



Kuch Zyada  
**Hamesha**



**Annapurna  
Swadisht Limited**  
Annual Report 2022-23



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**Bharat ke liye,  
kuch zyada**

**Hamesha**

**This simple  
philosophy has been  
the bedrock of our  
business model, the  
cornerstone to our  
success thus far and  
will be the essential  
business driver  
over the foreseeable  
future.**



# Kuch Zyada on the Shelf

In our business,  
variety adds tadka  
to our volumes and  
returns.





### Our SKU growth

	Sept 22	May 23
Pellet-based snacks	11	16
Corn-extruded snacks	3	5
Potato chips	5	5
Cakes	7	7
Namkeen	6	13
Candies	6	14
Sweet & Savories	-	3
Biscuits	-	1
Ready to drink	-	2
Noodles	-	6
TOTAL	38	72

In less than a decade, we have created a sizeable product basket consisting of ten product categories of sweet and savory snacks, with more than 70 SKUs being showcased in the semi-urban and rural pockets of East India. While our products have gained appreciable traction, we realize we have only scratched the surface.

An exhaustive study of understanding the difference between what people buy and what we offer has provided a vast list of possibilities.

We made a good start. We added new product categories to our offerings basket: Noodles, Cup Jellies, Sonpapdi, Biscuits and flavoured drinks. We populated each new category with multiple flavors to widen our product acceptance.

We did not stop here. We continued to widen our existing product portfolio with new flavors to strengthen the draw to our product categories. Having achieved a dominant position in the ₹5/- per pack space we have forayed into the ₹10/- and above market segment.

Variety helped. The new product categories have made an appreciable contribution to the Company's topline in the first year of their launch.



# Kuch Zyada *on the Floor*

In our competitive space, while products get you in the game, volumes solidify your position.





## Capacities that align with our ambitions

### EXISTING

#### Asansol

Area covered: 1,00,000+ sq. ft.  
Areas catered: Part of Bengal, Jharkhand, Bihar, Odisha

#### Siliguri 1

Area covered: 40,000+ sq. ft.  
Areas catered: Part of Bengal, NE States, Part of Bihar

#### Siliguri 2

Area covered: 1,00,000+ sq. ft.  
Areas catered: Part of Bengal, NE States, Part of Bihar

#### Gurap

Area covered: 50,000+ sq. ft.

### UPCOMING

#### Dhulagarh

Area covered: 75,000+ sq. ft.

### CONTRACT MANUFACTURING

Location	Daily Capacity	Products
Kakinara (WB)	1.5 MT	Cakes
Hazaribagh (Jharkhand)	2.5 MT	Potato Chips
Ranigunj (WB)	2.5 MT	Namkeens
Ganjam (Odisha)	1.8 lac cups	Glucos Water
Siliguri (WB)	30 MT	Noodles
Mathura (UP)	37 MT	Biscuits, Fryums, Namkin

Having successfully tested the waters with a few products, we realized that a single manufacturing facility would fall short of the massive market opportunity we wish to cater to. Moreover, manufacturing had to be proximate to the consuming markets. And we needed to augment capacities very fast. Because we believe that an opportunity is never lost.

We set up the second facility (Unit 1) in Siliguri, West Bengal, in 2022 and followed it up with Unit 2 at the same location. This addition has helped us to manufacture biscuits (Rusk), cakes and cream roll which were earlier outsourced. Further, we added new product lines to our Asansol facility, shoring up production volumes significantly.

Moreover, we are working with five white-label players to manufacture our five product segments which include potato chips, cakes, namkeen, ready-to-drink beverage (Glucos Water) and Noodles.

We entered into an exclusive contract manufacturing agreement with Gopal Food Product. The manufacturing facility, located at UPSIDC in the Kotwan Industrial Area of Mathura, Uttar Pradesh, has a production capacity of 1000 MT of biscuits, 60 MT of namkeen, and 150 MT of snacks per month.

The new facility is well-positioned to serve the regions of East and North Rajasthan, Haryana, West, and Central Uttar Pradesh, the Delhi National Capital Region (NCR), North Madhya Pradesh, South and West Uttarakhand, and more.

Further, we have invested in two large greenfield units at Dhulagarh & Gurap in West Bengal. While the Gurap unit has started commercial production, our Dhulagarh facility will commence operations later in FY24.

Volume allow us to occupy more space at every retail touchpoint. Soon Annapurna is all that will be visible. And that makes all the difference.



# Kuch Zyada *across* Markets










To stand out of  
the clutter in our  
business space,  
you need to  
be omnipresent.  
Literally!







We have five states where we have only begun.

 Bengal 9103.47	56%	 Odisha 153.89	1%
 Bihar 1566.05	9.5%	 Andhra Pradesh 8.08	0.5%
 Jharkhand 2626.37	16%	 Uttar Pradesh 335.34	2%
 Assam 2203.54	14%	 Meghalaya 13.02	0.5%
		 Tripura 7.73	0.5%

Even as the world transitions towards a digital ecosystem with e-commerce spearheading the transformation, some things never change, like the age-old philosophy Jo dikhta hai, Wo bikta hai. This phrase particularly applies to our markets and our customers.

Aligned with this reality, We have adopted a dual approach. Entrench and expand. While we continue entrenching our presence in the legacy market, we extended our presence into neighboring states to create a contiguous footprint.

We deepened our presence in our existing markets of West Bengal, Jharkhand and Assam.

- Added 30 super stockists
- Added 210 distributors
- Created additional retail touchpoints in towns and villages

We strengthen our presence in Bihar and Odisha by entrenching our distribution network deeper. We added 31 super stockists and 64 distributors in these states in FY23. Moreover, we readied ourselves to make a splash in rural and urban Uttar Pradesh, a very large opportunity. We are also getting our feet wet in the markets of Andhra Pradesh.

We listed our D2C Brand, Gohona Bori, on Amazon to expand our online presence for other products going forward





From the Chairman's desk

**“I am confident  
that we will continue  
to report an industry-  
beating performance  
over the years to come  
and deliver significant  
value for all our  
stakeholders.”**





## Dear Shareholders,

I am happy to connect with you through this narrative as your Company reported a star-studded performance with business and profitability benchmarks breaking through the ceiling and elevating your Company into a completely new orbit.

While I am delighted with the Company's performance, I am not surprised because we have done our base work well. We had envisioned the gap accurately and executed our strategies (getting the right products in the right places at alluring price points) to perfection. Growth was only a natural corollary.

FY23 was vital not only from a performance perspective but also from a sustainability standpoint. We added new product categories to capture eyeballs and generate more footfall at the retail touchpoints. We widened our marketing presence into large states which offer massive growth opportunities. We added new capacities to be able to cater to the growing volumes. As these growth levers start working in sync, we are confident of scaling new heights over the coming years.

I remain optimistic about our growth prospects because our markets are large and growing. We are focused on Bharat – rural India – the critical driver for India's economic progress.

The Government continues to work tirelessly for employment generation in rural India through multiple schemes, improving their earning propensity.

The massive increase in infrastructure development is a positive step in this direction. In addition, the sizeable allocation in the recent Union Budget towards Rural Development should make a considerable difference in improving the lives and livelihoods of rural India. Moreover, the normal monsoon in 2023 should allow the agriculture sector to register healthy growth,

These factors point to an increase in the disposable income in the hands of rural Indians in the current year and beyond, which augurs well for our business.

FY24 heralds a promising performance with the commissioning of our large greenfield facilities and multiple new product launches. In addition to our new facilities, we will partner with white-label manufacturing partners to move close to consuming markets and grow output. While we remain exceedingly stringent on product quality, we will sharpen our focus on optimizing costs with a particular emphasis on logistics.

Barring unforeseen circumstances, I am confident that we will continue to report an industry-beating performance over the years to come and deliver significant value for all our stakeholders.

In closing, I sincerely thank all our stakeholders whose dedication and efforts have helped us arrive this far. Your support and encouragement have been our source of strength. With you behind us, we look forward to the future with great confidence and optimism.

Warm regards,

**Shreeram Bagla**  
Chairman





Message from the Whole-Time Director

**“We will work  
diligently AS A TEAM  
to arrive at the right  
mix of product, price  
and place for every  
market of our presence  
with the objective of  
creating long-term  
value for all those who  
partner with us.”**



## Dear Shareholders,

It is a pleasure to pen this narrative as Annapurna has been able to establish itself as a distinct brand in the rural market today. We have kept our promise of providing lip-smacking quality snacks to the rural masses.

Our strategy of being in the right place, with the right products at right prices has worked well. I am happy to mention that today the Annapurna brand occupies a dominant position in the ₹5/- per pack category.

Now, the challenge lies in gaining further grounds.

In our impulsive-buying business space, we need to ensure that we are always most proximate to our customers, providing what they like and at prices they can afford. We have passionately worked on strengthening these factors during the recently concluded financial year.

Based on our intense research of trends and aspirations of rural markets in the impulsive buying space, we introduced some new product categories and rejuvenated our existing product basket with more exciting variants. These efforts have helped in strengthening the demand significantly, ensuring that our manufacturing facilities operate at maximum utilisation.

Further, we stepped into new states, the most prominent being Uttar Pradesh which is one of the largest markets for our kind of products. To tap these markets well, we are single-mindedly focusing on strengthening our presence – manufacturing and marketing – in these states.

Even as we widened our marketing footprint, we continued our efforts to entrench our presence in existing markets. We continued our marketing campaigns in target markets (rural and semi-urban areas of West Bengal, Jharkhand & Bihar) using electronic and traditional media. Further, we amplified our outdoor media visibility in prominent festivals in these states to strengthen our brand recall.

For our niche upmarket brands which are drawing attention from urban pin codes, we have enhanced their visibility on prominent e-commerce platforms, which have emerged as the preferred market place for city dwellers.

Mindful that our business operates on wafer-thin margins, our team has sharpened its focus on cost optimisation. We are working closely with our key vendors to lessen the procurement costs. We are adding new vendors proximate to our manufacturing facilities to reduce the logistics costs as well. For in our business every penny saved transcends to the Company's bottomline.

Entering FY24, the excitement is palpable. Our expanded marketing team is working on a comprehensive blueprint to strengthen our brand awareness in new territories. We will have to work seamlessly to arrive at the right mix of product, price and place for every market of our presence with the objective of creating long-term value for all those who partner with us.

Further, we will commission our two large facilities which should allow us to fill retail shelf space adequately with our large and growing product range.

Our unwavering focus on emerging among the Top 10 in our business space will continue to drive us forward.

LET'S STAY FOCUSED AND SPEED UP.

Thank you!

**Sumit Sengupta**  
Whole-Time Director





From the Whole-Time Director desk

**“We have planned business-critical initiatives that promise to make the organisation increasingly smart and agile. These initiatives will be implemented in a phased manner during the current year and beyond.”**





## Dear Shareholders,

Businesses today face a complex environment of difficulties and possibilities in today's fast-paced and technologically driven environment. In this ever-changing world, one constant remains: the critical requirement for reliable IT solutions. The dependence on information technology has become an essential element of success for small businesses as well as global organizations.

At Annapurna, we have invested in and positioned information technology as its operational backbone. Our Custom-built SAP system is now online across facilities. This IT solution empowers the business to collect, analyse, and interpret vast amounts of data, unlocking valuable insights into customer behaviour, market trends, and internal operations.

Advanced analytics and reporting tools provide a comprehensive overview of business performance, aiding in strategic decision-making and enabling us to stay ahead of the curve. By leveraging data effectively, we will be able to identify new opportunities, optimize processes, and mitigate risks.

Our digital transformation program strengthens our focus on customer satisfaction, enables our team to collaborate better and become a data-driven partner for all stakeholders within and outside the organisation.

Further, we have enhanced employee collaboration by providing advanced tools and technologies that facilitate communication, knowledge sharing, and teamwork regardless of physical distance.

In addition, we also undertook technology intervention at our operating facilities. As volumes scaled, we made considerable investments in process automation that enhanced product quality and improved productivity. The combination has optimised our operating costs.

As we advance, we have planned business-critical initiatives that promise to make the organisation increasingly smart and agile. These initiatives will be implemented in a phased manner during the current year and beyond.

I thank all our stakeholders for their solid support. Alone, we can do so little, together we can do so much. We believe that partnerships and collaborations with our associates, partners and customers are the bedrock for a sustainable business .

Thank you!

**Rajesh Shaw**

*Whole-Time Director*





About the Company

**A name that is steadily  
entrenching itself in rural  
Eastern India.**

**A brand that is creating ripples  
in lesser-known pin codes.**

**A company that is moving  
forward & upward with speed.**

**We are Annapurna Swadisht  
Limited**

Incorporated in 2016 as Annapurna Agro Industries, Annapurna Swadisht Limited (Annapurna) is in packaged snack and beverage space engaged in the serious business of bringing smiles to the rural heartlands of Eastern and North-Eastern India.

We operate four manufacturing units in Asansol, Siliguri (two facilities) and Gurap which manufacture pellet-based snacks, corn-extruded snacks, cake, namkeen, candies, sweet & savories, biscuits. We outsource the manufacturing of few products to five dedicated white-label manufacturers.

Our entire product range is available in 250 towns and 80,000+ villages in six states at attractive price points.



## Key numbers that *define us*

20<sup>Lac plus</sup>

Packs sold per day

10

Product lines

72<sup>SKUs</sup>

Across product lines

3

Manufacturing units  
in West Bengal

510<sup>+</sup>

Distributors across six states

600,000<sup>+</sup>

Retail touchpoints  
In 250 towns & 80,000+ villages.

100<sup>+</sup>

Super-Stockists





# Our Journey

2016

Incorporated as Annapurna Agro Industries

Set up extruded pellet unit in Asansol, West Bengal

Supplied raw pellets to regional snacks producers

2019

Set sight on the retail play by planning the first expansion to packaged snacks.

2020

Installed fryers & packaging unit in Asansol unit.

Introduced first retail product Fryums @ Rs5 price point.

Breached INR 13 crore+ revenue





## 2021

Expanded team and fortified distribution

Added potato chips, cakes, namkeen & candies.



