CONTINENTAL
SEEDS AND CHEMICALS LIMITED

ANNUAL REPORT
2025-2026

CORPORATE INFORMATION

Board of Directors:

Mr. Praveen Rastogi
Chairman & Managing Director

Mr. Sachin Rastogi
Executive Director

Mrs. Konika Goel
Independent & Women Director

Mr. Gopal Krishan Sharma
Independent Director

Statutory Auditors:

Ajai Shankar & Company
Chartered Accountants, Lucknow
FRN: 002707C

Secretarial Auditors

M/s KAD & Company
Company Secretaries, New Delhi
FRN: S2022DE896000

Key Managerial Personnel:

Mr. Rakesh Kumar
Company Secretary & Compliance Officer

Mr. Utpal Tandon
Chief Financial Officer

Listed with Stock Exchange

National Stock Exchange (SME)
Exchange Plaza, C-1, Block G, Bandra
Kurla Complex, Bandra (East), Mumbai
400 051

Audit Committee

Mr. Gopal Krishan Sharma	Chairman
Ms. Konika Goel	Member
Mr. Sachin Rastogi	Member

Nomination & Remuneration Committee

Ms. Konika Goel	Chairperson
Mr. Gopal Krishan Sharma	Member
Mr. Sachin Rastogi	Member

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

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NOTICE OF THE 42ND (FORTY SECOND) ANNUAL GENERAL MEETING

Notice is hereby given that the **42nd** Annual General Meeting of the Members of Continental Seeds and Chemical Limited will be held on Friday, 25th September, 2026 at 11:30 A.M. at DTJ-114, DLF Tower B, Jasola, South Delhi, New Delhi, Delhi, India, 110025, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of Directors and Auditors thereon.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 (including the Balance Sheet as at March 31, 2026; Statement of Profit and Loss; Cash Flow Statement for the year ended March 31, 2026; Statement of changes in Equity for the year ended March 31, 2026 along with summary of significant accounting policies and the accompanying notes forming an integral part of the financial statements) along with the Report of the Board of Directors and the Statutory Auditors' Report thereon, as placed before the meeting, be and are hereby, received, considered and adopted."

2. To appoint a director in place of Mr. Praveen Rastogi (DIN: 01414608), Director, who retires by rotation, and being eligible, offers himself for reappointment pursuant to the provisions of section 152 of the Companies Act, 2013.

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

"RESOLVED THAT, pursuant to the provisions of the Section 152 of the Companies Act, 2013, and other applicable provisions, Mr. Praveen Rastogi (DIN: 01414608), 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:

3. Regularization of Director Mr. Gopal Krishan Sharma (DIN: 02741138) as 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 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the rules made thereunder, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and subject to such approvals, consents and permissions as may be required, Mr. Gopal Krishan Sharma (DIN: 02741138), who was appointed by the Board of Directors of the Company at its meeting held on 10th December, 2025 as an Additional Director in the capacity of Non-Executive Independent Director with effect from 10th December, 2025, and who is eligible for appointment and has given his consent to act as a Director and the requisite declaration of independence, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 10th December, 2025 and ending on 9th December, 2030, in accordance with the provisions of the Companies Act, 2013 and the applicable SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To approve discontinuance of KAD & Co (Company Secretaries) as Secretarial Auditor of Company.

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such approvals, consents and permissions as may be required, the appointment of M/s KAD & Co., Company Secretaries**,** as the Secretarial Auditor of the Company, be and is hereby discontinued with effect from the conclusion of this Annual General Meeting**.**

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents and filings as may be necessary, proper, expedient or incidental for giving effect to this resolution."

5. 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."

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: 01/09/2026
Place: New Delhi

NOTES FOR MEMBERS' ATTENTION:

1. The deemed venue for the 42nd AGM shall be the Registered Office of the Company. Members may note that the Notice and Annual Report 2025-26 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 42nd 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.3 to 5 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 Ms. Maya Sharma, Practicing Company Secretary (Membership No. A52000 & COP No. 25633), as the Scrutinizer to scrutinize the remote e-voting and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit her 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 sharmamaya708@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 2025-26 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 2025-26 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 Saturday, 19th September, 2026 to Friday, 25th September, 2026 (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 cs@continentalseeds.co.in.

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 21st September, 2026) at cs@continentalseeds.co.in. 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 Friday, 18th September, 2026 (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 Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23 June 2025 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: cs@continentalseeds.co.in)

   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. masserv.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 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 Tuesday, 22nd September, 2026 at 09:00 A.M. and ends on Thursday, 24th September, 2026, 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. Friday, 18th September, 2026, 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 Friday 18th September,2026.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.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.nsdl.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.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 user 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 sharmamaya708@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. 2 Re-Appointment of Mr. Praveen Rastogi (DIN: 01414608) who retire by rotation and being eligible, offer himself for re appointment.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, not less than two-thirds of the total number of Directors of the Company, other than Independent Directors, shall be persons whose period of office is liable to determination by retirement of Directors by rotation. At every Annual General Meeting, one-third of such Directors, or if their number is neither three nor a multiple of three, then the number nearest to one-third, shall retire from office.

Accordingly, Mr. Praveen Rastogi, (DIN: 01414608), being the Director liable to retire by rotation at the ensuing Annual General Meeting and being eligible for re-appointment, has offered himself for re-appointment as a Director of the Company.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and considering the knowledge, experience, skills and contribution of Mr. Praveen Rastogi, is of the opinion that his continued association with the Company would be beneficial to the Company and accordingly recommends his re-appointment for approval of the Members.

The details of Mr. Praveen Rastogi, as required pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard – 2 on General Meetings ("SS-2"), are provided in the Annexure to this Notice**.**

Mr. Praveen Rastogi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has consented to act as a Director of the Company.

Except Mr. Praveen Rastogi and his relatives, to the extent of their shareholding, if any, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Item No. 3: Appointment of Mr. Gopal Krishan Sharma (DIN: 02741138) as a Non-Executive Independent Director

The Board of Directors of the Company, at its meeting held on 10th December, 2025, appointed Mr. Gopal Krishan Sharma (DIN: 02741138) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 10th December, 2025, subject to approval of the Members of the Company.

Pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the rules made thereunder, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing

Regulations"), the appointment of an Independent Director is required to be approved by the Members of the Company.

Mr. Gopal Krishan Sharma has furnished his consent to act as a Director and has submitted the requisite declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the applicable provisions of the SEBI Listing Regulations. He has also confirmed that he is not disqualified from being appointed as a Director under the provisions of the Act.

The Company has received all necessary declarations and disclosures from Mr. Gopal Krishan Sharma, including his consent to act as Director, declaration of independence and other requisite disclosures as prescribed under the Act and the SEBI Listing Regulations. Based on the declarations and confirmations received from him, the Board is of the opinion that Mr. Gopal Krishan Sharma fulfils the conditions specified under the Act and the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company.

Accordingly, the Board recommends the appointment of Mr. Gopal Krishan Sharma as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 10th December, 2025 and ending on 9th December, 2030, for approval of the Members by way of Ordinary Resolution.

The brief profile of Mr. Gopal Krishan Sharma, and information as required under Secretarial Standards -2 and Regulation 36 of SEBI (LODR) Regulations 2015 in respect of the aforesaid director including his qualifications, experience, directorships and other relevant particulars is provided as under:

Particulars	**Details**
Name	Mr. Gopal Krishan Sharma
DIN	02741138
Date of Birth / Age	14/04/1955 71 Years
Date of First Appointment on the Board	10/12/2025
Designation	Non-Executive Independent Director
Qualifications	Bachelor's degree in commerce (B.com)
Experience & Expertise in Specific Functional Areas	He has 29 years of Experience in in the field of agro-farming, seeds processing and related filed.

Terms and Conditions of Appointment	As approved by members, not liable to retire by rotation (if applicable)
Remuneration last drawn (FY 2025-26)	Nil
Proposed Remuneration (FY 2026-27)	Nil
Number of Board Meetings attended during FY 2025-26	[4] out of [4]
Directorships in other Companies (excluding foreign, private & Section 8 Companies)	
Chairmanships / Memberships of Committees of other Companies	Audit Committee, Nomination and Remuneration Committee.
Shareholding in the Company (Equity)	None
Relationship with other Directors, Manager & KMP	None

Except Mr. Gopal Krishan Sharma, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the proposed Ordinary Resolution for approval of the Members.

Item No. 4 – To approve discontinuance of M/s KAD & Co., As Secretarial Auditor of the Company.

The Members are informed that M/s KAD & Co., Company Secretaries, Practising Company Secretaries, were appointed as the Secretarial Auditor of the Company at the Annual General Meeting of the Company held in the year 2025.

The Board of Directors, after considering the present regulatory requirements and for better corporate governance and in the interest of the Company, has proposed to discontinue the appointment of M/s KAD & Co., Company Secretaries, as the Secretarial Auditor of the Company with effect from the conclusion of this Annual General Meeting.

The proposed discontinuance is being placed before the Members for their consideration and approval. The discontinuance of the appointment of M/s KAD

& Co. shall not affect any Secretarial Audit Report or other professional assignment already undertaken or required to be completed by M/s KAD & Co. in respect of the period for which they were appointed. The Company shall ensure completion of all statutory, professional and contractual obligations relating to such period, as applicable.

The Board recommends the resolution set out at Item No. 4 of the accompanying Notice for approval of the Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 5 – 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**	**Transaction value (Rs. In Lakhs)**	**Date of approval**
Purchases	Shree Balaji Enterprises	Enterprise where KMP has significant influence	Rs.300/-	25-03-2026
Purchases	Praveen Aroma Pvt. Ltd.	Enterprise where KMP has significant influence	Rs.2,300/-	25-03-2026
Purchases	Natural Herbals & Seeds	Enterprise where KMP has significant influence	Rs.1,300/-	25-03-2026
Purchases	Vivek Enterprises	Enterprise where KMP has significant influence	Rs.900/-	25-03-2026
Sales	Shree Balaji Enterprises	Enterprise where KMP has significant influence	Rs.375/-	25-03-2026
Sales	Natural Herbals & Seeds	Enterprise where KMP has significant influence	Rs.1,100/-	25-03-2026

Sales	Praveen Aroma Pvt. Ltd.	Enterprise where KMP has significant influence	Rs.2,400/-	25-03-2026
Sales	Vivek Enterprises	Enterprise where KMP has significant influence	Rs.850/-	25-03-2026

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.

