Payable	-	0.34
PF Employees Payable	1.00	0.85
ESIC Payable	0.11	0.05
J.P. Test & Research Center	0.27	-
Kundan Agarwal & Associates	0.32	-
DLF Tower B Jasola Condominium Association	0.01	-
Central Depository Services India Ltd.	0.01	-
Director Remuneration (Pravin Rastogi)	7.88	4.70
	41.00	31.67

**Statement on Impact of Audit Qualifications (For Audit Report with Modified Opinion)
Submitted Along with Annual Audited Financial Results- (Standalone and Consolidated
Separately)**

1. STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025 SEE Regulation 33/52 of the SEBI (LODR) Regulations, 2016

(Rs. In Lakhs)

S.No	Particulars	Audited figures as reported before Audit qualifications	Audited figures as reported after Audit qualifications
1.	Turnover/Total Income	9152.50	9152.50
2.	Total Expenditure	9085.59	9085.59
3.	Net Profit/Loss	182.53	182.53
4.	Earnings Per Share	1.44	1.44
5.	Total Assets	3662.25	3662.25
6.	Total Liabilities	824.18	824.18
7.	Net Worth	2838.06	2838.06
8.	Any other Financial items as felt appropriate by the management	-	-

2. Audit Qualification (each audit qualification separately)

A. Details of Audit Qualification:

- (i) The Company has not used accounting software having an audit trail (edit log) feature as mandated under Rule 3(1) of the Companies (Accounts) Rules, 2014 as amended w.e.f. 01.04.2023. Accordingly, the Company has not complied with the requirements to operate the audit trail feature throughout the year and preserve such logs. This non-compliance may impact auditability, data integrity and internal control assessments.
- (ii) The balance of Sundry Debtors as at March 31, 2025 amounts to ₹776.01 Lacs. The Company has not provided us with balance confirmations from the parties from whom these amounts are receivable. Out of the total outstanding balance, a sum of ₹167.59 Lacs has been outstanding for more than three years. In our opinion, the

receivables where no movement has taken place indicates a potential risk of non-recovery, and a provision for doubtful debts should have been created in the financial statements in accordance with the principles of prudence and Ind AS. Adjustments in relation to provision for doubtful debts are not ascertainable and will be provided on identification of such parties.

- (iii) The balances of Sundry Creditors as at March 31, 2025 are subject to confirmation.
- (iv) The closing stock as at March 31, 2025, has been valued and certified by the management. We have relied on the figures of quantity and value as provided and certified by the management, as no independent verification or third-party valuation has been made available to us.

B. Type of Audit Qualification: Qualified Opinion

C. Frequency of Qualification: Sixth Time

**D. For Audit qualifications where the impact is quantified by the auditor ,
Management' views:** Not Quantified by the auditor.

E. For Audit qualifications where the impact is not quantified by the auditor:

(a) Management's estimation on the impact of qualification:

1. The Company acknowledges the non-compliance with the requirement of maintaining an audit trail (edit log) feature in the accounting software during the financial year ended 31st March 2025, as mandated under Rule 3(1) of the Companies (Accounts) Rules, 2014.

However, the Company has implemented an upgraded accounting system with an inbuilt audit trail/edit log functionality effective from 1st April 2025. The updated software now ensures compliance with the said statutory provisions and facilitates proper tracking of all transactions and modifications, thereby strengthening auditability, data integrity, and internal controls going forward.

2. The Company has succeeded in recovering some amount from the debtors and is trying to make rest of the recoveries at earliest.

B. If Management is unable to estimate the impact, reasons for the same: Not Applicable.

C. Auditors Comments on (a) or (b) above: In our opinion a provision of those debtors which are 3 years or old should be made, however the management is of the opinion that the recovery would be made in the FY 24-25 hence no

need to quantify the bad debts amount. In lack of any documentary evidence, we are unable to quantify the provision amount.

Signatories:

1. Mr. Pravin Rastogi (Chairman and Managing Director)
2. Mr. Utpal Tandon (Chief Financial Officer)
3. Mr. Prashant Rastogi (Audit Committee Chairman)
4. Ajai Shanker and Company (Statutory Auditor)

Date: 29.05.2025

Place: Lucknow