## 2022

2nd Manufacturing unit in Siliguri, West Bengal

Breached INR 60 crore+ revenue

38 SKUs across six categories

300 distributors and 80 super distributors across five states



## 2023

Listed on NSE Emerge

Ventured into Indian snacks and beverages

Improved presence in Odisha & Bihar - from the three states earlier

Entered into Uttar Pradesh

Expanded the product basket to 10 categories





• Pellet-based snacks •



• Pellet-based snacks •



• Namkeen •









• Potato chips •



• Candies •



• Biscuits •



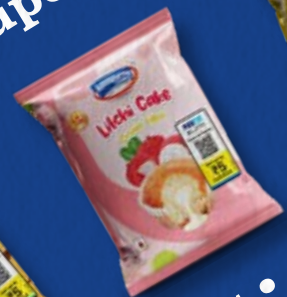
• Soan Papdi •



Candies •



• Cupcakes & Slice cake •





• Cream Roll •



• Ready to drink •



• Noodles •



• Olonkar •

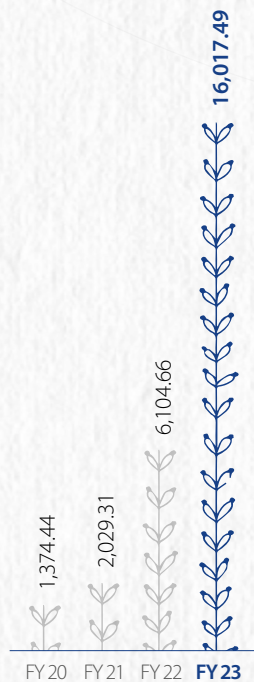




# Key Performance Indicators



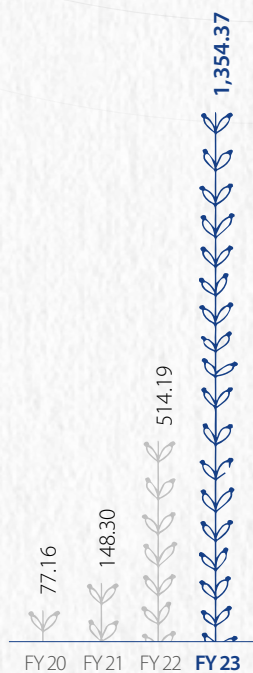
**Revenue from Operations**  
(₹ Lakh)



**162%**  
y-o-y change



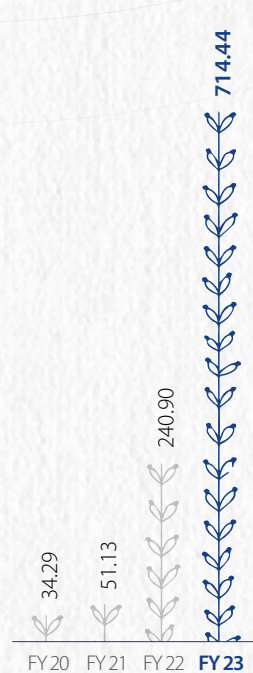
**EBITDA**  
(₹ Lakh)



**163%**  
y-o-y change



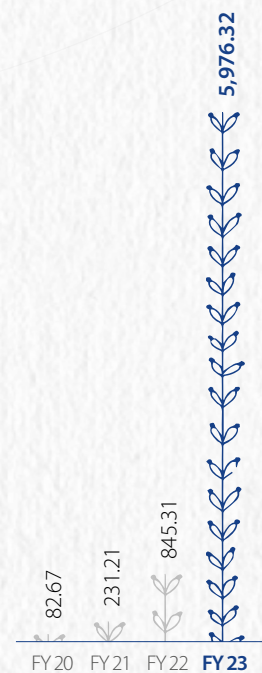
**Profit after Tax**  
(₹ Lakh)



**197%**  
y-o-y change



**Net Worth**  
(₹ Lakh)



**607%**  
y-o-y change



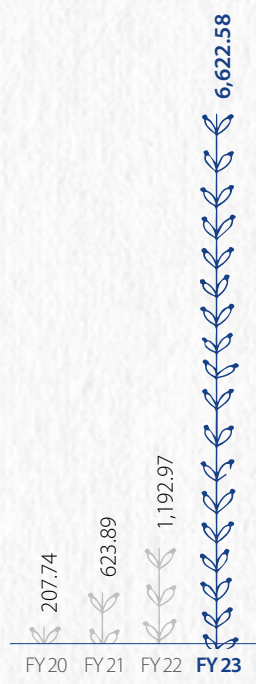
The Company was originally incorporated as a Partnership Firm as "M/s Annapurna Agro Industries" vide partnership deed dated November 27, 2015. The Partnership Firm was subsequently converted into Private Limited Company "Annapurna Swadisht Private Limited" on February 11, 2022. Further the Company was converted into a Public Limited Company and consequently, the name of the Company was changed to "Annapurna Swadisht Limited" with effect from July 8, 2022.

Hence the figures shown above for FY 2021-22 includes the financials of Partnership firm i.e. "Annapurna Agro Industries" for the period April 1, 2021 till February 11, 2022 and of the company for the period February 11, 2022 till March 31, 2022.

The same has been done to make the figures comparable with other Financial years.



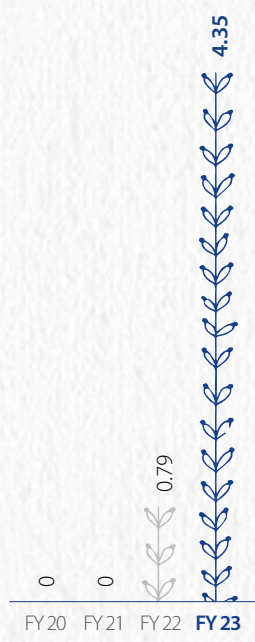
**Capital Employed**  
(₹ Lakh)



**455%**  
y-o-y change



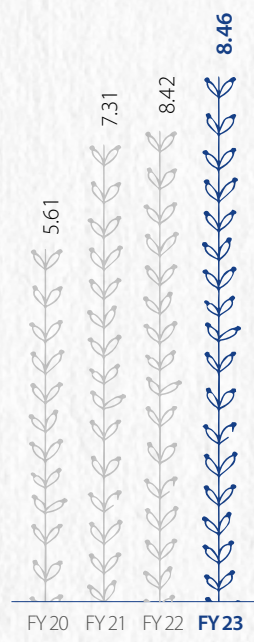
**Earnings per share**  
(₹)



**451%**  
y-o-y change



**EBITDA margin**  
(%)



**4 bps**  
y-o-y change



# Our Eminent Board



**Shreeram Bagla**

*Promoter & Co-founder*

Shreeram is the driving force behind Annapurna, with a decade plus experience in the Snacks industry. He currently leads the Company's strategic expansion and management function. A bachelor's degree holder in Economics from Calcutta University, Shreeram brings a deep understanding of the sector coupled with long-standing connections critical to fuel the growth appetite of the Company.



**Sumit Sengupta**

*Whole Time Director*

Sumit heads the general trade sales and branding and marketing functions at Annapurna. Besides, Sumit is also leading 'Olonkar' - the Company's D2C venture aimed at empowering rural artisans. Sumit is an Engineer with over 23 years of rich experience in various fields, including FMCG channel sales, Media Marketing, Retail and B2B network sales working with companies like Nestle, Parle, GPI, Future Group, ABP, Hindustan Times etc.



**Rajesh Shaw**

*Whole Time Director*

Rajesh is spearheading the Company's efforts in implementing the ERP CRM package. An ICWAI member and a science graduate, Rajesh's last assignment was with ITC, where he spent 11 years as an SAP FICO Manager implementing the Finance Business process requirements and mapping them with the SAP R/3 system. Besides, he's also worked with reputed companies, primarily as an IT process systems professional.





### **Chandan Ghosh**

*Independent Director*

Chandan is a thoroughly experienced FMCG professional who has worked as a Former Region/ Country Business Head of a Globally managed vertical of Nestle. Over his illustrious career, Chandan has worked across leadership roles in different regions/ countries: Bangladesh, Malaysia and other Southeast Asian countries, as well as Sub-Saharan Africa. He has handled the General Management role responsibilities in managing People, Brand, and P&L. Chandan is a science graduate from Jadavpur University and a former basketball champion.



### **Dr. Hitu Gambhir Mahajan**

*Independent Director*

Dr. Hitu Gambhir Mahajan - Marketing, Communication and Media Leader with over 20 years in Television, Print, Radio and Entertainment. Specialist in Business Development, Sales, PR and Crisis Management, Strategising, Analyzing and Executing Events. Honored with Woman Excellence Award in the 14th National Conference and Awards Ceremony 2022 on Building New India. Felicitated with The Women Entrepreneur of the Year 2018 by Global Business Leadership Award organized by WPDO (World Peace and Diplomacy Organisation) and CIAC Global.



### **Rachna Yadav**

*Independent Director*

Rachna is a HR Thought Leader with a strategic bent of mind and ownership with over 19 years of experience in Manufacturing, Travel & Hospitality, BPO & ITES, Digital Advertising and Marketing & Events. Having done MBA in Human Resource from ICFAI and PG Diploma in Journalism & Mass Communication from IGNOU, Rachna has an excellent blend of Corporate experience with Big Organizations and Start Ups along with a deep understanding of Entrepreneurship.



# Management Discussion and Analysis

## Indian Economy

India's economy continues to be resilient amidst an uncertain global environment.

India's GDP grew 7.2% in FY23 against 9.1% in FY22.

India once again showcased its resolve and resilience to report healthy economic growth despite the gloom prevailing in the external world, persistent inflations and the continuing impact of geopolitical fractures. India is estimated to have become a US\$3.75 trillion economy in March 2023.

Growth in factory output or index of industrial production was 5.1%, on average, in FY23, as against 11.4% in FY22. The drop was due to high inflation, rising interest rates, and weak external demand.

The Indian agriculture sector grew by 3.5% in FY23. Apart from meeting domestic requirements, India became a net exporter of agricultural products, with agriculture exports touching

US\$50.2 Bn in FY23. India's total Kharif crop production at around 149.9 million tonnes was appreciably higher than the previous five-year average.

The CPI has slowed to a 15-month low of 5.66% in March 2023. This figure is below the RBI's target of keeping below the 6% mark.

Annual GST collection registered a robust growth of 22% over the previous year. It reflects the resilience of the Indian economy amid global headwinds. The Government's net direct tax collections increased by 17.63% in FY23.

Advancing into FY24, India will sustain its position as one of the fastest-growing major economies, despite the growth slowdown in advanced economies. Despite sluggish exports, industrial output should remain healthy due to robust domestic demand. GDP estimates for FY24 by international and Government agencies are between 6-6.5%.

**India was ranked 63rd in 2022 in ease of doing business worldwide among 190 countries by the World Bank, improving its rank from 142 in 2014.**



## Industry Overview

### The FMCG Sector

The fast-moving consumer goods market is the fourth largest sector in the Indian economy. The country's FMCG market consists of food and beverages, household and personal care, and healthcare, with household and personal care, contributing 50% of the shares.

The FMCG industry grew by 7-8% in 2022 in terms of sales. This expansion was primarily due to consumer-driven growth and higher product prices, especially for essential goods.

FY23 was a mixed bag for the FMCG space. The sector faced challenges in FY23 owing to supply chain disruptions for raw materials and inputs stemming from the Russia-Ukraine war creating inflationary pressures on the broader economy. The continually rising prices of wheat, flour, rice and sugar have concerned the food and snack segment.

Despite these headwinds, FMCG companies achieved value-led growth owing to innovative pack sizes, ranging from the smallest entry-level packs to intermediate-size packs to the big packs. In addition, digitisation catalysed the FMCG sector's growth and growth and development in 2023.

Also, with FMCG companies entrenching their presence in Tier II and III cities and the increasing preference for modern retail in these towns, there is a perceptible shift towards the organised segment, which bodes well for recognised brands.

The FMCG sector is expected to sustain its growth momentum in the current year, driven by the increased disposable income of the average Indian. Moreover, reduced inflation and optimised input prices should improve the profitability of FMCG companies,

### Rural market to lead FMCG growth

The rural and urban segments generate the demand for FMCG companies. Although the urban segment accounts for 55% of the revenue, the rural markets demonstrate higher growth rates owing to a higher farm income, encouraging winter crop sowing and sustained government stimulus.

Moreover, factors such as reverse labor migration, increased digital penetration, rising awareness, and ease of access have switched rural preferences toward branded products.

### Rural markets are expected to drive the growth of the FMCG market. Some of the reasons for this are:

- The Government's thrust on infrastructure development promises to increase the earning potential of the rural masses.
- In the Union Budget 2022-23, the Government has applied a novel approach to the "rural economy" through rural women empowerment, enhanced Agri credit, fisheries scheme, Agri start-ups, natural farming, and other initiatives that have the potential to raise rural demand for the Indian FMCG sector.

### Digitisation & e-commerce in the FMCG sector

Continuing the momentum of the past few years ever since the emergence of the pandemic, the FMCG sector in India will benefit greatly from developments in digital technologies and rapidly growing e-commerce platforms. With India adopting 5G and superior technology and digital solutions, FMCG companies are highly likely to leverage advanced technologies to increase business and improve customer experience. According to a recent Nielsen report, eCommerce will contribute 11% of FMCG sales by 2030, eight times the current level.





## Indian snack market

Indian Snack Market is anticipated to reach US\$ 23.69 Billion in 2028, growing at a CAGR of 12% during 2023-2028. The robust performance and improving prospects of the Indian snack market have increased the competitive intensity. As a result, incumbent players are now focusing on innovative product development, ramping up a distribution network, and price promotions to attain a competitive edge.

Snacking has always been an intrinsic part of Indian culture- Indians have a snack for any reason, season and occasion, no matter the time of the day. The fondness for snacking is now associated with mental health as well. Indians feel satisfied, happy, and excited after consuming snacks, which shows a strong association between the state of mind and snacking. According to some experts, snacking helps people come out of boredom and uplifts the mood of people. There is also a growing popularity of snacks with ethnic flavors based on the diversified food culture of the country.

The unorganised sector of the Indian snacks market commands more than 50% of the market. It suggests a significant legroom for the growth of organised players and start-ups.

Customer preference is shifting from top players to mid-size players owing to attractive price points and good value for money, among other factors. The market can also be classified on price tags – ₹5 per pack, ₹10/- per pack and above. The ₹5/- pack also known as the impulsive buying segment accounts for the largest market share.

A strong distribution network, a wide variety of flavors and sizes at varied price points and aggressive promotion will be some of the critical factors determining business success in this segment. Annapurna Swadisht is in a favorable position and poised to grow significantly in the coming years.





## Indian Savoury & Sweet snack market

**Savoury market:** The Indian savory snack market remains primarily dominated by 'Western' snacks. The organised sector (well-packed, labelled, branded) accounted for most of the market. Western savory snacks dominate this packaged segment, making up about 57% of the total organised savoury snacks market. The Western snack category includes chips, extruders (corn-based snacks, puffs, rings etc.) and bridges (like nachos and Kurkure).

The organised traditional snacks market has grown in maturity in recent years and is likely to catch up with its Western counterpart. New products are being added to the product range appealing to the Indian taste and incorporating superior attributes such as good quality and nutrition. Improved packaging and sales practices now allow companies to develop processes to increase the shelf-life of traditional foods and, at the same time, retain their authentic flavor. Therefore, there is considerable scope for this category to grow in the coming years.