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. Praveen Rastogi
1.	DIN	01414608
2.	Date of Birth and Age	28/08/1979 47 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 Commerce (B. Com) He has 20 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	6891267
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, 2026	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 31.03.2026**	
	Sales Turnover	6151.08
	Capital Employed	3269.93
	Net worth	3207.40
	Profit after tax	100.54
2. Foreign Investments or Collaborations, if any	Not Applicable	

II. Information about the Appointee:

Mr. Praveen Rastogi

1) Background Details	Mr. Praveen Rastogi: aged 47 years, is executive Director Company. He holds the Bachelor degree in Commerce. He is having 20 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) **2025-26** Basic Salary and allowances: 36.00 PF & Perquisites : 00.00 Commission : 00.00 **Total 36.00**
3) Recognition or Awards	None

4) Job Profile and Suitability	He is an executive having 20 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.	Not Applicable
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) 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 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 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 42nd Annual General Meeting of the Company held on Friday, 25th September, 2026 at 11:30 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____
____havinge-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 42nd Annual General Meeting of the Company, to be held on Friday, 25th September, 2026 at 11:30 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 Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, the reports of the Board of Directors and Auditors thereon; and		
2.	Re-appointment of a Director Mr. Praveen Rastogi (DIN: 01414608)		
3.	Appointment of Mr. Gopal Krishan Sharma (DIN: 02741138) as Non-Executive Independent Director		
4.	To approve discontinuance of M/s. KAD & Co., Company Secretaries as Secretarial Auditor		
5.	Approval of Related Party Transactions		

Signed this……………. day of…………………2026

____

Signature of Shareholder

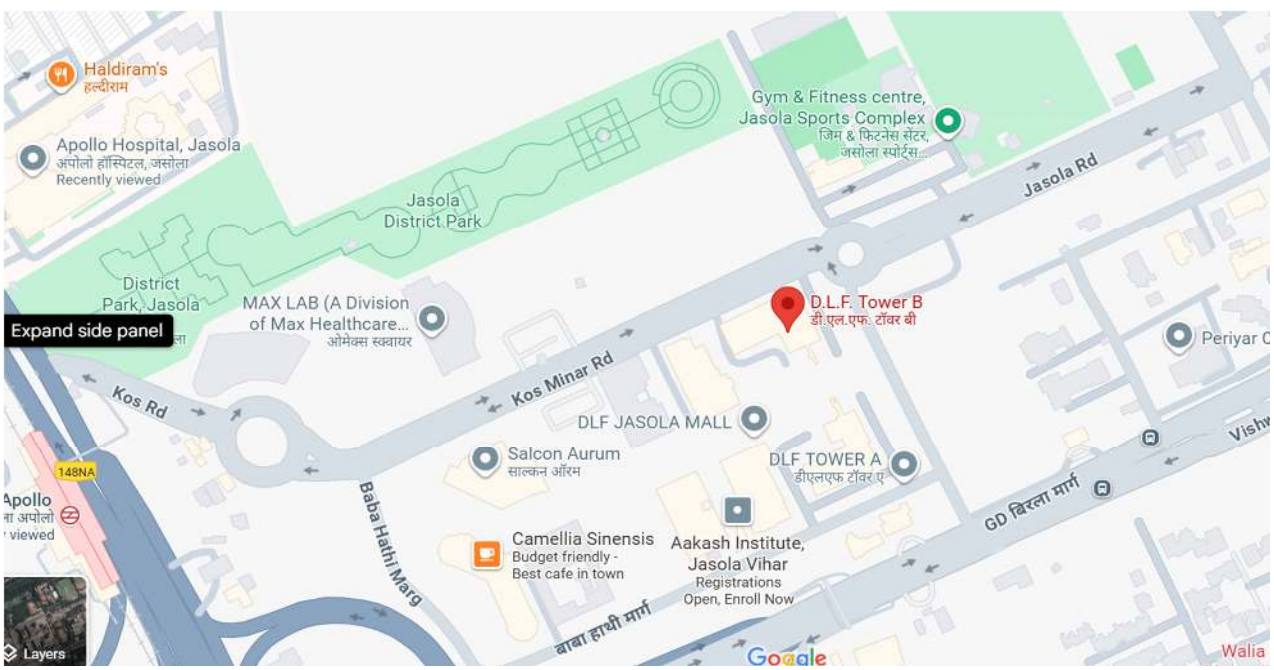
______________________ ______________________ ______________________

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 42nd Annual Report and Audited Statement of Accounts for the financial year ended 31st March, 2026.

1. FINANCIAL HIGHLIGHTS

Financial results of your Company for the year ended 31st March, 2026 are summarized below.

(₹ in lakhs)

PARTICULARS	2025-26	2024-25
Sales and Services	6151.08	9075.01
Other Income	166.22	77.50
Total Revenue	6317.30	9152.50
Total Expenditure	6180.88	9085.59
Profit before Tax	134.56	219.78
Less: Tax Expenses Current Tax MAT credit utilized Net current tax Earlier year Tax adjustment Deferred Tax Assets	 34.83 (0.81)	 41.25 - - - (4.00)
Profit/Loss After Tax	100.54	182.53
Add: Balance B/F from Previous year	447.87	263.39
Less: Issue of Bonus shares	-	-
Other adjustments	(0.87)	1.95
Balance Profit/(Loss) C/F to the next year	547.53	447.87

2. DIVIDEND

The Board of Directors has not recommended any dividend on the Equity Share Capital of the Company for the financial year under review. This decision has been taken with a view to conserving the Company's resources, retaining and ploughing back the profits generated during the Financial Year ended 31st

March 2026, and strengthening the Company's net working capital and overall financial position.

3. AUTHORISED SHARE CAPITAL

During the Financial Year 2025-26, there was no change in the Authorised Share Capital of the Company. The Authorised Share Capital of the Company continues to remain at ₹220.00 lakhs, comprising 22,00,000 (Twenty-Two Lakhs) Equity Shares of ₹10/- each.

4. PAID UP SHARE CAPITAL

The Paid-up Share Capital of the Company is Rs. 13.94 crore. During the financial year 2025-2026, the Company has issued equity shares 12,39,876 of Rs. 10/- each, pursuant to conversion of warrants, which has resulted in an increase in the paid-up share capital of the Company from 12.70 crore to 13.94 crore.

5. ISSUE, CONVERSION AND FORFEITURE OF WARRANTS

During the year under review, 12,39,876 convertible warrants issued to the Promoter and Promoter Group were converted into equity shares, resulting in an increase in the paid-up equity share capital of the Company from ₹12,70,25,380/- comprising 1,27,02,538 equity shares of ₹10/- each to ₹13,94,24,140/- comprising 1,39,42,414 equity shares of ₹10/- each. Further, 82,99,170 convertible warrants issued on a preferential basis could not be converted by the respective warrant holders within the stipulated period of 18 months from the date of allotment. Accordingly, the Company forfeited the upfront subscription money of ₹6,01,68,982/-, being 25% of the total issue price received against such warrants, and the said warrants stood cancelled, with all rights attached thereto ceasing to exist.

6. 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.

7. DEPOSITORY SYSTEM

As on 31st March 2026, the entire issued and paid-up Equity Share Capital of the Company comprising 1,39,42,414 (One Crore Thirty-Nine Lakhs Forty-Two Thousand Four Hundred Fourteen) Equity Shares is held in dematerialised form.

8. LISTING

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

Name of Stock Exchange	Address	Scrip Code/Symbol
National Stock Exchange	Exchange Plaza, C-	**CONTI**

of India Limited (SME)	1, Block-G, Bandra Kurla Complex, Bandra(E), Mumbai, Maharashtra-400051	

9. CHANGE IN REGISTERED OFFICE WITHIN STATE

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

10. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

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

11. 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.

12. DEPOSITS

During the year under review, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.The observations/details referred to by the Statutory Auditors in relation to amounts received/transactions pertaining to deposits relate to previous financial years and do not pertain to the year under review.

13. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31ST MARCH, 2026 AND 01ST SEPTEMBER, 2026 (DATE OF THE DIRECTOR'S REPORT)

During the year under review and further in between 31st March, 2026 and as on 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.continentalseeds.co.in and on NSE at www.nseindia.com.

14. ANNUAL RETURN

The Annual Return of the company as on 31.03.2026 is available on the website of the company and can be accessed at www.continentalseeds.co.in.

15. DIRECTOR'S & KEY MANAGERIAL PERSONNEL

Pursuant to Section 152 of the Companies Act, 2013, Mr. Praveen 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

During the financial year 2025–26, the following changes took place in the composition of the Board of Directors of the Company:

A. Changes in the Board of Directors

During the year under review, there were changes in the composition of the Board of Directors of the Company. Mr. Lalit Kumar Goswami (DIN: 11058915) ceased to be a Director of the Company with effect from 22nd August, 2025. Ms. Nidhi Gupta (DIN: 08848686) ceased to be a Director of the Company with effect from 28th August, 2025. Ms. Konika Goel (DIN: 11232007) was appointed as an Independent Director of the Company with effect from 2nd September, 2025. Mr. Gopal Krishan Sharma (DIN: 02741138) ceased to be a Director of the Company with effect from 3rd September, 2025. Mr. Vivek Kumar Mathur (DIN: 09725989) ceased to be a Director of the Company with effect from 20th November, 2025. Further, Mr. Gopal Krishan Sharma (DIN: 02741138) was appointed as an Independent Director of the Company with effect from 10th December, 2025.

Board of Directors as at 31st March, 2026 and as on Board Report Date

S. No.	Name of Director	DIN	Designation	Category	Date of Appointment
1	Mr. Praveen Rastogi	01414608	Managing Director	Promoter	01.12.2011
2	Mr. Sachin Rastogi	05134858	Director	Professional	01.12.2011
3	Mr. Gopal Krishan Sharma	02741138	Additional Director	Independent	10.12.2025
4	Ms. Konika Goel	11232007	Director	Independent	02.09.2025

B. Changes in the Key Managerial Personnel

During the year under review, there were changes in the Key Managerial Personnel of the Company. Mr. Abhishek Kumar Pandey, Company Secretary, was appointed as the Company Secretary of the Company with effect from 1st June, 2025 and resigned from the position with effect from 5th March, 2026. Subsequently, Mr. Rakesh Kumar, Company Secretary, was appointed as the Company Secretary of the Company with effect from 25th March, 2026.

Key Managerial Personnel (KMP) as at 31st March, 2026 and as on Board Report date

S. No.	Name	Designation	Date of Appointment
1	Mr. Utpal Tandon	Chief Financial Officer	30.09.2017
2	Mr. Rakesh Kumar	Company Secretary	25.03.2026

All above appointments were made in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

The Company has received necessary declarations from Mr. Gopal Krishan Sharma and Ms. Konika Goel, 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.