**Sweet market:** The sugar confectionery market in India is dominated by traditional sweets. The unorganised sector, the major part of this market, has the potential to increase the figures in the years ahead moderately.

The Indian packaged sweets market size reached a value of ₹5,230.7 crore in 2022. The market is projected to reach a value of ₹15,057.2 crore by 2028, growing at a CAGR of 19.1% during 2023-2028.



The underlying factors are the growing working population, shifting consumer preferences towards ready-to-serve variants, increasing health consciousness and easy availability of packed sweets through online and offline distribution channels. The market for processed traditional Indian sweets also has substantial export potential.

### Some significant trends playing out in the Indian sweets market are:

- Altering consumer demand for new variants of products.
- Greater demand for chocolates like sweets/flavored sweets.
- Festivals and seasons, intrinsic to Indian culture, drive the market differently.
- The majority of the organised players are transitioning to online and e-commerce platforms.

### The dominance of North & East India

Most snacks have been relished for ages in different parts of the country, celebrating the diverse tastes of India and signifying regional specialties, traditions, cultures and preferences. Demand for savory snacks is highest in North Indian markets. East India also consumes a considerable amount of savory snacks and street food between meals, travels, etc. The growing demand in East India is prompting global multinationals to set up manufacturing facilities in these states.

The sweets market is driven by North India, with a 35% share owing to UP, Delhi NCR, Punjab and Haryana. It is followed by East India, with Bengali Mithais dominating the market. An analysis by Frost & Sullivan mentions that India is the top consumer of sweets as it accounts for 35% of total consumption. Delhi leads the list with 9.8% of the total sweet consumption, followed by West Bengal.





Contemporary trends reveal that consumption of ethnic savories is likely to increase gradually as the organised sector seeks to penetrate this market.

Currently, the unorganised sector dominates in the North Indian markets. Companies in the organised sector are strategising to focus on promoting regional and traditional tastes. In recent years, the Indian snack sector, especially the North Indian companies, has grown faster than their Western counterparts. It is followed by East India, with the market being dominated by West Bengal.

### Growth opportunity for Indian snacks & confectionary

Ethnic snacks, Savoury snacks, Ready to Eat snacks, convenient foods, instant snacks, healthy snacks and processed food items are the opportunity areas for the growth of the Indian snacks market. A variety of flavors, sizes and price points and exotic ingredients are likely to appeal to the preferences of the diverse, aspirational Indian community with diverse purchasing power.

The Indian snacking and confectionary industry is experiencing an impressive growth cycle as many domestic and multinational companies seek to make inroads into this market. Growing FDI and collaborations in the industry will speed up this process. The numbers indicate that this business space has considerable growth potential and will contribute significantly to the development of the Indian economy. With these ongoing developments, the unorganised snack sector in India is likely to consolidate in the long term.

### Opportunities and Threats

Opportunities	Threats
<ul style="list-style-type: none"> <li>• The huge addressable market as the Company expands its footprint and entrenches itself deeper in existing markets.</li> <li>• Brand acceptability, widening product categories and increasing range within each category to drive growth.</li> <li>• Reducing the presence of large national brands in rural markets</li> <li>• An increase in logistic costs could dampen business profitability.</li> <li>• Persisting inflation could adversely impact the Company's cost calculation.</li> </ul>	<ul style="list-style-type: none"> <li>• Competition from the informal segment.</li> <li>• An increase in logistic costs could dampen business profitability.</li> <li>• Persisting inflation could adversely impact the Company's cost calculation.</li> </ul>





## The Company Overview

Annapurna Swadisht is a prominent player in the Indian snack and sweet market. Headquartered in Kolkata, India, the Company has four manufacturing units. It maintains a robust distribution network with more than a hundred super stockists and more than five hundred distributors in Uttar Pradesh, Bihar, Jharkhand, West Bengal, Assam and Odisha, who cater to the customers with ten product categories, namely pellet-based snacks, corn-extruded snacks, potato chips, cake, namkeen, candies, sweet & savories, biscuits, Ready-to-drink beverages and noodles.

In FY 23, the Company enhanced its presence by going beyond the ₹5 price point. It forayed into the ₹10 market with cakes, rusk and gluco water. Additionally, it entered into the biscuit segment with ₹30 as the highest product price point.

### Proud to be Indian

Annapurna has positioned itself as one of Eastern India's leading local food brands. The management harbors ambitions of expanding its footprint across the country. The Company operates primarily from an urban center in the eastern part of India and understands the specific tastes of the rural market and diverse cultures and regions of the nation very well.

Annapurna set up its first manufacturing unit in Asansol, West Bengal, the second and third manufacturing units in Siliguri, West Bengal and the fourth one in Gurap. Gradually it is expanding its marketing footprint to other states in the eastern part of the country, like Bihar, Assam, Uttar Pradesh, Jharkhand and Odisha and is now looking forward to advancing further into the large north and north-east Indian markets.

## Business Strategy

### 1) Product development

The Company will add new product categories to its product offering, including popcorn and jhalmuri. In addition, it will further rejuvenate its existing product categories with newer SKUs in flavors and sizes to widen its opportunity horizon.

### 2) Market Expansion

The Company has entered into Uttar Pradesh and plans to extend its footprint to other contiguous northern states.

### 3) Channel expansion

The Company will work dedicatedly on growing its distribution network – deepening its presence in existing states and widening its footprint in new states.

### 4) Brand awareness

The Company will further strengthen its brand awareness in markets of its presence, especially proximate to the points of sale. The Company's marketing team has expanded to 118 people. Further, it will leverage its digital media assets to engage with existing and prospective customers.



## Financial Performance



The Company was originally incorporated as a Partnership Firm as "M/s Annapurna Agro Industries" vide partnership deed dated November 27, 2015. The Partnership Firm was subsequently converted into Private Limited Company "Annapurna Swadisht Private Limited" on February 11, 2022. Further the Company was converted into a Public Limited Company and consequently, the name of the Company was changed to "Annapurna Swadisht Limited" with effect from July 8, 2022. The figures for FY 2021-22 are for the period February 11, 2022 till March 31, 2022. Hence the figures of the two financial years are not comparable.

Revenue from operations scaled from ₹11.83 crore in FY22 to ₹160.17 crore in FY23. Likewise, EBITDA increased from ₹0.95 crore in FY22 to ₹13.54 crore in FY23. Net Profit stood at ₹7.14 crore in FY23 against ₹0.55 crore in FY22.

Networth increased from ₹7.55 crore as on March 31, 2022, to ₹59.67 crore as on March 31, 2023. The increase was owing to two reasons 1) the successful IPO, which increased the equity share capital from ₹0.10 crore to ₹16.42 crore

and share premium reserve was at ₹35.64 crore. 2) Addition of business surplus to the general reserve.

Total Debt increased from ₹7.84 crore as on March 31, 2022, to ₹24.11 crore as on March 31, 2023. The debt portfolio increase was due to capital expenditure (to increase capacities) and working capital requirements to fund the significantly increased business operations..

Fixed Assets (property, plant and equipment) increased appreciably from ₹9.28 crore as on March 31, 2022, to ₹23.57 crore as on March 31, 2023, with the commissioning of new facilities. The Capital Work-in-Progress of ₹10.87 crore represents the ongoing capacity enhancement project which should commence operations in the current year.

**Significant changes (i.e., change of 25% or more as compared to the immediately previous financial years) in Key Financial Ratios, along with explanation are as under:**

Key Financial Ratios	2022-23	2021-22	Reason
Operating Profit Margin (%)	8.43	8.09	Mentioned in the note above
Return on Capital Employed (%)	17.75	6.92	
Net Profit Margin (%)	4.46	4.68	
Debt Service Coverage Ratio	7.78	11.23	
Creditors Turnover Ratio	10.06	18.88	
Current Ratio	1.64	1.04	
Debt-Equity Ratio	0.37	0.86	
Debtors Turnover Ratio	12.28	2.73	
Return on Equity (%)	20.95	13.10	
Inventory Turnover Ratio	5.77	1.98	





## Human Resource

Creating a future-ready workforce remains our top priority. Fostering a best-in-class working environment; providing ample learning opportunities; infusing young blood; motivating and nurturing mature talent continue to be the levers that create a bright future for us.

Our team is diverse, experienced, agile and dynamic, an invaluable resource that executes our strategies despite the challenges in an otherwise dynamic business environment. Our people policies help facilitate a harmonious working culture that allows each member to work to their full potential resulting in employee satisfaction and a high retention rate.

We have implemented robust talent management practices, development interventions, productivity improvement initiatives and reward mechanisms that enable us to achieve our operational and financial goals and retain our intellectual capital.

We provide continuous learning and development opportunities to our employees to upskill them and prepare them to address future challenges in our industry.

We accord maximum priority to the well-being of our people. To this end, we have calibrated our interventions in Health & Safety to create a safe living and working environment for everyone.

During the year, we onboarded fresh energy into the organisation to manage the fast-growing and expanding business operations. Our team had 845 employees (including contractual) as on March 31, 2023.







## Internal Control System & its Adequacy

The Company has in place an adequate internal audit framework to monitor the efficacy of internal controls to provide independent and reasonable assurance to the Audit Committee and the Board of Directors on the adequacy and effectiveness of the organisation's risk management, internal control business processes, operations, financial reporting, and compliance. The framework is commensurate with the nature of its business, size, scale, and complexity.

Internal audits and management reviews are undertaken regularly, covering various areas across the value chain, like procurement, manufacturing, information technology, supply chain, sales, marketing, and finance. The management regularly reviews reports of the internal auditors, and corrective and remedial actions are taken to strengthen the controls and enhance the effectiveness of the existing systems. Summaries of the reports and actions taken are presented to the Audit Committee of the Board.

### Cautionary Statement

Certain statements in this document may be forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties, like regulatory changes, local political or economic developments and many other factors that could cause our actual results to differ materially from those contemplated by the relevant forward-looking statements. The Company will not be responsible for actions based on such statements. It undertakes no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances.

## Risk Management

All businesses involve some degree of risk-taking to leverage emerging opportunities. At Annapurna, we take calculated risks in identifying the products and processes that are appropriate as per current industry standards.

Our business is subject to risks and uncertainties that could have short-term and long-term implications for the Company. Moreover, business risks constantly evolve in a rapidly changing business environment with dynamic customer requirements. As a result, there is significant variation in the risks landscape with time.

We identify business operations risks and address those issues by undertaking a root cause analysis. We focus on the early identification of probable risks depending upon the dynamic and evolving external ecosystem. We work on mitigation strategies to prevent business disruptions.

Our robust and resilient risk management framework forms the bedrock of our risk management efforts. Our Risk Management Committee of the Board also guides us, involving Independent Directors and Senior Management. The Risk Management Committee monitors risk management efforts and provides insights for effective risk management across our operations.



# Corporate Information

## BOARD OF DIRECTORS

**Mr. Shreeram Bagla**, *Chairman & Managing Director*

**Mr. Sumit Sengupta**, *Whole Time Director*

**Mr. Rajesh Shaw**, *Whole Time Director*

**Mr. Chandan Ghosh**, *Independent Director*

**Mrs. Hitu Gambhir Mahajan**, *Independent Director*

**Mrs. Rachna Yadav**, *Independent Director*

## BOARD COMMITTEES

### Audit Committee

**Mrs. Hitu Gambhir Mahajan**, *Chairperson*

**Mr. Chandan Ghosh**, *Member*

**Mr. Shreeram Bagla**, *Member*

## NOMINATION AND REMUNERATION COMMITTEE

**Mrs. Hitu Gambhir Mahajan**, *Chairperson*

**Mr. Chandan Ghosh**, *Member*

**Mrs. Rachna Yadav**, *Member*

## STAKEHOLDERS RELATIONSHIP COMMITTEE

**Mrs. Hitu Gambhir Mahajan**, *Chairperson*

**Mr. Shreeram Bagla**, *Member*

**Mr. Sumit Sengupta**, *Member*

## CHIEF FINANCIAL OFFICER

**Mr. Ravi Sarda**

## COMPANY SECRETARY

**Mr. Shakeel Ahmed**

## STATUTORY AUDITOR

**M/s. Agarwal Khetan & Co.**

## REGISTERED OFFICE

Chatterjee International Building, 13<sup>th</sup> Floor,  
Unit No. A01 and A02, 33A, Jawaharlal Nehru Road,  
Kolkata – 700071 West Bengal.

Ph.: 033-4603 2805

E-Mail: [info@annapurnasnacks.in](mailto:info@annapurnasnacks.in)

Website: [www.annapurnasnacks.in](http://www.annapurnasnacks.in)

## REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited : D-153 A,  
1<sup>st</sup> Floor, Okhla Industrial Area, Phase - I, New Delhi-110020

Ph.: +91- 11-40450193-197

Email: [compliances@skylinerta.com](mailto:compliances@skylinerta.com)

## BANKERS

Axis Bank Limited

## NBFC

Tata Capital Financial Services Limited

Equentia Financial Service Private Limited



# Directors' Report

## Dear Members,

Your Directors are pleased to present the 2<sup>nd</sup> Annual Report of the Company together with Audited Accounts for the year ended 31<sup>st</sup> March, 2023.

### 1. Financial Summary or Highlights

The highlights of the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2023 as compared to the previous financial year are as under: -

(₹ in Lakhs)

Particulars	Standalone (For the year ended)	
	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
Revenue from Operations	16,017.49	1,183.40
Other Income	46.40	0.02
<b>Total Income</b>	<b>16,063.90</b>	<b>1,183.42</b>
Total Expenditure	15,065.75	1,109.40
<b>Profit / Loss Before tax</b>	<b>998.15</b>	<b>74.02</b>
Less: Provision for Current Tax	241.70	18.49
Less: Provision for Earlier Tax	23.16	-
Less: Provision for Deferred Tax	18.85	0.14
<b>Net Profit / (Loss) after Tax</b>	<b>714.44</b>	<b>55.39</b>
Basic Earnings per share (in ₹)	4.35	0.79
Carried to Balance Sheet	714.44	55.39

Comparative figures for the period 11.02.2022 to 31.03.2022 as reflected in the Statement of Profit & Loss Account do not include the figures of erstwhile Partnership Firm **M/s. Annapurna Agro Industries** which was converted into Private Limited Company with effect from February 11, 2022. Consequently, the comparative figures are not comparable with the figures for the year ended March 31, 2023 to this extent.

### 2. The amount proposed to be carried to reserves

We do not propose to transfer any amount to general reserve.

### 3. Dividend

The Company is in the growth phase and expanding organically as well as inorganically. Thus, to fund the expansion projects, acquisition and to augment working capital requirements, your directors do not recommend any dividend for the financial year ended March 31, 2023.



#### 4. State of Company Affairs & Future Outlook

Your Directors are pleased to share the incomparable operational and financial performance achieved by the Company even during this turbulent times of inflation, growth slowdown, aggressive interest rate hikes and other geopolitical factors and its consequent effect on economies of worldwide.

As Company is in the growth phase, we are putting our best efforts to expand organically as well as inorganically and extend out geographical reach.

It is expected that the Company will achieve sound operation and financial performance in FY 2023-24. We aspire to be the best and to protect the interest of our customers, society and all the stakeholders.

#### 5. Change in name and status of the Company

The Company was originally formed as a Partnership Firm in the name and style of "M/s Annapurna Agro Industries" through partnership deed dated November 27, 2015. Subsequently the constitution of partnership firm was changed vide supplementary Partnership Deed dated May 15, 2016, dated April 01, 2018, dated April 01, 2019 and dated December 01, 2020. Further, the Partnership Firm was converted into Private Limited Company "Annapurna Swadisht Private Limited" on February 11, 2022, under Part I (Chapter XXI) of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. Subsequently, the Company was converted into a Public Limited Company pursuant to approval of the Shareholders at an Extraordinary General Meeting held on June 28, 2022 and consequently, the name of our Company was changed to "Annapurna Swadisht Limited" and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company was issued by Registrar of Companies, Kolkata dated July 8, 2022. The Corporate Identification Number of our Company is L15133WB2022PLC251553.

#### 6. Initial Public Issue

The Company has successfully completed the Initial Public Offer (IPO). In the IPO, 43,22,000 Equity Shares of ₹10/- each was offered by the Company for subscription at an issue price of ₹70/- per shares aggregating to ₹3,025.40 Lakhs which was oversubscribed by 194 times. The issue was opened for subscription on September 15, 2022 and closed on September 19, 2022. The Board has allotted 43,22,000 Equity Shares of ₹70/- each to the successful applicant on September 23, 2022. The equity shares of the Annapurna Swadisht Limited got listed on September 27, 2022 on the NSE EMERGE.

As on March, 31, 2023 the Authorised Share Capital of the Company is ₹1,800 Lakhs divided into 1,80,00,000 Equity Shares of ₹10/- each. The Paid up Share Capital of

the Company is ₹1,642.20 Lakhs divided into 1,64,22,000 Equity Shares of ₹10/- each.

#### 7. Utilisation of Funds Raised through IPO

During the year under review, the Company has come up with Initial Public offer of 43,22,000 Equity Shares for cash at a price of ₹70/- per Equity Shares (including a premium of ₹60/- per Equity Shares), aggregating to ₹3,025.40 Lakhs. Pursuant to Regulation 32(1)(a) and 32(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby confirmed that there was no deviation(s) or variation(s) in the utilization of public issue proceeds from the objects as stated in the prospectus dated 20<sup>th</sup> September, 2022.

#### 8. Dematerialisation of Shares:

During the year under review, the Company has entered into tripartite agreements for dematerialization of equity shares with the Skyline Financial Service Private Limited, National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2023, the share of the Company held in demat form represents 98.36% of the total issued and paid-up capital of the Company.

The Company ISIN No. is INE0MGM01017. M/s. Skyline Financial Service Private Limited is the Registrar and Share Transfer Agent of the Company.

#### 9. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

No Material Changes and commitments affecting the financial position of the Company, have occurred between the end of the financial year of the company to which the financial statements relate and the date of this Directors' Report.

#### 10. Alteration of Memorandum and Articles of Association

The Authorised Share capital of the Company has been increased and consequently it's the capital clauses of the Memorandum of Association were amended by the shareholders vide ordinary resolutions as under:

(Amount in ₹)

SL. No.	Date of Extra ordinary General Meeting	Increased in Authorized Capital From To	
1.	March 14, 2022	10,00,000	15,00,00,000
2.	June 28 2022	15,00,00,000	16,00,00,000
3.	July 09, 2022	16,00,00,000	18,00,00,000
4.	April 10 2023	18,00,00,000	27,00,00,000



Further, new set of Articles of Association pursuant to the Act primarily based on the Form of table F of Schedule I under the Act, adopted as new set of Articles of Association in place of Articles of Association of the Company vide shareholders resolution dated June 28, 2022.

#### 11. Number of Meetings of the Board

The Board of Directors of the Company regularly meets to discuss various business policies, strategies, important operational & financials matters, expansions and acquisitions. The Board meetings were convened, as and when required to discuss and decide on various.

During the year under review, the Board of Directors of the Company duly met 36 (Thirty-Six) times respectively on

04-04-2022	16-05-2022	27-06-2022	24-08-2022	23-09-2022	05-12-2022
19-04-2022	18-05-2022	28-06-2022	03-09-2022	24-09-2022	15-12-2022
26-04-2022	23-05-2022	01-07-2022	05-09-2022	29-10-2022	30-12-2023
27-04-2022	27-05-2022	08-07-2022	08-09-2022	11-11-2022	21-02-2023
28-04-2022	14-06-2022	27-07-2022	10-09-2022	17-11-2022	16-03-2023
14-05-2022	23-06-2022	29-07-2022	20-09-2022	18-11-2022	28-03-2023

The intervening gap between two consecutive meetings was within the limit prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

#### 12. Meeting of the independent directors

During FY 2022-23, one meeting of Independent Directors was held without the presence of the Executive Directors or Management Personnel on March 23, 2023. At such meeting, the Independent Directors have discussed, among other matters, the challenges faced by the Company, growth strategies, flow of information to the Board, strategy, leadership strengths, compliance, governance, HR related matters and performance of Executive Directors.

#### 13. Directors & Key Managerial Personal

The following are the changes in the Board of Directors of the Company during the year under review:

DIN/PAN	Name	Particular of changes	Date of change
01895499	Shreeram Bagla	Redesignated as Managing Director	09/07/2022
09647878	Rajesh Shaw	Redesignated as Whote Time Director	09/07/2022
09184493	Sumit Sengupta	Redesignated as Whote Time Director	09/07/2022
05344426	Nirmal Kumar Bhakat	Director- Resigned	28/06/2022
00241444	Sandip Maiti	Resigned – Independent Director	30/12/2022
09638482	Chandan Ghosh	Appointed as Independent Director	28/06/2022
07043618	Hitu Gambhir Mahajan	Appointed as Independent Director	28/06/2022
09008820	Rachna Yadav	Appointed as Independent Director	30/12/2022

Mr. Ravi Sarda is the CFO and Mr. Shakeel Ahmed is the Company Secretary of the Company during the years under review.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shreeram Bagla (DIN: 01895499), Managing Director, is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible has offered himself for reappointment. Necessary resolution for his re-appointment is included in the Notice of AGM for seeking approval of Members. The Directors recommend his re-appointment for your approval. A brief profile of Mr. Shreeram Bagla (DIN: 01895499), will be given in the Notice convening the forthcoming AGM for reference of the shareholders.

#### 14. Statement of Declaration of Independence by the Independent Directors under Section 149(7) of the Act.

The Company has received necessary declaration from each Independent Directors under Section 149(7) of the Companies Act, 2013, that they meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013.

Accordingly, the Company has taken on record, the Statement of Declaration of Independence, as submitted by all the Independent Directors.



In the opinion of the Board of Directors, all Independent Directors of the Company fulfils the conditions specified in the Act and Rules made thereunder.

## 15. Committees of the Board

### a. Audit Committee

The Audit Committee was constituted pursuant to Section 177 of the Companies Act, 2013 and as per Regulation 18 of SEBI (listing obligations and disclosure requirements) regulations, 2015. The composition of the Audit Committee is enumerated hereunder:

Name of the Director	Designation in the Committee	Nature of Directorship
Hitu Gambhir Mahajan	Chairperson	Non-Executive Independent Director
Chandan Ghosh	Member	Non-Executive Independent Director
Shreeram Bagla	Member	Managing Director

During the year under review, there has been no instance where the recommendations of the Audit Committee have not been accepted by the Board. During the Financial Year under review, the Committee met 2 (Two) times, and the meeting was held in accordance with the provisions of the Act and rules made thereunder.

### b. Nomination and Remuneration Committee.

The Nomination and remuneration Committee was constituted pursuant to Section 178 of the Companies Act, 2013 and as per Regulation 19 of SEBI (listing obligations and disclosure requirements) regulations, 2015. The composition of the Nomination and Remuneration Committee is enumerated hereunder:

Name of the Director	Designation in the Committee	Nature of Directorship
Hitu Gambhir Mahajan	Chairperson	Non-Executive Independent Director
Chandan Ghosh	Member	Non-Executive Independent Director
Rachna Yadav	Member	Non-Executive Independent Director

During the Financial Year under review, the Committee met 1 (One) time, and the meeting was held in accordance with the provisions of the Act and rules made thereunder.

### c. Stakeholders Relationship Committee.

The Stakeholders Relationship Committee was constituted pursuant to Section 178 of the Companies Act, 2013 and as per Regulation 19 of SEBI (listing obligations and disclosure requirements) regulations, 2015. The

composition of the Stakeholders Relationship Committee is enumerated hereunder:

Name of the Director	Designation in the Committee	Nature of Directorship
Hitu Gambhir Mahajan	Chairperson	Non-Executive Independent Director
Shreeram Bagla	Member	Managing Director
Sumit Sengupta	Member	Whole Time Director

During the Financial Year under review, the Committee met on 1 (One) time, and the meeting was held in accordance with the provisions of the Act and rules made thereunder.

## 16. Policy on Directors' appointment and remuneration

The Board, based on the recommendation of the Nomination and Remuneration Committee, has framed a policy for the selection and appointment of Directors and Senior Management Personnel and their remuneration. The Company's policy relating to the Directors appointment, payment of remuneration and discharge of their duties is available on the website of the Company at <https://www.annapurnasnacks.in/investors/policy-list>.

## 17. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, peer evaluation of all Board members, annual performance evaluation of its own performance, as well as the evaluation of the working of Board's Committees was undertaken.

The following evaluation process were followed:

### a. Evaluation Criteria

This evaluation is led by the Chairman of the Nomination and Remuneration Committee with a specific focus on the performance and effective functioning of the Board and its Committees. The evaluation process, inter alia, considers attendance of Directors at Board and committee meetings, acquaintance with business, communication inter se board members, the time spent by each of the Board members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.

### b. Performance Evaluation of the individual directors including Independent Directors

The Chairman of the Nomination and Remuneration Committee conducted the evaluation process, inter alia, based on attendance of Directors at Board and committee meetings, acquaintance with business, communication inter se board members, the time spent by each of the Board members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.



The report on the performance evaluation of the Individual Directors was reviewed by the Board and feedback was given to the Directors. The performance of each directors were satisfactory.

#### **c. Board of Directors**

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning etc.

A separate meeting of the Independent Directors of the Company was held on 23<sup>rd</sup> March, 2023, pursuant to Clause VII of Schedule IV to the Act, To

1. Review the performance of the non-independent directors and the Board as a whole.
2. Review the performance of the Chairman of the Company, taking into account the views of the executive directors and non-executive directors.

The Independent Directors expressed satisfaction over the performance of all the non-independent Directors and the Chairman.

#### **e. Performance Evaluation of the Committee**

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of the criteria such as the composition of Committees, effectiveness of committee meetings, etc.

### **18. Directors' Responsibility Statement**

Pursuant to the provisions of Section 134 (3) (c) read with section 134 (5) of the Companies Act, 2013 (hereinafter referred to as the "Act"), the Directors hereby confirm and state that:

- a. In the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with the proper explanation relating to material departures, if any.
- b. The Directors have selected such accounting policies and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on the Financial Year ended on 31<sup>st</sup> March, 2023 and of the Profit of the company for the year under review.
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- d. The Directors have prepared the annual accounts on a going concern basis.
- e. The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Management Discussion and Analysis :**

A detailed report on Management Discussion and Analysis (MDA) Report is included in this Report as **Annexure-4**.

### **19. Statutory Auditors**

The Company's Statutory Auditors M/s. A M R K & Co, Chartered Accounts (FRN 327630E), has resigned from the office of Statutory Auditors of the Company on January 25, 2023, resulting into a casual vacancy in the office of Auditors.

Thereafter, M/s. Agarwal Khetan & Co., Chartered Accountants (Firm Registration No. 327630E) was appointed as the Statutory Auditors of the Company to fill such casual vacancy on April 10, 2023 at the Extra Ordinary General Meeting, conducted through postal ballot, who will hold the office till the conclusion of ensuing Annual General Meeting.

M/s. Agarwal Khetan & Co., Chartered Accountants, are eligible to be re-appointed for a term of 5 (five) years, in terms of provisions of Sections 139 and 141 of the Act, read with the Rules made thereunder.

Accordingly, the Board of Directors of the Company at their meeting held on May 29, 2023 on the basis the recommendation of the Audit Committee and subject to the approval of the shareholders of the Company at the ensuing AGM, have approved the appointment of M/s. Agarwal Khetan & Co., Chartered Accountants, (Firm Registration No. 327630E), as the Statutory Auditors, for a period of 5 (five) years i.e. from the conclusion of the ensuing 2<sup>nd</sup> Annual General Meeting till the conclusion of 7<sup>th</sup> Annual General Meeting.

### **20. Independent Auditors' Report**

The Statutory Auditors' Report is annexed to this Annual Report. The Statutory Audit Report does not contain any qualification reservation or adverse remark or disclaimer made by Statutory Auditors. The notes to the accounts referred to in the Auditors' Report are self-explanatory and, therefore, do not call for any further comments.



## 21. Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made thereunder, the Company had appointed CS Md. Shahnawaz (Membership No. 21427 CP No. 15076), Practicing Company Secretary, to carry out the Secretarial Audit of the Company for the FY2022-23. The Secretarial Audit Report submitted by him, for FY 2022-23 is annexed herewith marked as "Annexure 1 to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark, and, therefore, does not call for any further comments.

## 22. Extract Of Annual Return

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013, the Annual Return for the year ending on March 31, 2022 is available on the Company's website at <https://www.annapurnasnacks.in/investors/annual-reports>

## 23. Particulars of Loans, guarantees or investments under section 186

The particulars of loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilized as per the provisions of Section 186 of the Companies Act, 2013 are disclosed in the notes to account to the financial statements for the financial year 2022-23.

## 24. Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed form

The Company has entered into related party transaction in ordinary course of business and at arm's length. As none of the transactions with any of the related party exceed the 10% of the turnover of the Company, there was no material related party transaction during the year under review. Thus, the disclosure of particulars of contracts or arrangements with related parties as prescribed in Form AOC-2 under section 188(1) of the Companies Act, 2013, during the financial year ended March 31, 2023, is not applicable.

## 25. Corporate Governance

Your company being responsible corporate citizen provides utmost importance to best Corporate Governance practices and always works in the best interest of its stakeholders. Your company has incorporated the appropriate standards for corporate governance, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

However, the Company is not obligated to comply with provisions of Corporate Governance as per regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 26. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings And Outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as 'Annexure - 2 and the same forms part of this report.