17. 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 11 (Eleven) times during the financial year from 01.04.2025 to 31.03.2026. The dates on which the meetings were held are as follows:

S. No.	Types of Meeting	Date of Meeting
1.	Board Meeting	23.04.2025
2.	Board Meeting	26.05.2025
3.	Board Meeting	29.05.2025
4.	Board Meeting	12.08.2025
5.	Board Meeting	02.09.2025
6.	Board Meeting	30.10.2025
7.	Board Meeting	14.11.2025
8.	Board Meeting	10.12.2025
9.	Board Meeting	08.01.2026
10.	Board Meeting	17.03.2026
11.	Board Meeting	25.03.2026

A. AUDIT COMMITTEE:

The Audit Committee comprises Mr. Sachin Rastogi Director of the Company, Mr. Gopal Krishan Sharma & Ms. Konika Goel 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 on 29.05.2025, 02.09.2025, 14.11.2025 and 17.03.2026 and was attended by all the Committee Members. The composition of Audit Committee as on 31st March, 2026 and as on date of Board Report are as under:

Name of Directors	Designation
Mr. Gopal Krishan Sharma	Chairman
Ms. Konika Goel	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 & Ms. Konika Goel, Independent Directors of the Company. The Committee duly met **4** times during the year on 29.05.2025, 02.09.2025, 14.11.2025 and 17.03.2026 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 on 31st March, 2026 and as on date of Board Report:

Name of Directors	Designation
Mr. Gopal Krishan Sharma	Chairman
Ms. Konika Goel	Member
Mr. Sachin 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.

18. 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 **2025-26**.

19. 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.

20. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The particulars of employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, are not applicable to the Company during the financial year under review**.**

21. 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.

22. SECRETARIAL STANDARDS

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

23. AUDITORS

I. STATUTORY AUDITORS

M/s. Ajai Shanker & Company, Chartered Accountants (Firm Registration No. 002707C), have been appointed as the Statutory Auditors of the Company in

AGM Dated 29th September, 2025 to hold office from the conclusion of 41st Annual General meeting till the conclusion of the 46th Annual General Meeting for the financial year 1st April, 2025 to 31st March, 2029. 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.

a. 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, 2026 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	Accounting software without audit trail / edit log facility as mandated under Rule 3(1) of the Companies (Accounts) Rules, 2014.	the Company was in the process of upgrading / migrating its accounting and ERP systems and the prescribed audit-trail functionality was not fully operational throughout the financial year. The books of account and supporting records were maintained and subjected to the statutory audit process.	The Company has initiated implementation of accounting software / ERP having a compliant audit-trail and edit-log facility. and will be operational for FY 2026-27. The Company shall endeavour to ensure full compliance with Rule 3(1) of the Companies (Accounts) Rules, 2014 for FY 2026-27 onwards.
2	Debtors ₹495.54 lakh – no external balance confirmations; ₹106.60 lakh outstanding >3 years; no provision created.	The Management has been pursuing recovery of the outstanding balances and, based on the information presently available, considers the balances to be recoverable,	obtaining external balance confirmations / direct confirmations from customers, carrying out periodic customer-wise ageing and reconciliation A quarterly review mechanism for receivables

		subject to the outcome of ongoing recovery efforts and reconciliation. The ageing of receivables is being reviewed by the Management on a continuing basis.	ageing and recoverability shall be implemented.
3	Sundry creditors balances subject to confirmation.	delays in obtaining confirmations arose mainly due to pending reconciliation of certain vendor accounts, timing differences and non-receipt of confirmations from certain parties.	vendor-wise reconciliation and confirmation of outstanding balances on a periodic basis. A periodic reconciliation and confirmation mechanism shall be implemented to minimise recurrence of such observations.
4	Closing stock relied solely on management certification, no third-party verification.	Stock records and valuation were maintained internally; The Management has not observed any material discrepancy in inventory records during its internal review.	Wherever considered appropriate, independent / third-party assistance shall be obtained for physical verification and valuation support.
5	Corporate guarantee & collateral of ₹18.96 crore given on behalf of related firm (Natural Herbal & Seeds) stated to be in potential violation of Sections 185 & 186.	Necessary approval of members through the Special Resolution has been taken and necessary steps to ensure compliance with the applicable statutory requirements under Sections 185 and 186 of the Companies Act, 2013.	Management further confirms that any continuation, renewal, enhancement or further provision of guarantee/security in favour of the said entity is undertaken only in accordance with the applicable provisions of the Companies Act, 2013
6	Acceptance of deposits / deemed deposits under Sections 73-76.	During the Year under Review, Company Has not received any Deposit in contravention of section 73-76 of	Appropriate internal controls has already been established to ensure that customer advances are periodically reviewed and appropriately adjusted /

		Companies Act, 2013, the specified deposits amount pertain to previous years.	refunded within the applicable contractual and statutory framework.

b. 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.

II. 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 at it's meeting held on 20th August, 2026, has Appointment of M/s Jain Sushil Kumar & Associates, Chartered Accountant, as an Internal Auditors of the Company for the year ended 31st March, 2027, to review various operations of the company.

COST AUDITOR

The provisions relating to appointment of Cost Auditor under Section 148 of the Companies Act, 2013, read with the applicable rules made thereunder, are not applicable to the Company for the financial year 2025–26. Accordingly, the Company was not required to appoint a Cost Auditor for the financial year under review.

24. CORPORATE SOCIAL RESPONSIBILITY

The provisions relating to Corporate Social Responsibility ("CSR") as prescribed under Section 135 of the Companies Act, 2013, read with the rules made thereunder, are not applicable to the Company during the financial year under review, as the Company does not meet the prescribed criteria for applicability of the said provisions. Accordingly, the Company was not required to constitute a CSR Committee, formulate a CSR Policy or undertake CSR activities and incur any expenditure thereon during the financial year 2025-26. Consequently, no disclosure relating to CSR expenditure, CSR Committee or CSR Policy is required to be made in the Annual Report of the Company.

25. 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.

26. 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 COMPANY BY THE BOARD/ MINISTRY OF CORPORATE AFFAIRS OR ANY SUCH STATUTORY AUTHROITY.

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.

27. 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

28. 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

29. 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

30. POLICY FOR PRSERVATION 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 i.e. www.continentalseeds.co.in.

31. RELATED PARTY TRANSACTIONS

The details of the related party transactions as required under Accounting Standard – 18 are set out in Note 2.11 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.

32. 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 KAD & 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.

33. 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**.

34. 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:

During the year under review, the Company has not granted any loan, provided any corporate guarantee or security, or made any investment falling within the purview of Section 185 of the Companies Act, 2013. Further, the Company has not accepted any deposits during the financial year under review.

The observation relating to the corporate guarantee and collateral security provided by the Company in favour of Canara Bank in connection with the credit facilities availed by Natural Herbal & Seeds, as referred to in the Audit/Secretarial Audit observations, pertains to the existing transaction and does not relate to any transaction undertaken during the year under review. The Company has noted the said observation and shall review the transaction with reference to the applicable provisions of the Companies Act, 2013 and undertake such corrective or compliance measures, including requisite disclosures or approvals, if any, as may be applicable.

35. 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.

36. 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.

a. **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	**2025-26**	**2024-25**
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 SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND RERESSAL) 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, 2026**, 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 DIFFERNCE 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 2025-26, 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/-	Sd/-
PRAVEEN RASTOGI	SACHIN RASTOGI
Chairman & Managing Director	Director
DIN: 01414608	DIN: 05134858
Address: M-73 B, 1st Floor,	H. No. 760, Kot Sharki D Ashink,
Malviya Nagar, Delhi - 110017	Sambhal, UP – 244302
Date: 01/09/2026	
Place: 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 **2025-2026**:

Name of the Director	Total Remuneration	Ratio of Remuneration of Director to the Median Employee
Mr. Praveen Rastogi	3600000	12.93:1
Mr. Sachin Rastogi	528000	1.89:1

Notes:

Median remuneration of the Company for all its employees is Rs.2,78,322/- for the financial year 2025-26.

Details of percentage increase in the remuneration of each Director and CFO and Company Secretary in the Financial Year 2025-2026

Name	Remuneration		Increase %
	2025-26	2024-25	
Mr. Praveen Rastogi	36,00,000	23,75,000	51.58%
Mrs. Nidhi Gupta	Nil	Nil	Nil
Mr. Sachin Rastogi	528000	496000	6.45%
Mr. Prashant Rastogi	Nil	Nil	Nil
Mr. Gopal Krishan Sharma	Nil	Nil	Nil
Mr. Utpal Tandon	660000	620000	6.45%
Mr. Abhishek Pandey	10,59,178	Nil	N.A.

Notes:

During the year, your Company not pay the sitting fees 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 2025-2026

Particulars	2025-26	2024-25	Increase %
Median remuneration of all the employees per annum	2,78,322	2,46,156	13.07%

Number of permanent employees on the rolls of the Company as on March 31st, 2026.

Executive/Manager	23
Other employees	20

Explanation on the relationship between average increase in remuneration and Company performance:
There is an increase in the average remuneration of all employees in the financial year 2025-26 and there have been no 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 23.75 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:

Particulars	2025-26	2024-25	Increase (%)
Average salary of all employees (other than key managerial personnel)			NA
Salary of Whole Time Director	3600000	2375000	51.58%
Salary of Company Secretary	1059178	NIL	N.A.

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, 2026.

To, Date: 26.05.2026

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 2026, 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 Companies Act, 2013 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 section 188(1) of the Companies Act, 2013

1. Details of contracts or arrangements or transactions not at arm's length basis: **Nil**

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/transactions	Duration of contracts/ arrangements / transactions	Salient terms of the contracts/arrangements /transactions including the value, if any	Justification for entering into such contracts/arrangements/transactions	Date(s) of approval by the Board, if any	Amount paid as advances, if any	Amount (₹ in lakhs)
1	Praveen Aroma Pvt. Ltd.	Purchases	Ongoing basis	Purchases made in the ordinary course of business; current year amount ₹2,068.12 lakh	In the ordinary course of business	As applicable	Nil	2,068.12
2	Natural Herbals & Seeds	Purchases	Ongoing basis	Purchases made in the ordinary course of business; current year amount ₹1,151.20 lakh	In the ordinary course of business	As applicable	Nil	1,151.20
3	Vivek Enterprises	Purchases	Ongoing basis	Purchases made in the ordinary course of business; current year amount ₹783.02 lakh	In the ordinary course of business	As applicable	Nil	783.02
4	Shree Balaji Enterprises	Purchases	Ongoing basis	Purchases made in the ordinary course of business; current year amount ₹244.15 lakh	In the ordinary course of business	As applicable	Nil	244.15
5	Shree Balaji Enterprises	Sale	Ongoing basis	Sales made in the ordinary course of business; current year amount ₹324.12 lakh	In the ordinary course of business	As applicable	Nil	324.12
6	Natural Herbals & Seeds	Sale	Ongoing basis	Sales made in the ordinary course of business; current year amount ₹983.06 lakh	In the ordinary course of business	As applicable	Nil	983.06
7	Praveen Aroma Pvt. Ltd.	Sale	Ongoing basis	Sales made in the ordinary course of business; current year amount ₹2,167.62 lakh	In the ordinary course of business	As applicable	Nil	2,167.62
8	Vivek Enterprises	Sale	Ongoing basis	Sales made in the ordinary course of business; current year amount ₹756.17 lakh.	In the ordinary course of business	As applicable	Nil	756.17
9	Natural Herbals & Seeds	Rent Received	Ongoing basis	Rent received during FY 2025-26 amounting to ₹1.41 lakh.	In the ordinary course of business	As applicable	Nil	1.41
10	Shree Balaji Enterprises	Rent Received	Ongoing basis	Rent received during FY 2025-26 amounting to ₹0.28 lakh.	In the ordinary course of business	As applicable	Nil	0.28

ANNEXURE (IV) TO DIRECTOR'S REPORT
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2026
[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 2026 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, 2026.