## 27. Risk Management Policy

Pursuant Section 134(3)(n) of the Act, the Company has in place a Risk Management Policy which provides for the identification therein of elements of risk, which in the opinion of the Board may threaten the existence of the Company. The Policy further contains the risk assessment and minimization procedures.

The risk management plan is reviewed by the Board from time to time and suitable changes are done as may be necessitated.

## 28. Change in the nature business:

There has been no change in the nature of business of the Company in the Financial Year under review.

## 29. Disclosure under insolvency and bankruptcy code, 2016 (31 of 2016)

During the year under review, neither any application was made nor any proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016

## 30. Policy on Corporate Social Responsibility (CSR) Initiatives

The provisions of the Companies Act, 2013, have become applicable to your Company w.e.f. April 1, 2023 as the based on the criteria of net profit as stipulated under Section 135 of the Companies Act, 2013 and Rules framed thereunder.

Accordingly, the Board of Directors on May 29, 2023 has constituted a CSR Committee and has adopted the CSR Policy in accordance with the Act read with Schedule VII which is also available on the website of the Company and the same can be access via. <https://www.annapurnasnacks.in/assets/frontend/pdf/policy/CORPORATE%20SOCIAL%20RESPONSIBILITY%20POLICY.pdf>. The Company's CSR policy is focused on comprehensive development of the underserved societies in India. The company believes in giving back to the society what it has taken from the society by making contribution to the social needs.

During FY2022-23, no amount was required to be spent by the Company on CSR activities as provision of the Act were not applicable.



### 31. Whistle Blower Policy/ Vigil Mechanism

To meet the requirement under Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations the Company has adopted a Vigil Mechanism/ Whistle Blower Policy with a view to provide a vigilance mechanism for the directors and employees of the Company to raise concern of any violations of legal or regulatory requirements, incorrectness or misinterpretation of any financial statements and reports etc. The purpose of this Policy is to encourage the Company's directors and employees who have concerns about suspected misconduct, to come forward and express these concerns without fear of punishment or unfair treatment.

Likewise, under this policy, we have prohibited discrimination, retaliation or harassment of any kind against any employee who, based on the employee's reasonable belief that such conduct or practice have occurred or are occurring, reports that information or participates in the said investigation. The Whistle Blower Policy is displayed on the Company's website at <http://www.annapurnasnacks.in>. No individual in the Company has been denied access to the Audit Committee or its Chairman during the FY 2022-23

There were no instances of reporting under the Whistle Blower.

### 32. Non-Applicability of the Indian Accounting Standards

As per Provision to regulation Rule 4(1) of the companies (Indian Accounting Standards) Rules, 2015 notified vide Notification No. G.S.R 111 (E) on 16<sup>th</sup> February, 2015, Companies whose shares are listed on SME exchange as referred to in Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, are exempted from the compulsory requirements of adoption of IND-AS w.e.f. 1<sup>st</sup> April, 2017. As your Company is also listed on SME Platform of NSE Limited, is covered under the exempted category and is not required to comply with IND-AS for preparation of financial statements.

### 33. Maintenance of Cost Record

The provisions relating to maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, were not applicable to the Company upto 31<sup>st</sup> March, 2023 and accordingly such accounts and records were not required to be maintained.

### 34. Prevention of insider trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading, in accordance with the requirements of Securities and Exchange Board of India

(Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Code is displayed on the Company's website at [www.annapurnasnacks.in](http://www.annapurnasnacks.in)

### 35. Significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and the Company's future operations.

No significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and the Company's future operations.

### 36. Details of reporting of fraud by Auditor

There are no instances of Fraud/ Suspected Fraud committed against the Company by the Officers or employees of the Company has been detected by the Auditor as required under Section 143 of the Companies Act, 2013 read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

### 37. Internal Financial Control.

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

### 38. Deposits

During the year under review the Company has neither invited nor accepted any Public Deposit within the meaning of section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

### 39. Affirmation on Compliance of Secretarial Standards.

The Board hereby affirms that, the Company has duly complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

### 40. Statement Pursuant to Section 197(12) Of the Companies Act, 2013 Read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate Annexure-3 forming part of this report.

### 41. Details of fraud reported by the Auditors

During the year under review, the Statutory Auditors and Internal Auditor have not reported any instances of fraud committed in the Company by its officers or employees



to the Audit Committee under section 143(12) and Rule 13 of the Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013.

#### 42. Details of difference between amount of the valuation

There was no one time settlement by the Company with the Banks or Financial Institutions during the year under review, thus, the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof are not applicable.

#### 43. Compliance to the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 read with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Rules, 2013.

The Company is committed to the protection of women against sexual harassment. The rights to work with dignity are universally recognised human rights.

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013.

In adherence to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 read with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Rules, 2013, the Company has constituted an Internal Complaints Committee to look into the matters relating to sexual harassment at workplace. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the financial year under review, no complaints in the nature of sexual harassment were reported at workplace of the Company.

During the Financial Year under review, the Company has carried out one number of workshops or awareness programme against sexual harassment.

#### 44. General

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

#### 45. Acknowledgement

Your Directors wish to place on record their gratitude for the valuable guidance and support rendered by the Government of India, various State Government departments, Banks and stakeholders, including, but not limited to, shareholders, customers and suppliers, among others. We place on record, our appreciation of the contribution made by our employees at all levels.

The Directors take this opportunity to place on record their deep sense of appreciation for the total commitment, dedication and hard work put in by the employees of the Company. Lastly, your directors are deeply grateful for the continuous confidence and faith shown by the members of the Company.

Place: Kolkata

Dated : 29-05-2023

On Behalf of the Board of  
Directors

For **Annapurna Swadisht Limited**

**Shreeram Bagla**

Chairman

DIN - 01895499



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

**ANNAPURNA SWADISHT LIMITED**

CIN: L15133WB2022PLC251553

Chatterjee International Building, 13<sup>th</sup> Floor,

Unit No A01 and A02, 33A, Jawaharlal Nehru Road,

Kolkata 700071

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Annapurna Swadisht Limited** (hereinafter referred as 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Overseas Direct Investment;

- (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 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
- (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 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018 – **No events / actions occurred during the Audit Period in pursuance of this regulation;** and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; and



(vi) Other specifically applicable laws to the Company, namely;

- a. Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of pollution) Act, 1981;
- b. Factories Act, 1948;
- c. Food Safety and Standards Act, 2006; and
- d. Boiler Act 1923 & Indian Boiler Regulation, 1950

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

**I further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including a Woman Director. 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.
- Adequate notice is given to all directors for the Board Meetings, including Committees thereof, along with agenda and detailed notes on agenda at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the directors.
- All decisions at Board Meetings and Committee Meetings are carried out unanimously and recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors and other designated professionals.

I further report that as per the explanations given to me and the representation made by the Management and relied upon by me, 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.

I further report that during the audit period, there were following specific events / actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.:

1. The company allotted 10,00,000 equity shares of ₹10/- each on rights issue basis at their Board Meeting held on April 19, 2022
2. The company allotted 10,44,500 equity shares of ₹10/- each on rights issue basis at their Board Meeting held on April 26, 2022
3. The shareholders of the Company at their AGM held on June 27, 2022, have approved:
  - a. Appointment of M/s. AMRK & Co, Chartered Accountants, as Statutory Auditors of the Company
4. The shareholders of the Company at their EGM held on June 28, 2022, have approved:
  - a. Increase in the Authorized Share capital of the company from ₹15,00,00,000 to ₹16,00,00,000
  - b. Conversion of the Company from Private Limited Company to Public Limited Company
  - c. Alteration in Name Clause contained in the Memorandum of Association of the Company
  - d. Adoption of new set of Articles of Association of the Company
5. The shareholders of the Company at their EGM held on July 9, 2022, have approved:
  - a. Increase in the limits of Borrowing power not exceeding ₹100 crores
  - b. Increase in limits for creation of securities upto ₹100 crores
  - c. Issue of equity shares on Private Placement basis
  - d. Appointment of Mr. Shreeram Bagla as Managing Director of the Company
  - e. Appointment of Mr. Sumit Sengupta as an Wholetime Director of the Company
  - f. Appointment of Mr. Rajesh Shaw as an Wholetime Director of the Company
  - g. Appointment of Mr. Chandan Ghosh as an Independent Director of the Company
  - h. Appointment of Mr. Sandip Maiti as an Independent Director of the Company



- i. Appointment of Mrs. Hitu Gambhir Mahajan as an Independent Director of the Company
  - j. Increase in the Authorized Share capital of the company from ₹16,00,00,000 to ₹18,00,00,000
  - k. Approval for issue and allotment of equity shares by way of Initial Public Offer (IPO)
6. The shareholders of the Company at their EGM held on May 4, 2022, have approved issue of 8,55,000 equity shares on preferential basis at a face value of ₹10/- each and at a premium of ₹35/- each
7. The shareholders of the Company at their EGM held on May 18, 2022, have approved issue of 7,37,500 equity shares on preferential basis at a face value of ₹10/- each and at a premium of ₹35/- each
8. The shareholders of the Company at their EGM held on May 30, 2022, have approved issue of 9,00,000 equity shares on preferential basis at a face value of ₹10/- each and at a premium of ₹35/- each
9. The IPO of 43,22,000 Equity Shares of ₹10 each of the Company opened for subscription on September 15, 2022 and closed on September 19, 2022. The shares of the Company got listed on September 27, 2022 at Emerge Platform of the National Stock Exchange of India Limited ("NSE EMERGE").
10. The shareholders of the company passed the following resolution through postal ballot conducted through remote e-voting:
- a. Appointment of M/s. Agarwal Khetan & Co. as Statutory Auditor to fill casual vacancy caused by the Resignation of M/s. A M R K & Co (FRN: 327630E) Chartered Accountants
  - b. Increase in authorized share capital of the Company

**M Shahnawaz & Associates**  
Company Secretaries  
**Firm Regn. No.: S2015WB331500**

**CS Md. Shahnawaz**  
Proprietor  
Membership No.: 21427  
CP No.: 15076  
Peer Review Regn No. 712/2020  
**UDIN: A021427E000415447**  
Kolkata, May 29, 2023

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



**'ANNEXURE 1-A'**

To,

The Members

**ANNAPURNA SWADISHT LIMITED**

CIN: L15133WB2022PLC251553

Chatterjee International Building, 13<sup>th</sup> Floor,

Unit No A01 and A02, 33A, Jawaharlal Nehru Road,

Kolkata 700071

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**M Shahnawaz & Associates**

Company Secretaries

**Firm Regn. No: S2015WB331500**

**CS Md. Shahnawaz**

Proprietor

Membership No.: 21427

CP No.: 15076

Peer Review Regn No. 712/2020

**UDIN: A021427E000415447**

Kolkata, May 29, 2023

**DISCLOSURE OF THE PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS REQUIRED UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014**

**A) CONSERVATION OF ENERGY**

i)	the steps taken or impact on conservation of energy;	The Company has taken various steps for minimization of energy consumption by putting continuous efforts towards optimization of operating and processing activities, up-gradation and modernization of plant equipment etc.
ii)	the steps taken by the company for utilising alternate sources of energy	NIL
iii)	the capital investment on energy conservation equipments;	NIL

**B) TECHNOLOGY ABSORPTION**

**From B: Disclosure of particulars with respect to Technology absorption**

<b>Technology, absorption, adaptation and innovation</b>	
Efforts made towards technology absorption	NIL
The benefits derived like product improvement, cost reduction, product development or import substitution	NIL
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NIL
(a) the details of technology imported;	
(b) the year of import;	
(c) whether the technology been fully absorbed;	
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	
<b>Research &amp; Development (R &amp; D) -</b>	
the expenditure incurred on Research and Development	NIL

**C) FOREIGN EXCHANGE EARNING AND OUTGO**

(₹In Lacs)

Particulars	FY 2023	FY 2022
Foreign Exchange earnings	NIL	NIL
Foreign Exchange outgo	12.05	NIL

For **Annapurna Swadisht Limited**

Shreeram Bagla

Chairman and Managing Director

DIN - 01895499

Kolkata, 29<sup>th</sup> May, 2023.



### ANNEXURE- 3

#### DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 [READ WITH RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

Top 10 employees of the Company in terms of remuneration drawn during the Financial Year 2022-23

Sl. No	Name	Designation	Remuneration	Qualification	Experience	Date of joining
1	Shreeram Bagla	Managing Director	3,00,000	Graduate	11 years	11/02/22
2	Rajesh Shaw	Whole Time Director	2,25,000	Cost Accountant	12 years	11/02/22
3	Pawan Jaiswal	Chief operating officer	2,00,000	Chartered Accountant	11 years	28/06/22
4	Sumit Sengupta	Whole Time Director	2,00,000	Diploma in Civil Engineering	16 years	01/07/22
5	Rahul Sureka	President operation	1,50,000	Chartered Accountant	15 years	01/07/22
6	Ravi Sarda	CFO	1,50,000	Chartered Accountant	15 Years	01-07-2022
7	Amit Sharma	Plant Head	1,25,000	Graduate	10 years	01-07-2022
8	Amit Rathi	Accounts & MIS Head	75,000	Chartered Accountant	18 years	01-04-2022
9	Nirmal Kumar Bhakat	Plant Head	70,000	M.Com	10 years	01-04-2022
10	Shakeel Ahmed	Company Secretary	48,110	Company Secretary	6 years	01-07-2022

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members

### **ANNAPURNA SWADISHT LIMITED**

CIN: L15133WB2022PLC251553

Chatterjee International Building, 13<sup>th</sup> Floor,

Unit No A01 and A02, 33A, Jawaharlal Nehru Road,

Kolkata 700071

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Annapurna Swadisht Limited having CIN L15133WB2022PLC251553 and having registered office at Chatterjee International Building, 13<sup>th</sup> Floor, Unit No A01 and A02, 33A, Jawaharlal Nehru Road, Kolkata 700071 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023, 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:

Sr. No.	Name of Director	DIN	Date of appointment in Company*
1.	Mr. Shreeram Bagla	01895499	11/02/2022
2.	Mr. Sumit Sengupta	09184493	11/02/2022
3.	Mr. Rajesh Shaw	09647878	28/06/2022
4.	Mrs. Hitu Gambhir Mahajan	07043618	28/06/2022
5.	Mrs. Rachna Yadav	09008820	30/12/2022
6.	Mr. Chandan Ghosh	09638482	28/06/2022

\*the date of appointment is as per the MCA Portal.