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;

(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.

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 which are as follows:

i. Mr. Gopal Krishna Sharma (DIN: 02741138) has been appointed as the independent director with effect from 10th December, 2025.

ii. Appointment of Ms. Konika Goel (DIN: 11232007) was done, as the independent director with effect from 2nd September, 2025.

iii. Mr. Vivek Kumar Mathur (DIN: 09725989) has resigned from the position of independent Director of the Company with effect from 10th December, 2025.

iv. Ms. Nidhi Gupta (DIN: 08848686) has resigned from the position of Independent Director of the Company with effect from 20th August, 2025.

v. Mr. Praveen Rastogi (DIN: 01414608) has been re-appointed at the managing director of the company with effect from 2nd September, 2025 for a period of next five years.

We further report that the following changes were taken place in the year under review in the Key Managerial Personnel (KMP)

i. Resignation of Mr. Abhishek Kumar Pandey (M. No. F12457) from the position of Company secretary and Compliance office with effect from 5th March, 2026.

ii. Appointment of Mr. Rakesh Kumar (M. No. A32443) as company secretary and compliance officer in the company with effect from 25th March, 2026.

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.

We Further report that during the audit period 12,39,876 warrants issued to the promoter and Promoter Group, have been converted into the equity shares, consequently the equity share paid up capital have been increased from Rs.12,70,25,380 (Rupees Twelve Crore Seventy lakhs Twenty-Five Thousand Three Hundred Eighty) divided into 1,27,02,538 (One Crore Twenty-Seven Lakh Two Thousand Five Hundred Thirty-Eight) equity share of Rs. 10/- Each to Rs.13,94,24,140 /- (Rupees thirteen crore Ninety-Four Lakhs Twenty-Four Thousand One Hundred Forty Only) divided into 1,39,42,414 (One Crore Thirty-Nine Lakhs Forty-Two Thousand Four Hundred Fourteen Only) as on the end of audit Period ended 31st March, 2026.

We further report that during the audit period the holders of Rs.82,99,170 convertible warrants issued on preferential basis failed to exercise the conversion option within the stipulated period 18 months from the date of allotment as prescribed under the terms of issue and accordingly the company has forfeited the upfront subscription money amounting Rs.6,01,68,982/- received against such warrants, being 25% of the total warrants issue price. Consequent to such forfeiture, the said warrants stood cancelled and all rights attached thereto ceased to exist.

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 KAD M& Co.
Company Secretaries

Sd/-
Ashutosh Kumar Dubey
(Proprietor)
FCS-11301, CoP No.: 26191
PR: 7241/2025
FRN.: S2022DE896000
UDIN: F011301H000702981

Place: New Delhi
Date: 26/05/2026

***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*

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 KAD M& Co.
Company Secretaries

Sd/-
Ashutosh Kumar Dubey
(Proprietor)
FCS-11301, CoP No.: 26191
PR: 7241/2025
FRN.: S2022DE896000
UDIN: F011301H000702981

Place: New Delhi
Date: 26/05/2026

ANNEXURE-V

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

FINANCIAL REVIEW

The operating income of the Company for the financial year ended 31st March, 2026 stood at ₹6151.08 Lakhs as against ₹9075.01 Lakhs in the previous financial year ended 31st March, 2025. There is a decline in operating income, the Company has maintain the consistency in profitability, recording a net profit of ₹100.54 Lakhs as compared to ₹182.53 Lakhs in the previous year

INDUSTRY OVERVIEW FOR THE COMPANY

The Company operates across diversified business segments comprising agricultural seeds, specialty and performance chemicals, mentha oil and critical pharmaceutical intermediates / active pharmaceutical ingredients (APIs). These sectors are integral to India's broader objectives of strengthening domestic manufacturing, enhancing agricultural productivity, reducing import dependence, increasing value-added exports and establishing India as a reliable global manufacturing and supply-chain partner.

During FY 2025-26, the Indian economy continued to demonstrate resilience despite a challenging global environment characterised by geopolitical uncertainties, commodity-price volatility, changing trade policies and disruptions in international supply chains. The outlook for FY 2026-27 remains broadly positive, supported by domestic consumption, infrastructure and manufacturing investment, increasing export diversification, government initiatives for self-reliance and the growing integration of Indian manufacturers into global value chains.

AGRICULTURE AND AGRICULTURAL SEEDS

India continues to be one of the world's largest agricultural producers and has significant potential to expand its presence in global agricultural and food markets. According to the Economic Survey 2025-26, India's agricultural exports increased from approximately US$34.5 billion in FY 2019-20 to US$51.1 billion in FY 2024-25, representing a CAGR of approximately 8.2%. However, agricultural exports remained broadly stagnant between FY 2022-23 and FY 2024-25, highlighting the considerable untapped potential for higher-value and processed agricultural exports.

India is the world's second-largest agricultural producer by value, while its share in global agricultural exports remains relatively modest. This gap between production strength and export penetration presents substantial opportunities for improving productivity, quality, traceability, post-harvest management, processing and value addition. The Economic Survey 2025-26 has identified the potential for India to achieve approximately US$100 billion of combined exports of agriculture, marine products and food and beverages over the next four years.

Agricultural Seeds

The agricultural seeds industry is strategically important for improving crop productivity, quality and resilience. Increasing adoption of high-yielding, hybrid and improved seed varieties, together with the need for climate-resilient agriculture, is expected to support long-term demand for quality seeds.

The sector is increasingly influenced by factors such as:

- adoption of improved and hybrid seed varieties;
- increasing focus on crop productivity and yield improvement;
- climate variability and demand for drought-, heat- and disease-resistant varieties;
- increasing mechanisation and commercialisation of agriculture;
- growth in horticulture and high-value crops;
- expansion of organised agricultural distribution networks;
- increasing farmer awareness regarding certified and quality planting material; and
- greater emphasis on traceability, quality assurance and technology-enabled agriculture.

CHEMICAL

The Indian chemical industry continues to occupy a strategically important position in the country's manufacturing ecosystem. It has extensive linkages with pharmaceuticals, agriculture, automotive, construction, consumer products, textiles, plastics and other downstream industries.

According to the Department of Chemicals and Petrochemicals, the chemical and petrochemical industry encompasses more than 80,000 commercial products and plays an important role in food security, healthcare, agriculture and industrial development. The sector accounted for approximately 8.1% of manufacturing GVA at current prices in FY 2023-24.

The Department of Chemicals and Petrochemicals' latest annual report also highlights India's objective of increasing domestic chemical production, reducing import dependence, promoting innovation and technology adoption and improving sustainability and safety standards.

India's chemical industry has also attracted significant investment. FDI equity inflows into the chemicals and petrochemicals sector reached approximately ₹8,942 crore during FY 2024-25, compared with ₹6,985 crore during FY 2023-24, representing an increase of approximately 28%.

The broader Indian chemicals market was estimated at approximately US$250 billion in 2024 and is projected to reach around US$300 billion by 2028. India is also increasingly positioned as an alternative manufacturing and sourcing destination under the global "China+1" strategy.

SPECIALTY CHEMICALS

Specialty chemicals represent one of the higher-value segments of the Indian chemical industry. Demand is supported by agriculture, pharmaceuticals, personal care, construction, automotive, electronics, coatings, dyes and other industrial applications.

The Indian specialty chemicals market is expected to benefit from:

- increasing domestic consumption;
- import substitution;
- global supply-chain diversification;
- China's changing cost and regulatory environment;
- increasing outsourcing by multinational companies;
- higher demand for customised and application-specific chemicals;

- investments in manufacturing capacity;
- development of green and sustainable chemistry; and
- increasing emphasis on product quality and regulatory compliance.

The broader specialty chemicals market was valued globally at approximately US$64.5 billion in 2024 and is projected to reach approximately US$92.6 billion by 2033. India's specialty chemicals industry is expected to benefit from increasing domestic demand and the relocation and diversification of global supply chains.

MENTHA OIL AND MINT-BASED PRODUCTS

India has historically maintained a dominant position in the global natural mentha oil and menthol market and remains an important production and export centre.

Mentha oil is widely used in pharmaceuticals, oral-care products, food and beverages, confectionery, cosmetics, personal care products and fragrances. Demand is therefore linked to both consumer spending and industrial demand across multiple end-use sectors.

FY 2025-26 INDUSTRY SCENARIO

During FY 2025-26, the mentha industry faced a more complex operating environment. While India continued to remain a major global supplier of natural mentha oil, the industry came under increasing pressure from synthetic mint alternatives.

The growing use of synthetic mint products is becoming a structural challenge because synthetic products can offer relatively stable pricing, consistent quality and year-round availability. This has increased competitive pressure on natural mentha oil producers and exporters.

The sector has also remained sensitive to:

a) weather and crop conditions;
b) acreage and crop yields;
c) inventory levels;
d) pharmaceutical and personal-care demand;
e) international prices;
f) exchange-rate movements;
g) export duties and trade policies; and
h) competition from synthetic menthol and mint derivatives.

Exporters have additionally faced challenges arising from changes in international trade policies and tariffs, particularly in important export markets. The impact of US tariff measures during 2025 demonstrated the vulnerability of regional mentha-processing and export clusters to changes in international trade conditions.

OVERALL INDUSTRY OUTLOOK FOR FY 2026-27

The outlook for the Company's principal operating sectors remains broadly favourable, although the operating environment is expected to remain dynamic.

The agricultural seeds business is expected to benefit from increasing agricultural productivity requirements, demand for improved seed varieties, crop diversification and climate-resilient agriculture.

The Chemical and specialty chemical business is expected to benefit from domestic manufacturing growth, import substitution, global supply-chain diversification and India's increasing participation in the "China+1" strategy.

The Mentha oil business is expected to benefit from continuing demand from pharmaceutical, personal-care, flavour and fragrance industries, although competition from synthetic alternatives and raw-material price volatility will remain important challenges.

The Pharmaceutical Intermediates and API business offers particularly attractive structural opportunities because of the strategic importance of domestic manufacturing, the need to diversify global pharmaceutical supply chains and continued growth in Indian pharmaceutical exports. The strong growth in bulk drugs and drug-intermediate exports recorded during Q1 FY 2026-27 is an encouraging indicator for the sector.

Overall, India's manufacturing ecosystem is moving towards greater domestic value addition, supply-chain resilience, technology adoption and export competitiveness**.** Government initiatives aimed at strengthening manufacturing, reducing import dependence and promoting investment are expected to support the Company's addressable markets over the medium term.

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

Date: 01/09/2026
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	**2025-26**	**2024-25**
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: 01/09/2026
Place: New Delhi

INDEPENDENT AUDITORS' REPORT

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

Report on the Audit of Financial Statements

Opinion

1. We have audited the accompanying financial statements of Continental Seeds and Chemicals Limited ("the Company"), which comprise the balance sheet as at 31st March 2026, 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 financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, 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, 2026 amounts to ₹495.54 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 ₹106.60 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 expected credit loss / doubtful debts ought to have been considered 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, 2026 are subject to confirmation.

(iv) The closing stock as at March 31, 2026, has been valued and certified by the management. Inventory quantities and valuation are based on management representations and physical verification conducted by management. We were unable to obtain sufficient appropriate audit evidence regarding certain inventory balances.

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 financial statements of the current period. Except for the matter described in the Basis for Qualified Opinion section, we have determined that there are no other key audit matters to communicate in our report.

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 Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

    d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

    e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 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 16(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 our notice that has caused us 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 according to the information and explanations given to us, the Company has maintained its books of account using accounting software which did not have the feature of recording audit trail (edit log) facility throughout the year as required under Rule 3(1) of the Companies (Accounts) Rules, 2014. Accordingly, the question of our commenting on whether the audit trail was operated throughout the year, preserved by the Company and not tampered with, does not arise.

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: 26nd May, 2026
Place: Camp Office – New Delhi

For Ajai Shanker & Company
Chartered Accountants
FR No: 002707C

Sd/-
(CA. Ankit Sinha)
Partner
Membership No: 429058
UDIN: 26429058URUJMW9793

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, 2026

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, 2026 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
2025-26	TDS DEMAND	3.09	Interest on short payment, Late filing

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

(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 allotted equity shares upon conversion of convertible warrants issued on preferential basis in earlier years. In our opinion, such conversion and allotment were in compliance with the applicable provisions of Sections 42 and 62 of the Companies Act, 2013 and the amounts received on conversion have been utilized for the purposes for which the funds were raised. Certain warrants remaining unexercised were forfeited in accordance with the terms of issue.

(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 sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(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, 2026. 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 2025-26, we were informed that the internal audit for the year was under process and accordingly, internal audit reports were not made available to us till the date of our audit report. Hence, such reports could not be considered by us during the course of our 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.

(xviii) During the year, there has been no resignation of the statutory auditors of the Company. Accordingly, the provisions of clause 3(xviii) of the Companies (Auditor's Report) Order, 2020 are not applicable.

(xix) On the basis of the financial ratios (Also refer Note 2.21) to the 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) Clause 3(xxi) relating to qualifications/adverse remarks in consolidated financial statements is not applicable in respect of standalone financial statements.

Date: 26th May, 2026

Place: Camp Office – New Delhi

For Ajai Shanker & Company

Chartered Accountants

FR No: 002707C

Sd/-
(CA. Ankit Sinha)
Partner
Membership No: 429058
UDIN: 26429058URUJMW9793

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, 2026

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")

QUALIFIED OPINION

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

According to the information and explanations given to us and based on our audit, 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, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"), except for the possible effects of the matters described below:

(i) The Company has not used accounting software having an audit trail (edit log) feature as required under Rule 3(1) of the Companies (Accounts) Rules, 2014. Consequently, adequate controls with regard to recording and preservation of audit trail for accounting transactions were not established and operating effectively throughout the year.

(ii) The balances of trade receivables and trade payables were subject to confirmation and in certain cases, long outstanding receivables were not adequately reviewed for recoverability, which indicates weakness in internal controls over monitoring and assessment of recoverability of receivables.

We have considered the above matters in determining the nature, timing and extent of audit procedures applied in our audit of the standalone financial statements of the Company, and these matters have also been referred to in the Basis for Qualified Opinion section of our Independent Auditor's Report on the standalone financial statements.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the 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, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit includes 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.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(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

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.

Date: 26th May, 2026

Place: Camp Office – New Delhi

For Ajai Shanker & Company

Chartered Accountants

FR No: 002707C

Sd/-
(CA. Ankit Sinha)
Partner
Membership No: 429058
UDIN: 26429058URUJMW9793

CONTINENTAL SEEDS AND CHEMICALS LIMITED

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

Balance Sheet as at 31st March, 2026

(₹ in lakhs)

Sr.No.	Particulars	Note No.	As At 31.03.2026	As At 31.03.2025
I.	**ASSETS**			
1	**Non-Current Assets**			
1.1	**Fixed Assets**			
	Property, Plant & Equipment	3	1,871.75	1,528.84
	Right of Use Assets		-	-
	Investment Property		-	-
	Capital Work in Progress		-	-
1.2	**Financial Assets**		-	-
	(i) Investments		-	-
	(ii) Trade Receivables	4	106.60	167.59
	(iii) Loans		-	-
	(iv) Other Financial Assets	5	18.35	17.65
1.3	**Deferred Tax Assets (Net)**	6	34.35	33.54
1.4	**Other Non-Current Assets**	7	20.00	20.00
	Total Non- Current Assets		**2,051.04**	**1,767.62**
2	**Current Assets**			
2.1	**Inventories**	8	894.72	986.98
2.2	**Financial Assets**		-	-
	(i) Investments		-	-
	(ii) Trade Receivables	4	388.94	608.43
	(iii) Cash and Cash Equivalents	9	458.42	13.21
	(iv) Bank Balances (Deposites with maturity upto 12 months)		-	-
	(v) Loans		-	-
	(vi) Other Financial Assets	10	2.57	2.28
2.3	**Other Current Assets**	11	275.01	283.73
	Total Current Assets		**2,019.66**	**1,894.63**
	Total Assets		**4,070.70**	**3,662.25**
II.	**EQUITY & LIABILITIES**			
3	**Equity**			
3.1	Equity Share Capital	12	1,394.24	1,270.25
3.2	Money Received Against Convertible Warrants	13	-	601.69
3.3	Other Equity	13	1,813.16	966.12
	Total Equity		**3,207.40**	**2,838.06**
4	**Liabilities**			
4.1	**Non-Current Liabilities**		-	-
4.2	**Financial Liabilities**		-	-
	(i) Borrowings	14	32.52	32.58
	(ii) Other Financial Liabilities		-	-
4.3	**Deferred Tax Liabilities (Net)**	6	-	-
4.4	Provisions	15	-	-
4.5	Other Non- Current Liabilities	16	30.00	120.13
	Total Non-Current Liabilities		**62.52**	**152.71**
5	**Current Liabilites**			
5.1	**Financial Liabilites**			
	(i) Borrowings	17	265.03	302.19
	(ii) Trade Payables	18	385.70	112.28
	Due to Micro & Small Enterprises		-	-
	Due to others		-	-
	(iii) Lease Liabilites		-	-
	(iv) Other Financial Liabilities	19	99.16	159.81
5.2	**Other Current Liabilities**	20	12.00	51.89
5.3	**Provisions/ Current tax liabilities (Net)**	21	38.88	45.30
	Total Current Liabilities		**800.78**	**671.48**
	Total Equity & Liabilities		**4,070.70**	**3,662.25**

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 : 26th May, 2026
UDIN:

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

Rakesh Kumar
Company Secretary

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, 2026

(₹ in lakhs)

Sr.No.	Particulars	Note No	For the year ended on	
			31.03.2026	31.03.2025
I	Revenue from Operations	22	6,151.08	9,075.01
II	Other Income	23	166.22	77.50
III	**Total Income from Operations**		**6,317.30**	**9,152.50**
IV	**EXPENSES**			
	Cost of Material Consumed	24	1,006.95	1,532.49
	Purchase of Stock-In-Trade		4,359.20	7,654.55
	Changes in Inventories	25	165.31	(696.18)
	Employee Benefit Expenses	26	199.61	159.99
	Finance Cost	27	34.31	39.60
	Depreciation and Amortization Expenses	3	294.51	249.44
	Other Expenses	28	120.98	145.70
	Total Expenses		**6,180.88**	**9,085.59**
V	Profit before Exceptional and Extraordinary Items and Tax (III-IV)		**136.42**	**66.92**
X	Exceptional Items	29	1.86	(152.87)
	Profit beforeTax		**134.56**	**219.78**
XI	Tax Expense			
	Current Tax		34.83	41.25
	MAT Credit utilised		-	-
	Net current tax		34.83	41.25
	Earlier Year Tax Adjustment		-	-
	Deferred Tax Assets		0.81	4.00
XI	Profit(Loss) for the Period		100.54	182.53
XVI	Other Comprehensive Income			
XVIII	Total Comprehensive Income for the Period		**100.54**	**182.53**
	Paid-up Equity Share Capital (Face value of Rs.10 per share)			
XIX	Earnings per Equity Share			
	-Basic		0.72	1.44
	-Diluted		0.72	1.44
	Weighted average equity shares used in computing earnings per share			
	Basic		1,39,42,414	1,27,02,538
	Diluted		1,39,42,414	1,27,02,538

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

As per our Audit Report of even date attached

For and On Behalf of the Board of Directors

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

Pravin Rastogi
Managing Director
DIN NO: 01414608

Sachin Rastogi
Director
DIN NO: 05134858

CA Ankit Sinha
Partner
M.No. 429058
Place : Camp Office - New Delhi
Date : 26th May, 2026
UDIN:

Utpal Tondon
Chief Finance Officer

Rakesh Kumar
Company Secretary

CONTINENTAL SEEDS AND CHEMICALS LIMITED

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

15. (o) Disclsures of Ratios:-

Annexure C

	FY 2025-26			FY 2024-25			
Ratio	**Numerator**	**Denominator**		**Numerator**	**Denominator**		**% Variance**
(a) Current Ratio	Current Assets	Current Liabilities					
Figures	2,019.66	671.48	3.01	1,894.63	671.48	2.82	6.60
(b) Debt-Equity Ratio	Paid-up debt capital (Long term borrowings+Short term borrowings)	Shareholder's Equity (Total Equity)					
Figures	297.56	3,207.40	0.09	334.77	2,838.06	0.12	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	66.83	4.77	318.70	72.18	4.42	8.00
(d) Return on Equity Ratio	Profit for the year	Average Shareholder's Equity					
Figures	134.56	3,022.73	0.04	219.78	2053.52	0.11	(58.41)
(e) Inventory turnover ratio	Revenue from operations	Average Inventory					
Figures	6,151.08	940.85	6.54	9,075.01	651.14	13.94	(53.09)
(f) Trade Receivables turnover ratio	Revenue from operations	Average trade receivables					
Figures	6,151.08	498.68	12.33	9,075.01	474.76	19.12	(35.47)
(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	871.36	385.70	2.26	61.27	112.28	0.55	314.01
(h) Net capital turnover ratio	Revenue from operations	Working Capital+current maturities of long term borrowings					
Figures	6,151.08	3,207.40	1.92	9,075.01	2,838.06	3.20	(40.02)
(i) Net profit ratio	Profit for the year	Revenue from operations					
Figures	100.54	6,151.08	0.02	182.53	9,075.01	0.02	(18.74)
(j) Return on Capital employed	Earning before interest and taxes	Capital Employed(i)					
Figures	168.87	3,207.40	0.05	259.39	2,838.06	0.09	(42.39)
(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

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

CIN No.L01111DL1983PLC015969

Cash Flow Statement for the Year ended 31.03.2026

Particulars	As At 31.03.2026	As At 31.03.2025
Profit before tax	134.56	219.78
Non Cash Adjustment		
Depreciation and amortisation	294.51	249.44
Profit after adjustment of all non cash items	429.07	469.22
Provision for employees Benefit	-	(0.60)
Income Tax Excess Provision made for earlier years	-	1.95
Adjustment for income and expenditure other than operation		
Finance cost	34.31	39.60
Cashflow from operation before change in working capital	463.38	510.18
Cash from Operations before Working Capital Changes		
Increase in Current Assets	(0.29)	(410.92)
Decrease in Current Assets	320.47	(673.96)
Increase in Current Liabilities	273.42	(111.05)
Decrease in Current Liabilities	(137.70)	(314.00)
Cashflow from operation after working capital change	**919.28**	**(999.75)**
Less: Income tax Paid	41.25	41.25
Net cashflow from operating Activities (A)	**878.03**	**(1,041.00)**
Cash Flow from Investing Activities		
Purchase of Fixed Assets	(637.42)	(165.39)
Sale of Fixed	-	1.72
Interest income		
Non Current Assets/ Liabilities	59.49	
Cash flow from Investing Activities (B)	**(577.93)**	**(163.67)**
Cash Flow from Financing Activities		
Increase in Equity Share Capital	123.99	871.66
Increase in Other Equities	145.63	512.95
Decrease in Non-Current Liabilites	(90.13)	
Decrease in Long Term Borrowings	(0.05)	(134.75)
Borrowing Cost	(34.31)	(39.60)
Cash flow from Financial Activities (C)	**145.11**	**1,210.26**
Net increase/Decrease in cash or cash equivalent (A+B+C)	445.21	5.59
Opening Cash and Cash Equivalents		
Cash in Hand	12.71	7.55
Balance with Bank	0.50	0.07
Cash and cash equivalents at the end of the year	**458.42**	**13.21**
Closing Cash and Cash Equivalents		
Cash in Hand	11.39	12.71
Balance with Bank	447.02	0.50
Cash and cash equivalents at the end of the year	**458.42**	**13.21**

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

As per our Audit Report of even date attached

For and On Behalf of the Board of Directors

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

Pravin Rastogi
Managing Director
DIN NO: 01414608

Sachin Rastogi
Director
DIN NO: 05134858

CA Ankit Sinha
Partner
M.No. 429058
Place : Camp Office - New Delhi
Date : 26th May, 2026

Utpal Tondon
Chief Finance Officer

Rakesh Kumar
Company Secretary

Continental Seeds & Chemicals Ltd.

Statement of Changes in Equity

Particulars	Equity Share Capital	Other Equity							
		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	Total Equity Atrributable to Equityholders of the Company
Balance as of 01 April, 2025	**1,270.25**	**512.95**	**447.87**	**5.30**	**-**	**-**	**-**	**-**	**2,236.37**
Increase in share capital on account of bonus issue	-	-	-	-	-	-	-	-	**-**
Increase in share capital on account of fresh issue	123.99	-	-	-	-	-	-	-	**123.99**
Shares bought back during the year	-	-	-	-	-	-	-	-	**-**
Profit for the Period	-	235.58	100.54	511.80	-	-	-	-	**847.91**
Equity Instruments through Other Comprehensive Income	-	-	-	-	-	-	-	-	**-**
Income Tax Excess Provisions made for earlier years	-	-	(0.87)	-	-	-	-	-	**(0.87)**
Balance as of 31 March, 2026	**1,394.24**	**748.53**	**547.53**	**517.10**	**-**	**-**	**-**	**-**	**3,207.40**

Particulars	Equity Share Capital	Other Equity							
		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	Total Equity Atrributable to Equityholders of the Company
Balance as of 01 April, 2024	**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	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 Short Provisions made for earlier years	-	-	1.95	-	-	-	-	-	1.95
Balance as of 31 March, 2025	**1,270.25**	**512.95**	**447.87**	**5.30**	**-**	**-**	**-**	**-**	**2,236.37**

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 31.03.2026

(₹ in lakhs)

PARTICULARS	RATE	W.D.V AS ON 01.04.25	ADDITION Before Sep.	ADDITION After Sep	SALE/ ADJUSTMENT	TOTAL	DEPRECIATION	W.D.V AS ON 31.03.2026
BLOCK - A								
Land & Site Development	-	179.89	-	-	-	179.89	-	179.89
BLOCK - B								
Building	10%	40.98	-	-	-	40.98	4.10	36.88
Furniture & Fixture	10%	0.63	-	-	-	0.63	0.06	0.57
BLOCK - C								
Plant & Machinery	15%	1,321.68	86.52	67.78	-	1,475.98	216.31	1,259.66
Plant & Machinery Under Constru	15%	-	116.60	29.07	-	145.66	19.67	125.99
Column-UP	15%	-	155.65	155.65	-	311.30	35.02	276.28
Office Equipment	15%	1.19	0.36	-	-	1.55	0.23	1.31
Electrical Equipments	15%	21.25	-	-	-	21.25	3.19	18.07
Air Conditioner	15%	0.89	1.21	-	-	2.10	0.31	1.78
D.G. Set 45KVA	15%	19.71	-	-	-	19.71	2.96	16.75
Weighing Machine 100Kg	15%	0.12	-	-	-	0.12	0.02	0.10
Weighing Machine 300Kg	15%	0.29	0.13	-	-	0.42	0.06	0.35
Thermic Fluid Heater-UP	15%	18.89	-	-	-	18.89	2.83	16.06
Lab Equipment	15%	9.56	15.15	4.13	-	28.85	4.02	24.83
BLOCK - D								
Honda City Car	15%	0.12	-	-	-	0.12	0.02	0.10
Car Creta	15%	4.46	-	-	-	4.46	0.67	3.79
Toyota Car	15%	0.38	-	-	-	0.38	0.06	0.33
Motor Cycle	15%	0.07	-	-	-	0.07	0.01	0.06
Audi Car	15%	2.67	-	-	-	2.67	0.40	2.27
BLOCK - E								
Computer	40%	0.07	1.37	3.81	-	5.26	1.34	3.92
Laptop	40%	0.80	-	-	-	0.80	0.32	0.48
Total		**1,623.67**	**376.98**	**260.44**	**-**	**2,261.08**	**291.60**	**1,969.48**

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 01.04.2025 to 31.03.2026

(₹ in lakhs)

		GROSS CARRYING AMOUNT				DEPRECIATION				NET BLOCK	
PARTICULARS	**Rate of Dep.**	**Deemed Cost as on 01.04.2025**	**ADDITIONS during the yr**	**SALE/Adjustment**	**AS AT 31.03.2026**	**Upto 01.04.2025**	**DEPRECIATION FOR THE PERIOD**	**Adjustment**	**Total Upto 31.03.2026**	**AS A 31.03.2026**	**AS AT 31.03.2025**
LAND	0.00	178.17	-	-	178.17	-	-	-	-	178.17	178.17
BUILDING	9.50%	158.40	-	-	158.40	111.10	2.24	-	113.34	45.06	47.30
PLANT & MACHINERY	18.10%	2,309.66	611.26	-	2,920.92	1,066.62	274.73	-	1,341.35	1,579.58	1,243.04
FURNITURE & FIXTURE	25.89%	4.78	-	-	4.78	4.78	-	-	4.78	-	-
ELECTRICAL FITTINGS & EQUIPMENTS	25.89%	40.16	-	-	40.16	25.64	3.76	-	29.40	10.76	14.52
VEHICLES	31.23%	43.21	-	6.10	37.11	42.16	0.32	6.10	36.38	0.72	1.05
OFFICE EQUIPMENT	45.07%	7.30	0.36	-	7.65	7.06	0.16	-	7.22	0.43	0.24
AIR CONDITIONER	45.07%	4.17	1.21	-	5.38	3.36	0.34	-	3.69	1.69	0.81
COMPUTER	63.16%	7.91	5.18	-	13.09	7.32	1.24	-	8.56	4.53	0.59
LAB. TESTING EQUIPMENTS	25.89%	13.63	19.28	-	32.92	5.08	5.45	-	10.53	22.39	8.55
PAGER	45.07%	0.09	-	-	0.09	0.09	-	-	0.09	-	-
D.G. SETS	18.10%	38.25	-	-	38.25	20.64	3.19	-	23.83	14.42	17.61
WEIGHING MACHINE 100 KG.	45.07%	0.50	-	-	0.50	0.44	0.01	-	0.45	0.05	0.06
WEIGHING MACHINE 300 KG.	45.07%	0.88	-	-	0.88	0.66	0.04	-	0.70	0.18	0.22
Welding Machine	45.07%	0.45	0.13	-	0.58	0.04	0.09	-	0.14	0.44	0.41
THERMIC FLUID HEATER		46.03	-	-	46.03	29.76	2.95	-	32.70	13.33	16.28
TOTAL TANGIBLE FIXED ASSETS		**2,853.57**	**637.42**	**6.10**	**3,484.89**	**1,324.74**	**294.51**	**6.10**	**1,613.15**	**1,871.75**	**1,528.84**
RIGHT TO USE		67.92	-	-	67.92	67.92	-		67.92	-	0.00
		-	-	-	-	-	-		-	-	-
Total Fixed Assets		**2,921.50**	**637.42**	**6.10**	**3,552.82**	**1,392.66**	**294.51**	**6.10**	**1,681.07**	**1,871.75**	**1,528.84**
Previous Year		**2,708.95**	**214.27**	**1.72**	**2,921.50**	**1,143.22**	**249.44**	**-**	**1,392.66**	**1,528.84**	**1,565.73**