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M Shahnawaz & Associates**

Practicing Company Secretaries

**Firm Regn. No.: S2015WB331500**

**CS Md. Shahnawaz**

(Proprietor)

ACS No. 21427

C.P. No: 15076

**UDIN: A021427E000415471**

Kolkata, May 29, 2023





# Financial Statements

# Independent Auditors' Report

To the members of **ANNAPURNA SWADISHT LIMITED**

Report on the Audit of Standalone financial statements

## Opinion

We have audited the accompanying standalone financial statements of **ANNAPURNA SWADISHT LIMITED ("the company")**, which comprise the balance sheet as at March 31, 2023, the statement of profit and loss, the cash flow statement for the year then ended, notes to the financial statements, a summary of the significant accounting policies and other explanatory information hereinafter referred to as "**Standalone Financial Statements**".

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2023, its profit and loss and its cash flows for the year ended on that date.

## Basis for Opinion

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

## Other Matter

We draw attention to the fact that the financial statements for the prior year were audited by another independent auditor, as disclosed in the current standalone financial statement. Our opinion of the current financial statement does not extend to the financial statement of the prior year.

The financial statements of the prior year were audited by M/s. A M R K & Co. whose report dated June 23, 2022 expressed an unmodified opinion on those financial statements.

Our responsibility is to express an opinion on the current year's financial statement only and does not extend to the financial statement of the prior year. Consequently, we do not express an opinion on the financial statement for the prior year.

## Other Information

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. The annual report is expected to be made available to us after the date of this auditors' report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations

## Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The board of directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's responsibility for the Audit of Standalone Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgement 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.
- 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.

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

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

### Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified

under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (i) The management has represented that to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding

that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries;

- (ii) The management has represented that to the best of its knowledge and belief no funds have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such 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 guarantee, security or the like on behalf of the Ultimate beneficiaries; and
- (iii) Based on the audit procedures performed, nothing has come to our notice that has caused us to believe that the above representations given by the management contain any material miss-statement.
- v. No dividend declared or paid during the year by the Company as per section 123 of Companies Act 2013.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

for Agarwal Khetan & Co.  
Chartered Accountants  
Firm Registration Number: 330054E

**(Ritesh Agarwal)**

Partner

Membership No. 311866

**UDIN : 23311866BGXTOY3357**

Place: Kolkata  
Dated : May 29, 2023



# Annexure A

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 Act, we state as under, for the year ended on 31<sup>st</sup> March, 2023:

- |   |   |
|---|---|
| <p>(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Intangible Assets and Capital work in Progress.</p> <p>(b) All Property, Plant and Equipment have been physically verified by the management at reasonable intervals as per the regular programme of physical verification. In our opinion the frequency of verification is reasonable having regard to the size and nature of its business. No material discrepancies were noticed on such verification.</p> <p>(c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in Note 11 to the financial statements are held in the name of the erstwhile Partnership Firm "<b>Annapurna Agro Industries</b>" as at March 31, 2023</p> <p>(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no revaluation of the Property, Plant and Equipment or Intangible assets has been done by the Company during the year.</p> <p>(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for any Benami Property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.</p> | <p>The Company has filed monthly returns or statements with such banks, where applicable, which are in agreement with the unaudited / audited books of account, as applicable. Refer note 7 to the Standalone Financial Statements.</p>   |
| <p>(ii) In respect to Inventory and Working Capital:</p> <p>(a) In our opinion, the inventories have been physically verified during the year by the management at reasonable intervals. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by Management were appropriate. No variance greater than 10% or more in the aggregate for each class of inventory was noticed during the physical verification.</p> <p>(b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets.</p>  | <p>(iii) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to Companies, Firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.</p> <p>(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security as specified under Section 185 of the Companies Act, 2013 ("the Act") and the Company has not provided any security as specified under Section 186 of the Act. Further, in our opinion, the Company has complied with the provisions of Section 186 of the Act in relation to loans given, guarantees provided and investments made.</p> <p>(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of sections 73 to 76 of the Act. Accordingly, reporting under para 3(v) of the order is not applicable.</p> <p>(vi) According to the information and explanations given to us, the maintenance of cost records has not been specified by the Central Government under Section 148(1) of Companies Act, 2013, in respect of the activities carried on by the Company. Accordingly, clause 3(vi) of the Order is not applicable.</p> <p>(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been regular in depositing undisputed statutory dues including Goods &amp; Service Tax, Provident Fund, Employees' State Insurance, Income-Tax, Custom Duty, Cess and other statutory dues with the appropriate authorities except for some slight delay in depositing the statutory liabilities during the year;</p> <p>(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed</p> |

- amounts payable in respect of Goods & Service Tax, Provident Fund, Employees' State Insurance, Income-Tax, Custom Duty, Cess and other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable except for the below.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods & Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Custom Duty, Value Added Tax or Cess or other statutory dues which have not been deposited on account of any dispute.
- (viii) There are no transactions during the year that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 which were not recorded in the books of account.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet 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 standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) 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 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) According to the information and explanations given to us and audit procedures performed by us, the Company has applied the money raised by way of Initial Public Offer (IPO) for the purpose for which they were raised. Following are the details of the utilization of IPO proceeds –

Particulars (Utilization of funds)	Amount (₹. In Lakhs)
Setting up of Manufacturing Facilities –	
- Civil and Structural Works	
- Electricals Fittings	
- Machinery	
<b>Refer Note 1 below</b>	1,853.49
General corporate purposes	755.62
Initial Public Offer Expenses	98.34
<b>Total Utilization</b>	<b>2,707.45</b>

**Note 1: The Company has utilized a portion of the IPO proceeds as per the object of the issue stated in the Prospectus as the capex has taken more time than expected. The proceeds have been used to make advance payment to Civil vendors and Machine suppliers. The remaining IPO proceeds is expected to be utilized in next Financial Year i.e. FY 2023-24.**

- (b) The Company has complied with provisions of sections 42 and 62 of the Companies Act, 2013 in respect of the preferential allotment or private placement of Equity Shares. The funds raised, have been used for the purposes for which the funds were raised. However, based on examination of the books and records of the Company and according to the information and explanations given to us, the Company has not issued any fully or partially or optionally convertible debentures during the year.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act 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 represented to us by the Management, there are no whistle-blower complaint received by the Company during the year.
- (xii) The Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related party are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards (Refer Note 33 of the Financial Statements).
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (xv) The Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, not conducted non-banking financial or housing finance activities during the year and is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year, therefore, this paragraph of the Order is not applicable.
- (xviii) There has been a change in the statutory auditors of the company during the year. No objections, issues or concerns have been raised by the outgoing auditors.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, the auditor is of the opinion that no material uncertainty exists as on the date of the audit report and the company is 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 Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- (xxi) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

for Agarwal Khetan & Co.  
Chartered Accountants  
Firm Registration Number: 330054E

**(Ritesh Agarwal)**  
Partner

Membership No. 311866

**UDIN : 23311866BGXTOY3357**

Place: Kolkata  
Dated : May 29, 2023

# Annexure B

to the Independent Auditors' report on the Standalone Financial Statements of ANNAPURNA SWADISHT LIMITED for the year ended 31 March 2023

**Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

## Opinion

We have audited the internal financial controls with reference to standalone financial statements of **ANNAPURNA SWADISHT LIMITED** ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to standalone financial statements 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 (the "Guidance Note").

## Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

## Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our

audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. 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 with reference to standalone financial statements 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

## Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;



provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

#### **Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, 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 with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

for Agarwal Khetan & Co.  
Chartered Accountants  
Firm Registration Number: 330054E

**(Ritesh Agarwal)**

Partner

Membership No. 311866

**UDIN : 23311866BGXTOY3357**

Place: Kolkata  
Dated : May 29, 2023

# Balance Sheet

as at 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>EQUITY &amp; LIABILITIES</b>			
<b>1. Shareholder's Fund</b>			
(a) Share Capital	3	1,642.20	10.00
(b) Reserves & Surplus	4	4,334.12	55.39
		<b>5,976.32</b>	<b>65.39</b>
Share Application Money pending Allotment		-	780.00
<b>2. Non Current Liabilities</b>			
(a) Long Term Borrowings	5	627.27	347.44
(b) Deferred Tax Liabilities (Net)	6	18.99	0.14
		<b>646.26</b>	<b>347.58</b>
<b>3. Current Liabilities</b>			
(a) Short Term Borrowings	7	1,590.25	381.28
(b) Trade Payables			
(i) total outstanding dues of MSME	8	168.20	48.88
(ii) total outstanding dues of creditors other than MSME	8	1,618.20	737.31
(c) Other Current Liabilities	9	939.40	619.54
(d) Short Term Provisions	10	241.70	102.61
		<b>4,557.76</b>	<b>1,889.63</b>
<b>Total Equity &amp; Liabilities</b>		<b>11,180.33</b>	<b>3,082.61</b>
<b>ASSETS</b>			
<b>1. Non-Current Assets</b>			
(a) Property, Plant & Equipments and Intangible Assets			
i) Property, Plant and Equipment	11	2,353.67	928.46
ii) Intangible Assets		3.50	-
iii) Capital Work in Progress		1,087.42	164.75
(b) Long Term Loans & Advances	12	258.53	31.32
		<b>3,703.12</b>	<b>1,124.54</b>
<b>2. Current Assets</b>			
(a) Inventories	13	2,938.95	808.87
(b) Trade Receivable	14	1,983.45	625.94
(c) Cash & Cash Equivalents	15	720.09	178.07
(d) Short Term Loans & Advances	16	1,415.43	249.96
(e) Other Current Assets	17	419.29	95.22
		<b>7,477.21</b>	<b>1,958.07</b>
<b>Total Assets</b>		<b>11,180.33</b>	<b>3,082.61</b>
Significant Accounting Policies	2		
The accompanying notes form an integral part of the Financial Statements			

As per our report of even date attached  
for **Agarwal Khetan & Co.**  
Chartered Accountants  
Firm Registration No: 330054E

For and on behalf of **Annapurna Swadisht Ltd**

**Ritesh Agarwal**  
Partner  
Membership No:- 311866  
UDIN : 23311866BGXTOY3357

**Shreeram Bagla**  
DIN: 01895499  
Managing Director

**Rajesh Shaw**  
DIN: 09647878  
Whole Time Director

Date: May 29, 2023  
Place: Kolkata

**Shakeel Ahmed**  
PAN: BWCPA9427L  
Company Secretary

**Ravi Sarda**  
PAN: BJOPS9049F  
CFO



## Statement of Profit and Loss

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

Particulars	Note No.	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
<b>Income:</b>			
Revenue From Operation	18	16,017.49	1,183.40
Other Income	19	46.40	0.02
<b>Total Revenue (I)</b>		<b>16,063.90</b>	<b>1,183.42</b>
<b>Expenses:</b>			
Cost of Materials Consumed	20	11,861.83	759.36
(Increase) / Decrease in Inventories	21	(1,050.75)	40.95
Employee Benefit Expenses	22	562.82	35.93
Finance Cost	23	174.15	8.53
Depreciation and Amortization Expense	24	182.07	13.19
Other Expenses	25	3,335.62	251.45
<b>Total (II)</b>		<b>15,065.75</b>	<b>1,109.40</b>
<b>Profit Before Exceptional &amp; Extraordinary Items &amp; Tax (I-II)</b>		<b>998.15</b>	<b>74.02</b>
Exceptional / Prior Period Items		-	-
<b>Profit Before Extraordinary Items &amp; Tax</b>		<b>998.15</b>	<b>74.02</b>
Extraordinary Items		-	-
<b>Profit Before Tax</b>		<b>998.15</b>	<b>74.02</b>
<b>Tax Expense</b>			
- Current Tax		241.70	18.49
- Earlier Years		23.16	-
- Deferred Tax		18.85	0.14
<b>Total Tax Expense</b>		<b>283.71</b>	<b>18.63</b>
<b>Profit / (Loss) for the year</b>		<b>714.44</b>	<b>55.39</b>
<b>Earning per equity share of face value of ₹. 10 each</b>			
<b>Basic &amp; Diluted</b>	26	4.35	0.79
Significant Accounting Policies	2		
The accompanying notes form an integral part of the Financial Statements			

As per our report of even date attached for **Agarwal Khetan & Co.**  
Chartered Accountants  
Firm Registration No: 330054E

For and on behalf of **Annapurna Swadisht Ltd**

**Ritesh Agarwal**  
Partner  
Membership No:- 311866  
UDIN : 23311866BGXTOY3357

**Shreeram Bagla**  
DIN: 01895499  
Managing Director

**Rajesh Shaw**  
DIN: 09647878  
Whole Time Director

Date: May 29, 2023  
Place: Kolkata

**Shakeel Ahmed**  
PAN: BWCPA9427L  
Company Secretary

**Ravi Sarda**  
PAN: BJOPS9049F  
CFO

# Cash Flow Statement

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
<b>A. Cash flow from Operating Activities</b>		
<b>Net Profit after tax as per Statement of Profit &amp; Loss</b>	714.44	55.39
Adjustments for :		
Depreciation & Amortisation Exp.	182.07	13.19
Interest Income	(37.78)	(0.02)
Provision for Income Tax & Deferred Tax	283.71	18.63
<b>Operating Profit before Working Capital Changes</b>	<b>1,142.44</b>	<b>87.19</b>
Changes in Working Capital		
Trade Receivable	(1,357.50)	(84.16)
Short Term Loans and Advances	(1,165.47)	(75.54)
Other Current Assets	(324.07)	114.57
Inventories	(2,130.09)	(41.75)
Trade Payables	1,000.20	(78.22)
Other Current Liabilities	319.86	86.44
<b>Net Cash Flow from Operations</b>	<b>(2,514.62)</b>	<b>8.53</b>
Less: Income Tax Paid	(125.77)	-
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(2,640.39)</b>	<b>8.53</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(1,610.78)	(261.28)
Changes in Capital Works in Progress	(922.67)	191.28
(Purchase) / Sale of Investments	-	-
Movement in Loans & Advances	(227.21)	(0.62)
Interest Income	37.78	0.02
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(2,722.88)</b>	<b>(70.60)</b>



## Cash Flow Statement (Contd.)

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
<b>C. Cash Flow From Financing Activities</b>		
Proceeds / (Repayment) - Partner's Capital	-	(700.00)
Issue of Share Capital	1,632.20	10.00
Increase in Securities Premium (Net of IPO Exp)	3,564.29	-
Increase / (Decrease) in Share Application Money	(780.00)	780.00
Proceeds / (Repayment) from Long Term Borrowing	279.83	(7.50)
Proceeds / (Repayment) from Short Term Borrowing	1,208.97	97.92
<b>Net Cash Flow from Financing Activities (C)</b>	<b>5,905.29</b>	<b>180.42</b>
<b>Net (Decrease) / Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>542.02</b>	<b>118.35</b>
Opening Cash & Cash Equivalents	178.07	59.73
<b>Cash and Cash Equivalents at the end of the period</b>	<b>720.09</b>	<b>178.07</b>
<b>Cash and Cash Equivalents Comprises:</b>		
Cash on Hand	148.13	104.11
Fixed Deposits	48.29	5.88
Bank Balances in Current Account & Overdraft A/c.	523.68	68.08
<b>Total</b>	<b>720.10</b>	<b>178.07</b>

**Notes:** (i) Figures in brackets are outflows / deductions  
(ii) The above Cash Flow Statement is prepared under the indirect method as set out in the Accounting Standards (AS-3) - Statement of Cash Flows

As per our report of even date attached  
for **Agarwal Khetan & Co.**  
Chartered Accountants  
Firm Registration No: 330054E

For and on behalf of **Annapurna Swadisht Ltd**

**Ritesh Agarwal**  
Partner  
Membership No:- 311866  
UDIN : 23311866BGXTOY3357

Date: May 29, 2023  
Place: Kolkata

**Shreeram Bagla**  
DIN: 01895499  
Managing Director

**Shakeel Ahmed**  
PAN: BWCPA9427L  
Company Secretary

**Rajesh Shaw**  
DIN: 09647878  
Whole Time Director

**Ravi Sarda**  
PAN: BJOPS9049F  
CFO

# Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

## 1 CORPORATE INFORMATION

The Company was originally incorporated as a Partnership Firm as “M/s Annapurna Agro Industries” vide partnership deed dated November 27, 2015. The Partnership Firm was subsequently converted into Private Limited Company **Annapurna Swadisht Private Limited** on February 11, 2022. Further the Company was converted into a Public Limited Company and consequently, the name of the Company was changed to **Annapurna Swadisht Limited** with effect from July 8, 2022. The company is MSME as per Udyam Reg. No. UDYAM-WB-10-0047971.