Note No:4

Particulars	31.03.2026	31.03.2025
<u>**Trade Receivables**</u>		
(A)Non Current		
*Considered Good**	106.60	167.59
Considered Doubtful		
Sub-total(A)	**106.60**	**167.59**
(B) Current		
Unsecured		
Considered Good	388.94	608.43
Considered Doubtful		
	388.94	**608.43**
Less: Allowance for credit losses		
Sub-total(B)	388.94	608.43
Total (A+B)	**495.54**	**776.01**

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

Note No: 5

Particulars	31.03.2026	31.03.2025
<u>**Other Financial Assets- Non Current**</u>		
Security Deposit	15.67	15.67
Fixed Deposit Against BG (UPPCB)	1.00	1.00
FDR	0.06	0.06
Add: Accrued Interest	0.23	0.06
Accrued Interest on Electricity Security	1.39	0.86
Total	**18.35**	**17.65**

Note No: 6

Particulars	31.03.2026	31.03.2025
<u>**Deferred Tax Assets**</u>		
Opening Balance	33.54	29.55
Add:Provision made during the year	0.81	4.00
	34.35	**33.54**

Note No:7

Particulars	31.03.2026	31.03.2025
<u>**Other Non Current Assets**</u>		
Advances to Suppliers	20.00	20.00
Total	**20.00**	**20.00**

Note No:8

<u>**Inventories**</u>

Particulars	31.03.2026	31.03.2025
(As taken, valued & certified by the management)		
Raw Material	76.08	3.02
Work in progress*	49.02	52.80
Finished Goods	769.62	876.83
Traded Goods	-	54.33
Total	**894.72**	**986.98**

** 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	31.03.2026	31.03.2025
Cash & Cash Equivalents		
(i) Cash in Hand	11.39	12.71
Sub Total (i)	**11.39**	**12.71**
(ii)Balance with Banks		
Current A/c	447.02	0.50
Sub Total (ii)	**447.02**	**0.50**
Total (i+ii)	**458.42**	**13.21**

Note No:10

Other Financial Assets

Particulars	31.03.2026	31.03.2025
Rent receivable	2.57	2.28
Total	**2.57**	**2.28**

Note No:11

Other Current Asstes

Particulars	31.03.2026	31.03.2025
Other Loans & Advances		
Unsecured, Considered Goods		
Advance to Supplier for Purchase*	137.80	119.40
Advance for Expenses	0.67	1.10
Sachin Rastogi- Imprest Account	(0.46)	-
Prepaid Insurance	5.31	5.21
SEBI Appeal Under Protest	55.00	55.00
Balance with Government Department	76.69	103.02
Total	**275.01**	**283.73**

* 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 — **Amounts in Rs**

Note No.12
Equity Share Capital

Particulars	As at 31 March, 2026		As at 31 March, 2025	
	Number	Amount	Number	Amount
a. Authorised Share Capital:				
Equity Shares of Rs 10 each	2,20,00,000	22,00,00,000	2,20,00,000	22,00,00,000
Preference shares of Rs 10 each				
b. Issued, Subscribed & Paid up Capital:				
Equity Shares of Rs 10 each fully paid*	1,39,42,414	13,94,24,140	1,27,02,538	12,70,25,380
Total	**1,39,42,414**	**13,94,24,140**	**1,27,02,538**	**12,70,25,380**

c. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	Equity Shares		Equity Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	1,27,02,538	12,70,25,380	1,00,02,808	10,00,28,080
Shares Issued during the year	12,39,876	1,23,98,760	26,99,730	2,69,97,300
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	**1,39,42,414**	**13,94,24,140**	**1,27,02,538**	**12,70,25,380**

d. Right of Equity Shareholders

The Company has only one type of Equity Shares having par value of Rs.10. Each holder of equity shares is entitled to per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount.

e. Shares in the Company held by each shareholders holding more than 5 percent shares specifying the numbers of shares held

Name of Shareholder	As at 31 March, 2026		As at 31 March, 2025	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares :				
Pravin Rastogi	68,91,267	49.43%	56,51,391	44.49%

Shareholding Pattern	As at 31 March, 2026		As at 31 March, 2025	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Public	27,73,336	19.89%	27,73,336	21.83%
Promoter	68,91,267	49.43%	56,51,391	44.49%
Other	42,77,811	30.68%	42,77,811	33.68%

CONTINENTAL SEEDS AND CHEMICALS LIMITED
Notes Forming Integral Part of Balance Sheet

Note No: 13 (A)

PARTICULARS	As At 31.03.2026	As At 31.03.2025
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 31.03.2026	As At 31.03.2025
<u>Other Equity</u>		
a. Capital Reserves		
Opening Balance	5.30	5.30
(+) Current Year Transfer	-	-
(+) Warrant Forfeiture	511.80	
Written Back in Current Year	-	-
Closing Balance	**517.10**	**5.30**
	-	-
b. Securities Premium Account	-	-
Opening Balance	512.95	-
(+) Securities premium credited on share issue	235.58	512.95
<u>(-) Premium utilised for various reasons</u>	-	-
Premium on redemption of Debentures	-	-
Issue of Bonus Shares*	-	-
Closing Balance	**748.53**	**512.95**
c. Surplus		
Opening Balance	447.87	263.39
(+)Profit for the current year	100.54	182.53
(+)Transfer from Reserves	-	-
(-) Issue of Bonus Shares*	-	-
(-)Proposed Dividends	-	-
(-)Interim Dividends	-	-
(+)Income Tax Excess Provision Made for ealier years	(0.87)	1.95
(-)Income Tax Short Provisions made for earlier years	-	-
	547.53	**447.87**
Total	**1,813.16**	**966.12**

Note No: 14
<u>Non Current Liabilities</u>

Particulars	31.03.2026	31.03.2025
<u>Financial Liabilites</u>		
Borrowings		
i) Secured		
From Banks		
Term Loan		
(Secured by hypothecation of Plant & Machinery and the personal guarantee of directors of the Company)		
With HDFC Bank		
GECL A/c	-	-
GECL Extention A/c	32.52	32.58
Term Loan with HDFC Bank	-	-
	-	-
Sub-total(i)	**32.52**	**32.58**

ii) Unsecured		
(a) Loan from Directors/Shareholders	-	-
Directors & Directors Realtive Neha Rastogi, Vivek Kumar Varshney	-	-
(b) Loan from Others	-	-
The said loans are taken during the course of business & interest free	-	-
	-	-
Subtotal(ii)	-	-
Total	**32.52**	**32.58**

Note No: 16

Particulars	31.03.2026	31.03.2025
<u>Other Non- Current Financial Liabilities</u>		
(a) Security received from dealers*	-	9.00
	-	-
(b) Advances and Creditor outstanding more than one year **	-	-
Advances from Buyers more than one Year	-	81.13
Creditor for Goods outstanding more than one year	-	-
Creditor for Capital Goods outstanding more than one year	-	-
Creditor for Expenses outstanding more than one year	30.00	30.00
Total	**30.00**	**120.13**

**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	31.03.2026	31.03.2025
<u>**Non Current Provisions**</u>		
Provision for Gratuity*	-	-
Total	**-**	**-**

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

Note No: 17

<u>**Current Liabilities**</u>

Particulars	31.03.2026	31.03.2025
<u>**Financial Liabilities**</u>		
<u>**Borrowings**</u>		
-Secured Borrowings		
Cash Credit Limit from HDFC Bank	265.03	302.19
Total	**265.03**	**302.19**

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 gurantee of shareholders and corporate guarantee as under;-

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

(b) Commercial Property, Gata no 202, Kukrawali, 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 Bilarimoh Mehmoodpur, MAAFI 244001

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

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

Note No: 18

Particulars	31.03.2026	31.03.2025
<u>Trade Payables</u>		
(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	374.47	90.08
(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	11.23	22.21
Total	**385.70**	**112.28**

Note No: 19

Particulars	31.03.2026	31.03.2025
<u>**Other Current Financial liabilities**</u>		
Current Maturity of Unsecured Loan	-	-
Current Maturity of Term Loan (Refer Note 2.7)	-	55.84
Expenses Payable		
Audit Fee Payable	-	-
Salary & Remuneration	12.33	8.83
Cheque Issued but not presented	40.26	38.13
Electricity Expenses	14.73	16.00
Legal & Professional Fees-PMAS & Associates LLP	-	-
Others	31.84	41.00
Total	**99.16**	**159.81**

Note No: 20

Particulars	31.03.2026	31.03.2025
<u>**Other Current Liabilities**</u>		
Advance Against Sale Orai Plant	-	46.74
Statutory Dues Payable	**-**	**-**
GST Payable	7.04	
TDS Payable	4.95	5.15
Total	**12.00**	**51.89**

Note No: 21

Particulars	31.03.2026	31.03.2025
Provisions		
Provisions For Audit Fees	4.05	4.05
Provisions For Income Tax	34.83	41.25
Total	**38.88**	**45.30**

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

(₹ in lakhs)

Note No.22

Particulars	31.03.2026	31.03.2025
Revenue from Operations		
-Sale of Manufactured Goods	151.11	-
-Sale of Traded Goods	4,474.84	8,047.32
Less: Cash Discount	-	-
	4,625.95	**8,047.32**
Sale of Service (Job Work)	1,525.13	1,027.69
Total	**6,151.08**	**9,075.01**

Note No.23

Particulars	31.03.2026	31.03.2025
Other Income		
Sundry Balances written Off	132.56	38.55
Rebate & Discount	-	3.77
Duty Drawback Received	-	1.38
Forex Gain/Loss	-	0.45
Interest	0.90	0.59
Rent Income	32.77	32.77
Total	**166.22**	**77.50**

Note No.24

Particulars	31.03.2026	31.03.2025
Cost Of Material Consumed		
Opening Stock of Raw Materials	3.02	27.52
Add: Purchase of Raw Materials	151.65	895.86
	154.68	**923.38**
Less: Closing Stock of Raw Materials	76.08	3.02
	78.60	**920.36**
Add: Direct Expenses		
-Store & Consumption	78.24	91.02
-Boiler Running Expenses	493.96	217.99
-Power & Fuel Expenses	183.96	229.52
-Wages Expenses	96.22	73.61
-Bardana & Packaging Expenses	7.56	-
-Generator Running Exp.-UP	68.40	-
Total Cost of Material Consumed	**1,006.95**	**1,532.49**