The Company has made an Initial public offer, the issue opening date was September 15, 2023 and the issue closing date was September 19, 2023. The company got listed on SME Platform of NSE during the financial year 2022-23 w.e.f. September 27, 2022.

The Company is engaged in the business of **Manufacturing of Food Products**.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### (a) Basis of preparation of Financials Statements

The Financial Statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material aspects with the accounting standards notified under Section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared under the historical cost convention on an accrual basis.

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

### (b) Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities at the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of financial statements which in management's opinion are prudent and reasonable. Actual results may differ from the estimates used in preparing the accompanying financial statements. However, accounting estimates could change from period to period. Appropriate changes in estimates are

made as the Management becomes aware of changes in circumstances surrounding the estimates. Any revision to accounting estimates is recognised prospectively in current and future periods and, if material, their effects are disclosed in the notes to the Standalone financial statements.

### (c) Functional and Presentation Currency

These financial statements are presented in Indian Rupees (₹), the company's functional currency. All Financial information presented in Indian Rupee has been rounded off to the nearest lakh as per the requirements of Schedule III of the Act unless otherwise stated.

### (d) Current-Non-Current Classification

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

#### Assets

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

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

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

#### Liabilities

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

- i) It is expected to be settled in the Company's normal operating cycle;
- ii) It is held primarily for the purpose of being traded;
- iii) It is due to be settled within 12 months after the reporting date;
- iv) The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.



## Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

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

### (e) Operating Cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Based on the above definition and nature of business, the company has ascertained its operating cycle as less than 12 months for the purpose of current / non current classification of assets and liabilities.

### (f) Property, Plant and Equipment Intangible Assets & CWIP

#### (i) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost less accumulated depreciation. The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the working condition for its intended use and interest on loans attributable to the acquisition of assets up to the date of commissioning of assets.

Subsequent costs related to an item of property, plant and equipment are recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are recognized in statement of profit and loss during the reporting period when they are incurred.

An item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gains or losses arising from de-recognition are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

#### (ii) Intangible Assets

Intangible assets are recognized if it is probable that the future economic benefits that are attributable to the assets will flow to the Company and cost of the assets can be measured reliably. The cost of intangible assets comprises its purchase price, including any duties and other taxes and any directly attributable expenditure on making the asset ready for its intended use.

An item of an intangible asset is de-recognized on disposal or when no future economic benefits are expected from its use or disposal. The gains or losses arising from de-recognition are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Subsequent costs related to intangible assets are recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

#### (iii) Capital Work In Progress

Capital work in progress are carried at cost, comprising direct cost, related incidental expenses during the construction period, attributable borrowing costs for the qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production. Advances given towards the construction of the capital asset outstanding at each balance sheet date are disclosed as capital advances under long term loans and advances.

### (g) Depreciation and Amortisation

Depreciation on Property, Plant and Equipment is provided on written down value method at the rates arrived at on the basis of the estimated economic useful life of the assets. The useful life for building, plant & machinery & leasehold improvements is considered as prescribed in Schedule II of the Companies Act, 2013, representing the management's estimate of the useful life of these assets and following consistency with previous year.

Amortization of the intangible asset begins when the asset is acquired and is available for use. It is amortized over the period of expected future benefit. Amortization expense is recognized in the statement of profit and loss unless such expenditure forms part of the carrying value of another asset. The estimated useful life of the intangible assets, amortization method and the amortization period are reviewed at the end of each financial year. Intangible assets are amortized with a finite useful life using the Written down value method.

The company's computer software has an estimated useful life of three years as its licence is renewed after every three years

# Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

The company has estimated residual value of the assets to be 5% of the cost of the asset.

## (h) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

### Sale of Goods

Revenue from sale of goods is recognized on transfer of all significant risks and rewards related to the ownership of such goods to the buyer. Sales are stated net of trade discount, sales return, duties and GST. Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection

### Sale of Services

Revenue is recognized based on contractual terms and ratably over the period in which services are rendered. Revenue from the end of the last billing to the Balance Sheet date is recognized as unbilled revenues. Revenue from fixed-price and fixed-timeframe contracts, where there is no uncertainty as to measurement or collectability of consideration, is recognized based upon the percentage-of-completion method.

### Interest income

Interest income is recognized on time proportion basis on interest rates implicit in the transaction.

### Dividend Income

Dividend income is recognised on receipt basis.

### Other Income

Other income is recognized based on the contractual obligations on accrual basis.

Lease rentals are recognised on a straight line basis over the period of lease.

### Other Operating Revenue

Export incentives, production linked incentives and subsidies are recognized when there is reasonable assurance that the Company is complying with the conditions and the incentive will be received.

## (i) Inventories

Inventories are valued at cost or net realisable value, whichever is lower. Cost comprises of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition and is determined on First in First Out (FIFO) method. Net Realizable Value is the estimated selling price in the ordinary course of business less estimated cost of completion and the estimated cost necessary to make the sale.

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on First in First Out (FIFO) basis. Work in progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct material and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on First in First Out (FIFO) basis.

## (j) Foreign Currency Transactions

### Initial recognition

Foreign currency transactions are recorded in the reporting currency which is Indian Rupee, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

### Conversion

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are revalued at the year-end at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss at the year end.

### Exchange Differences

All exchange differences are recognized as income or as expenses in the period in which they arise.

## (k) Taxation

Income-tax expense comprises current tax and deferred tax.

### Current tax

Provision for current tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the prevailing tax laws. The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The company's current tax is calculated using the tax rates as prescribed in the section 115BAA of the Income Tax Act, 1961.

### Deferred tax

Deferred tax liability or asset is recognized for timing differences between the profits/losses offered for income tax and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using



# Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred tax asset is recognized only to the extent there is reasonable certainty that the assets can be realized in future. However, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax asset on such losses is recognized only if there is a virtual certainty of their realization. Deferred tax assets and liabilities are reviewed at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax relates to the same taxable entity and the same taxation authority.

## (l) Borrowing Cost

Borrowing costs to the extent related / attributable to the acquisition / construction of assets that takes substantial period of time to get ready for their intended use are capitalized along with the respective Property, Plant and Equipment up to the date such asset is ready for use. Other borrowing costs are recognised as expense in the Statement of Profit and Loss in the period in which they are incurred.

## (m) Earning Per Share

### Basic EPS

In determining earnings per share, the Company considers the net profit / (loss) after tax and includes the effect of extraordinary items in the profit and loss account. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue and issue of fresh equity shares under IPO that have changed the number of equity shares outstanding at the year end.

### Diluted EPS

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

## (n) Investment

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at

cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

## (o) Provisions, Contingent Liabilities and Contingent Assets

### Provisions

A provision is recognized when an enterprise 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. Provisions are not discounted to their present values and are determined based on management estimates of the obligation required to settle at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

### Provision for warranties:

The estimated liability for product warranties is recognised when products are sold. These estimates are established using historical information based on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise. The company accounts for the provision for warranties on the basis of information available to the management duly taking into account the current and past technical estimates.

### Contingent Liabilities:

Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events not wholly within the control of the Company. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

### Contingent assets:

Contingent assets are not disclosed in the financial statement unless an inflow of economic benefit is probable.

## (p) Cash and Cash Equivalents

Cash and Cash Equivalents in the balance sheet comprise cash at banks, cash in hand, term deposits, and fixed deposits kept as security / margin money for more than 3 months but less than 12 months. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash in hand, bank balances in current accounts and bank deposits, as defined above, as they are considered an integral part of the Company's cash management. The deposits maintained by the Company with banks

# Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

comprise of deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.

## (q) Government Grants and Production Linked Incentives

### Government grants:

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Where the grant relates to an asset the cost of the asset is shown at gross value and grant thereon is treated as capital grant. The capital grant will be recognised as income in the statement of profit and loss over the period and in proportion in which depreciation is charged. Revenue grants are recognised in the statement of profit and loss in the same period as the related cost, which they are intended to compensate are accounted for.

### Production Linked Incentive:

Production Linked Incentives are recognised as income when, on the basis of the judgment of the management and based on the supporting data with respect to the eligibility conditions, the Company fulfils the eligibility conditions as per the approval letter. The management applies its judgement for the recognition of incentive income based on the management's assessment for likelihood of recoverability.

## (r) Impairment of Assets

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price or value in use, which

means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an 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.

## (s) Research and Development Expenditure

Research and development expenditure that do not meet the criteria for the recognition of intangible assets are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

## (t) Subsequent Expenditure

Subsequent expenditure is recognised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

## (u) Cash Flow Statement

Cash flows are reported using the indirect method as per Accounting Standard 3, Cash Flow Statements, whereby profit for the period 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 item of income or expenses associated with investing or financing cash flows. The cash flows from the operating, investing and financing activities of the company are segregated. The company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.



## Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

### 3. SHARE CAPITAL

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Qty (Nos)	Amount in Lakhs	Qty (Nos)	Amount in Lakhs
<b>(A) Authorised Share Capital</b>				
Equity Shares of ₹10/- each fully paid	1,80,00,000	1,800.00	1,50,00,000	1,500.00
	<b>1,80,00,000</b>	<b>1,800.00</b>	<b>1,50,00,000</b>	<b>1,500.00</b>
<b>(B) Issued, Subscribed &amp; Fully Paid Up Capital</b>				
Equity Shares of ₹10/- each fully paid	1,64,22,000	1,642.20	1,00,000	10.00
	<b>1,64,22,000</b>	<b>1,642.20</b>	<b>1,00,000</b>	<b>10.00</b>

During the FY 2022-23, the Company has issued 1,63,22,000 Equity Shares as under:

- (a) 89,44,500 Equity Shares at ₹10 each (being ₹10 of Face Value) vide Private Placement
- (b) 30,55,500 Equity Shares at ₹45 each (being ₹10 of Face Value & ₹35 of Securities Premium) vide Private Placement
- (c) 43,22,000 Equity Shares at ₹70 each (being ₹10 of Face Value & ₹60 of Securities Premium) vide IPO through NSE - SME Exchange Platform

#### (C) Reconciliation of Equity Shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Qty (Nos)	Amount in Lakhs	Qty (Nos)	Amount in Lakhs
Equity Shares as at the beginning of the Financial Year	1,00,000	10.00	-	-
Add:- Number of Shares issued during the period	1,63,22,000	1,632.20	1,00,000	10.00
Equity Shares as at the end of the Financial Year	<b>1,64,22,000</b>	<b>1,642.20</b>	<b>1,00,000</b>	<b>10.00</b>

#### D) Terms, Rights, Preference and Restrictions attached to Equity Shares:

The company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. Dividend on such shares is payable in proportion to the paid up amount. Dividend (if any) recommended by the Board of Directors (other than interim dividend) is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of winding up of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts and external liabilities. However, no such preferential amount exists currently. The distributions of such remaining assets will be in proportion to the numbers of equity shares held by the shareholders.

#### (E) List of Shareholders holding more than 5% of Equity Shares of the Company

Equity Shares of ₹10/- Each Fully paid	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
Ritesh Shaw	74,50,000	45.37%	90,000	90.00%
Shreeram Bagla	10,00,000	6.09%	0	0.00%
Nirmal Kumar Bhakat	0	0.00%	10,000	10.00%

# Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

## (F) Details of Promoters holding Equity Shares of the Company (Equity Shares of ₹10/- Each Fully paid)

Particulars	As at 31 <sup>st</sup> March 2022		
	No. of Shares	% of Total Shares	% change
Ritesh Shaw	90,000	90.00%	90.00%
Nirmal Kumar Bhakat	10,000	10.00%	10.00%

Particulars	As at 31 <sup>st</sup> March 2023		
	No. of Shares	% of Total Shares	% change
Ritesh Shaw	74,50,000	45.37%	-44.63%
Shreeram Bagla	10,00,000	6.09%	6.09%
Anisha Agarwal (Promoter's Group)	65,000	0.40%	0.40%
Nirmal Kumar Bhakat	0	0.00%	-10.00%

Change in percentage in current financial year is due to Issue of Fresh Equity Shares through Private Placement & IPO and not because of shares acquisition / sell of shares by promoters in individual capacity

## 4. RESERVES & SURPLUS

	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>(a) Securities Premium</b>		
Balance as at the beginning of the year	-	-
Add: Addition during the year	3,662.63	-
Less: IPO Expenses	(98.34)	-
Balance as at the end of the year	<b>3,564.29</b>	-
<b>(b) Surplus/(Deficit) in the Statement of Profit &amp; Loss</b>		
Balance as at the beginning of the year	55.39	-
Add: Profit/(Loss) for the year	714.44	55.39
Balance as at the end of the year	<b>769.83</b>	<b>55.39</b>
	<b>4,334.12</b>	<b>55.39</b>