Note No.25

Particulars	31.03.2026	31.03.2025
Change in Inventories		
Inventories at the end of the year		
-Finished goods	769.62	876.83
-Work In Progress	49.02	52.80
-Traded Goods	-	54.33
TOTAL (A)	**818.64**	**983.96**
Inventories at the beginning of the year		
-Finished goods	876.83	107.59
-Work In Progress	52.80	61.42
-Traded Goods	54.33	118.77
TOTAL (B)	**983.96**	**287.77**
Changes during the Year	**(165.31)**	**696.18**

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

(₹ in lakhs)

Note No.26

Particulars	31.03.2026	31.03.2025
Employees Benefit Expenses		
Director Remuneration	45.03	28.71
Salaries & Wages	132.63	112.05
Staff Welfare Expenses	2.90	2.30
PF Fund Expenses	6.29	5.72
ESIC Expenses	-	-
Provision for Bonus	11.68	10.24
Total	**198.53**	**159.01**

Note No.27

Particulars	31.03.2026	31.03.2025
Finance cost		
(i) Interest Cost	33.10	38.56
(ii) Bank Charges	1.21	1.04
Total	**34.31**	**39.60**

Note No:3

Particulars	31.03.2026	31.03.2025
Depreciation & Amortization Expenses		
(i) Depreciation	294.51	294.51
Total	**294.51**	**294.51**

Note No.28

Particulars	31.03.2026	31.03.2025
Import Expenses		
Custom Duty Expenses	0.02	-
Detention Charges	0.28	-
Sub-total (a)	**0.30**	**-**

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

(₹ in lakhs)

Other Expenses		
Advertisement Expenses	2.00	3.25
Payment to Statutory & Tax Auditor	4.50	4.50
Legal and Professional Expenses	1.68	9.60
Consultancy Charges	0.29	-
Travelling & Conveyance Expenses	0.70	2.85
Electric Expenses (Delhi)	0.14	-
Power & Fuel Expenses	-	0.19
Freight Expenses	24.16	40.42
Rent & Storage Charges	5.81	5.56
Insurance Expense	6.86	3.61
Repair & Maintenance Expenses	36.04	29.80
Security Expenses	18.17	16.43
Printing & Stationery	0.20	-
Balances Written Off	-	0.00
Fees & Taxes	11.36	25.27
Postage & Courier Expenses	0.19	0.15
Short & Excess	(0.04)	0.05
Testing Expenses	0.83	0.71
Vehicle Running Expenses	0.16	0.35
Brokerage Exp	-	2.75
Telephone Expenses	0.56	-
Fiting Charge	0.01	-
Waste Management Expense	0.08	-
Tour & Travelling Expenses	6.97	-
Misc. Exp	-	0.21
Sub-total (b)	**120.68**	**145.70**
Total Expenses(a+b)	**120.98**	**145.70**

Note No.29

Particulars	31.03.2026	31.03.2025
Exceptional Items		
Gain on Sale of Property	-	(156.11)
GST Late Fees & Interest	0.00	3.13
Interest on Late Deposit ESIC	0.00	-
Interest on Income Tax	0.98	
Interest on Late Deposit Provident Fund	0.11	-
Interest on TDS	0.77	0.11
Total	**1.86**	**(152.87)**

CONTINENTAL SEEDS AND CHEMICALS LIMITED

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

		Note		Note
Calculation of Deferred Tax Assets/Laibilities				
		Amounts(Rs)		(₹ in lakhs)
Opening Deferred Tax Assets (01.04.2025)		33,54,202.53		33.54
Depreciation as per Company Act	2,94,50,776.00		294.51	
	2,94,50,776.00		294.51	
Add: Interest on TDS	-		-	
Add: Amount inadmissible for MSME interest	-		-	
Less: Depreciation as per Income Tax Act	2,91,60,263.57	2,90,512.43	291.60	2.91
Timing Difference	2,90,512.43		2.91	
Tax on Timing Difference @27.82% (DTA)		80,820.56		0.73
Tax on Timing Difference on 40a(ia)		-		-
Tax on Timing Difference of Employee Benefits		-		-
Total Rs		**34,35,023.09**		**34.27**
Deferred Tax transferred to P&L		80,820.56		0.73

For and On Behalf of the Board of Directors

Director Director

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, 2026:

1.1(a) Basis of Preparation of Financial Statements

These financial statements are prepared in accordance w ith 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 derecognized 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 earnings 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, 2026:

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 495.54 Lakhs were outstanding as on 31/03/2026, out of said balance Rs. 106.60 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 Forfeiture of Convertible Warrants

During the financial year 2025-26, the holders of 82,99,170 convertible warrants issued on preferential basis failed to exercise the conversion option within the stipulated period of 18 months from the date of allotment as prescribed under the terms of issue and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Accordingly, the Company has forfeited the upfront subscription money amounting to ₹6,01,68,982 received against such warrants, being 25% of the total warrant issue price. Consequent to such forfeiture, the said warrants stood cancelled and all rights attached thereto ceased to exist.

The amount forfeited has been transferred by the Company to Capital Reserve and disclosed under “Reserves & Surplus” in the financial statements.

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

(Rs. In Lakhs)

Particulars	31st March, 2026	31st March, 2025
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	
	31st March, 2026	31st March, 2025
Statutory Audit	4.50	4.50
Tax Audit	0.00	1.00
Total	**4.50**	**5.50**

2.9 Revenue Recognition

Particulars	Year ended on	
	31st March, 2026	31st March, 2025
Revenue Generating Transactions	1920.10	1867.00
Non-Revenue Generating Transactions	4230.98	7208.00
Total	**6151.08**	**9075 .00**

2.10 Financial Instruments by Category

Particulars	Year ended on	
	31st March, 2026	31st March, 2025
Trade Receivables	495.54	776.01
Cash and Cash equivalents	458.42	13.21
Other Financial Assets- Non Current	18.35	17.65
Trade Payables	385.69	107.12
Non- Current Borrowings	32.52	98.42
Borrowings	265.03	302.19
Other Financial Liabilities	12.00	90.14

2.11 Related Party Transactions

A. List of Related Parties an 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	G.K. Sharma	Non-Executive Director	Key Management Person
8	Utpal Tandon	Chief Financial Officer	Key Management Person
9	Abhishek Pandey	Company Secretary	Key Management Person
10	Rakesh Kumar	Company Secretary	Key Management Person

B-Transactions

Transactions	Enterprises where KMP having significant influence		Key Management Persons / Remarks
	Particulars	Amount (Rs. In Lakhs)	
Remuneration	Director	36.00	Praveen Rastogi
	Non-Executive Director	5.28	Sachin Rastogi
Salary	CFO	6.38	Utpal Tandon
Salary	CS	10.09 0.59	Mr. Abhishek Pandey Mr. Rakesh Kumar
Rent Received	Natural Herbals & Seeds	1.41	Natural Herbal and Seeds
	Shree Balaji Enterprises	0.28	Shree Balaji Enterprises
Purchases	Shree Balaji Enterprises	244.15 (1863.22)	Current Financial Year Previous Financial Year
	Praveen Aroma Pvt Ltd	2068.12 (1,384.20)	Current Financial Year Previous Financial Year
	Natural Herbals & Seeds	1151.20 (2,662.95)	Current Financial Year Previous Financial Year
	Vivek Enterprises	783.02 (1,620.76)	Current Financial Year Previous Financial Year
Sale	Shree Balaji Enterprises	324.12 (1,901.02)	Current Financial Year Previous Financial Year
	Natural Herbals & Seeds	983.06 (2,613.73)	Current Financial Year Previous Financial Year
	Praveen Aroma Pvt Ltd	2167.62 (1443.07)	Current Financial Year Previous Financial Year
	Vivek Enterprises	756.17 (1,250.18)	Current Financial Year Previous Financial Year

2.12 During the F.Y. 2025-26 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	4343.97	4433.77
D.M.O & Menthol	9.85	24.80
Mentha Oil	34.09	16.27
Cattle Fees and Others	68.28	126.88
Trans-4 Amino Cyclohexanol	0	24.23
Packing Material	2.54	0
Other Chemicals	52.12	0
Total	**4510.85**	**4625.95**

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2.14 Earning Per share

S.No.	Particulars	As on	
		31st March, 2026	31st March, 2025
1	Profit after tax attributable to Ordinary Shareholders	100.54	182.53
2	Weighted Average No. of Equity Shares Outstanding during the year	1,39,42,414	1,27,02,538
3	Nominal value of Ordinary Shares	10	10
4	Basic/Diluted Earning per Share	0.72	1.44

2.15 Tax Expenses

Particulars	As on	
	31st March, 2026	31st March, 2025
Current Taxes		
Income Taxes	34.83	41.25
Deferred Taxes Liability/ Assets	0.81	3.99

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

Total Amount Involved: Rs. 312.72 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 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).

2.18 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.

2.19 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

Sd/-
(CA. ANKIT SINHA)
Partner
M. No. 429058
Date: 26th May, 2026
Place: Camp Office – New Delh

sd/-
(PRAVEEN RASTOGI)
Director
DIN: 01414608

Sd/-
(SACHIN RASTOGI)
Director
DIN: 05134858

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

1. **STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026**
   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	6317.30	6317.30
2.	Total Expenditure	6180.88	6180.88
3.	Net Profit/Loss	100.54	100.54
4.	Earnings Per Share	0.72	0.72
5.	Total Assets	4070.70	4070.70
6.	Total Liabilities	863.30	863.30
7.	Net Worth	3207.40	3207.40
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, 2026 amounts to ₹495.54 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 ₹106.60 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, 2026 are subject to confirmation.

(iv) The closing stock as at March 31, 2026, 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**: Seventh 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) Non-implementation of audit trail:

- The Company acknowledges the observation made by the Statutory Auditors regarding non-compliance with the provisions of Rule 3(1) of the Companies (Accounts) Rules, 2014, as amended and applicable w.e.f. April 1, 2023, which mandates the use of accounting software having an audit trail (edit log) feature.
- During the financial year ended 31st March 2026, the Company's accounting software did not have the requisite functionality to record and preserve the audit trail throughout the year. The management recognises the importance of this statutory requirement in enhancing the reliability, auditability, and integrity of financial data.
- In this regard, the Company has already initiated the process of transitioning to an upgraded accounting system that includes an inbuilt audit trail and edit log functionality. The implementation of this upgraded system is expected to be

completed during the financial year 2026–27. The management is committed to ensuring full compliance with the applicable regulatory requirements in future reporting periods.

(2) Old outstanding of Sundry Debtors

- 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 25-26 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. Praveen Rastogi	(Chairman and Managing Director)
2.	Mr. Utpal Tandon	(Chief Financial Officer)
3.	Konika Goel	(Audit Committee Chairperson)
4.	Ajai Shaker And Company	(Statutory Auditor)

Date: 26.05.2026

Place: Lucknow