## 5. LONG TERM BORROWINGS

	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Secured Term Loans from Banks &amp; NBFCs</b>		
<b>Axis Bank Ltd - Vehicle Loans</b>	53.55	42.71
Bank of Baroda - Vehicle Loans	29.31	-
Tata Capital Financials Services Ltd - Machine Loans	734.19	208.16
<b>Less: Current Maturities of above classified as</b>	<b>(193.12)</b>	<b>(55.68)</b>
Other Current Liabilities (Refer Note No. 9)		
<i># Refer Note 5 (a) for terms &amp; conditions related to Borrowings taken by the Company</i>		
<b>Unsecured Loan from Corporates</b>		
Ayushmati Vinimay Pvt Ltd	3.34	17.27
*Terms of Repayment - Repayable on Demand		
<b>Unsecured Loan from Directors / Shareholders</b>	-	134.98
*Terms of Repayment - Repayable on Demand		
	<b>627.27</b>	<b>347.44</b>



## Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

### Note 5(a): Terms & Conditions related to Borrowings taken by the Company

Sr No.	Lender, Account No. & Nature of Facility	Loan Amount	Outstanding as on 31.03.23	Rate of Interest	Repayment Terms / Nature of Securities / Principal terms & conditions
1	Axis Bank Ltd, Term Loan A/c No AUR021307087279	22,45,000	18,29,176	7.10%	1. Repayable in 60 EMI 2. Primary Security: Hypothecation of Vehicle
2	Axis Bank Ltd, Term Loan A/c No AUR021307168469	21,00,000	16,96,962	7.10%	1. Repayable in 60 EMI 2. Primary Security: Hypothecation of Vehicle
3	Axis Bank Ltd, Term Loan A/c No AUR021307647567	20,00,000	18,28,910	8.50%	1. Repayable in 84 EMI 2. Primary Security: Hypothecation of Vehicle
4	Bank of Baroda, Term Loan A/c No 77740600001380	9,50,000	8,44,169	7.80%	1. Repayable in 60 EMI 2. Primary Security: Hypothecation of Vehicle
5	Bank of Baroda, Term Loan A/c No 77740600001365	16,00,000	14,28,418	7.70%	1. Repayable in 60 EMI 2. Primary Security: Hypothecation of Vehicle
6	Bank of Baroda, Term Loan A/c No 77740600001403	7,20,000	6,58,655	8.05%	1. Repayable in 60 EMI 2. Primary Security: Hypothecation of Vehicle
7	Tata Capital Financials Services Ltd, Term Loan A/c No 21855442	1,34,43,570	1,18,01,637	12.80%	1. Repayable in 42 Equated Monthly Installments 2. End Use of Loan: To part finance / reimburse business purchase of M/s. Annapurna Agro Industries 3. Primary Security: Hypothecation of machinery funded by TCFSL 4. Personal Guarantee: Irrevocable and unconditional personal guarantee of Mr. Shreeram Bagla, Mr. Sumit Sengupta, Mr. Rajesh Shaw, Mr. Ritesh Shaw and Mr. Nirmal Kumar Bhakat who have guaranteed the facility
8	Tata Capital Financials Services Ltd, Term Loan A/c No 21855453	2,16,54,549	1,92,30,583	12.50%	1. Repayable in 54 Equated Monthly Installments 2. End Use of Loan: To part finance / reimburse business purchase of M/s. Annapurna Agro Industries 3. Primary Security: Hypothecation of machinery funded by TCFSL 4. Collateral Security: Fixed Deposit of ₹15 lakhs with a Bank 5. Personal Guarantee: Irrevocable and unconditional personal guarantee of Mr. Shreeram Bagla, Mr. Sumit Sengupta, Mr. Rajesh Shaw, Mr. Ritesh Shaw and Mr. Nirmal Kumar Bhakat who have guaranteed the facility
9	Tata Capital Financials Services Ltd, Term Loan A/c No 21858283	4,51,53,868	4,23,87,207	12.50%	1. Repayable in 60 Equated Monthly Installments 2. End Use of Loan: Purchase of Equipments 3. Primary Security: Hypothecation of machinery purchased / to be purchased out of Tata Capital Financial Services Ltd fund 4. Personal Guarantee: Irrevocable and unconditional personal guarantee of Mr. Shreeram Bagla, Mr. Sumit Sengupta, Mr. Rajesh Shaw, Mr. Ritesh Shaw and Mr. Nirmal Kumar Bhakat who have guaranteed the facility

# Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

## 6. DEFERRED TAX LIABILITY

	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Deferred Tax Liability on account of Depreciation	18.99	0.14
	<b>18.99</b>	<b>0.14</b>

6.1. Deferred Tax Liabilities have been reviewed at each reporting date and includes the effect of change in the tax rates applicable as per Income Tax Act, 1961.

6.2. Deferred Tax Assets and Deferred Tax Liabilities have been offset wherever the company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority

## 7. SHORT TERM BORROWINGS

	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Loans Repayable on Demand (Secured)</b>		
Cash Credit from Axis Bank Ltd	1,189.23	346.28
Temporary Overdraft from Axis Bank Ltd	-	35.00
Purchase Invoice Discounting from Equentia Financial Service Pvt Ltd	401.02	-
	<b>1,590.25</b>	<b>381.28</b>

### Borrowing from Axis Bank Ltd:

Tenor: One year from the date of Sanction i.e. upto 16.08.2023

1. Primary Security: Hypothecation of entire Current Assets of the Borrower, both present and future on exclusive basis.

2. Collateral Security: Extension of EM of the following properties on exclusive basis:

(a) Commercial Property located at Premises No. 90, Phears Lane, Kolkata - 700 012, P.S. Bowbazar, within the limits of Kolkata Municipal Corporation, Ward No. 44, owned by the M/s. Annapurna Agro Industries

(b) Residential Property located at Flat No. 701 & 702 on the 7<sup>th</sup> Floor at Indralok, 187, NSC Bose Road, Kolkata in the name of Darsh Advisory Pvt Ltd

(c) Residential Property situated at Holding No. 0140001490000X1, Town Plan Plot No. 706 (Part), Jamabandi No. 3096, Mouza - Shyamganj, Ward No. 20, P.S. Deoghar, P.S. No. 413, Dist. Deoghar owned by Anand Shaw

4. Liquid Collateral: Liquid Collateral of ₹0.30 Crores

5. Personal Guarantee of Mr. Nirmal Kumar Bhakat, Mr. Rajesh Shaw, Mr. Sumit Sengupta, Mr. Ritesh Shaw, Mr. Shreeram Bagla, Mr. Anand Kumar Shaw

6. Corporate Guarantee of M/s. Darsh Advisory Pvt Ltd

The Company has filed monthly returns or statements with such banks, where applicable, which are in agreement with the books of account

### Borrowing from Equentia Financial Service Pvt Ltd:

Tenor: Maximum 90 (Ninety) days from the relevant date of Drawdown, in accordance with the Finance Documents

The Facility will be secured inter alia by:

(a) Second exclusive charge by way of hypothecation of all Receivables, book debts and Current Assets of the Borrower, both present and future.

b) 5 (five) undated cheques in favour of the Lender, provided as security, with due intimation to the drawee bank.

c) Unconditional and irrevocable personal guarantees from the Guarantors.

d) Cash Collateral of 10% (Ten Percent) of the Facility (Cash Collateral)

Unconditional and irrevocable guarantees, provided as Security for the Facility by Mr. Ritesh Shaw & Mr. Shreeram Bagla



## Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

### 8. TRADE PAYABLES

	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Creditors for Goods, Services etc</b>		
<b>MSME - Outstanding for a period of</b>		
Less than 1 year from the due date for payment	168.20	48.88
More than 1 year but less than 2 years from the due date for payment	-	-
More than 2 years but less than 3 years from the due date for payment	-	-
More than 3 years from the due date for payment	-	-
<b>Other than MSME - Outstanding for a period of</b>		
Less than 1 year from the due date for payment	1,618.20	737.31
More than 1 year but less than 2 years from the due date for payment	-	-
More than 2 years but less than 3 years from the due date for payment	-	-
More than 3 years from the due date for payment	-	-
Disputed Due to Micro, Small and Medium Enterprises	-	-
Disputed Due to other than Micro, Small and Medium Enterprises	-	-
	<b>1,786.40</b>	<b>786.20</b>

### 9. OTHER CURRENT LIABILITIES

	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Advances Received against Sale of Goods	94.55	307.16
Interest Accrued but not Due - Term Loan	5.63	-
Sundry Creditors - Capital Goods	325.68	88.17
Sundry Creditors - Expenses	207.59	108.37
Term Loan Installment - Due within 1 year	193.12	55.68
Electricity Expenses Payable	9.15	8.76
Audit Fees Payable	2.50	0.58
Rent Expenses Payable	13.26	1.92
Salary, EPF, ESIC, Payable	51.31	27.87
Output GST Payable	4.12	16.68
TDS Payable	31.05	4.36
TCS Payable	1.45	-
	<b>939.40</b>	<b>619.54</b>

### 10. SHORT TERM PROVISIONS

	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Provision for Income Tax FY 2021-22 (Partnership Firm)	-	84.13
Provision for Income Tax FY 2021-22 (Company)	-	18.49
Provision for Income Tax FY 2022-23 (Company)	241.70	-
	<b>241.70</b>	<b>102.61</b>

## Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

### 11. Property, Plant & Equipment Chart as at 31<sup>st</sup> March, 2023 (As per Companies Act, 2013)

Particulars	Dep Rate	Gross Block			Accumulated Depreciation / Amortisation			Net Block			
		As at 01-04-22	Addition during the Year	Deduction during the Year	Balance as at 31-03-23	Up to 31-03-22	For the Year	Adjustment	Up to 31-03-23	As at 31-03-23	As at 31-03-22
Tangible Assets (Owned)											
Computers, Laptop & Printers	39.30%	11.81	18.13	-	29.95	0.60	6.73	-	7.33	22.62	11.21
Electrical Fittings	11.29%	-	111.98	-	111.98	-	2.54	-	2.54	109.44	-
Factory Shed	9.50%	203.65	242.15	-	445.81	-	25.91	-	25.91	419.90	203.65
Furniture & Fixtures	25.89%	30.95	46.40	-	77.35	0.93	10.69	-	11.62	65.73	30.02
Mobile Phone	25.89%	-	1.31	-	1.31	-	0.10	-	0.10	1.21	-
Motor Car & Bike	25.89%	60.12	59.87	-	119.99	1.72	25.02	-	26.74	93.25	58.40
Office Building	9.50%	78.53	-	-	78.53	0.98	7.37	-	8.35	70.19	77.55
Office Equipments	25.89%	47.47	23.87	-	71.34	1.54	13.53	-	15.07	56.27	45.92
Plant & Machinery	11.29%	509.11	1,102.39	-	1,611.50	7.42	89.02	-	96.43	1,515.07	501.70
TOTAL		941.65	1,606.11	-	2,547.76	13.19	180.90	-	194.09	2,353.67	928.46
Intangible Assets											
Particulars	Dep Rate	As at 01-04-22	Addition during the Year	Deduction during the Year	Balance as at 31-03-23	Up to 31-03-22	For the Year	Adjustment	Up to 31-03-23	As at 31-03-23	As at 31-03-22
Software & License	-	-	4.67	-	4.67	-	1.17	-	1.17	3.50	-
TOTAL		-	4.67	-	4.67	-	1.17	-	1.17	3.50	-
Capital Work in Progress											
Particulars	Dep Rate	As at 01-04-22	Addition during the Year	Deduction during the Year	Balance as at 31-03-23	Up to 31-03-22	For the Year	Adjustment	Up to 31-03-23	As at 31-03-23	As at 31-03-22
Capital Work in Progress	-	164.75	1,697.72	(775.06)	1,087.42	-	-	-	-	1,087.42	164.75
Total Capital Work in Progress	-	164.75	1,697.72	(775.06)	1,087.42	-	-	-	-	1,087.42	164.75



## Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

### 12. LONG TERM LOANS & ADVANCES

	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Unsecured considered good unless stated other wise</b>		
Security Deposits	258.53	31.32
	<b>258.53</b>	<b>31.32</b>

### 13. INVENTORIES

	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Raw Materials	1,286.69	207.36
Finished Goods	347.03	124.11
Packing Materials	1,303.37	477.40
Stock in Trade	1.87	-
	<b>2,938.95</b>	<b>808.87</b>

**Note:** Raw materials, components, stores and spares are valued at lower of cost and net realizable value. Cost of raw materials, components and stores and spares is determined on FIFO basis.

Work in progress and finished goods are valued at lower of cost and net realizable value. Cost is determined on FIFO basis

### 14. TRADE RECEIVABLES

	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Unsecured, Considered Good &amp; Undisputed</b>		
<i>Outstanding for a period</i>		
Exceeding 3 years from the due date of payment	-	-
Exceeding 2 years but less than 3 years from the due date of payment	-	-
Exceeding 1 years but less than 2 years from the due date of payment	-	-
Exceeding 6 months but less than 1 year from the due date of payment	-	-
Not exceeding 6 months from the due date of payment	1,983.45	625.94
<b>Disputed Trade Receivables considered Doubtful</b>	-	-
	<b>1,983.45</b>	<b>625.94</b>

### 15. CASH & CASH EQUIVALENTS

	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Balances with Banks:</b>		
On Current Account	127.07	68.08
In Overdraft Account (Credit Balance)	131.14	-
<b>In Fixed Deposits having Original Maturity of</b>		
-- 3 to 12 months	32.98	-
-- More than 12 months	15.31	5.88
Cheques in Hand	265.46	-
<b>Cash on Hand</b> (As certified by Management)	148.13	104.11
	<b>720.09</b>	<b>178.07</b>

The deposits maintained by the Company with banks and financial institutions comprise of time deposits, which can be withdrawn by the Company at any time

# Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

## 16. SHORT TERM LOANS & ADVANCES

	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Advances recoverable in cash or kind or for value to be received</b>		
Advance against Capital Goods	983.41	127.13
Advance against Expenses	239.15	51.72
Advance Tax Paid (FY 2022-23)	150.00	-
TCS Receivable (FY 2020-21)	-	0.41
TCS Receivable (FY 2021-22)	-	1.60
TCS Receivable (FY 2022-23)	1.38	-
TDS Receivable (FY 2020-21)	-	0.01
TDS Receivable (FY 2022-23)	3.98	-
Other Advances	37.51	69.10
	<b>1,415.43</b>	<b>249.96</b>

## 17. OTHER CURRENT ASSETS

	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Advance against Purchases	263.35	67.36
GST Input / Credit Ledger Balance	72.28	10.61
Stock of Gift Items	28.17	-
Salary Advances & Imprest Account	55.49	17.25
	<b>419.29</b>	<b>95.22</b>

## 18. REVENUE FROM OPERATIONS

	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
Sale of Products	16,017.49	1,183.40
	<b>16,017.49</b>	<b>1,183.40</b>
<b>Sale of Products comprises of:</b>		
Manufactured Goods	16,017.49	1,183.40
	<b>16,017.49</b>	<b>1,183.40</b>

## 19. OTHER INCOME

	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
Interest on Bank Deposits	37.78	0.02
Discount Received / Misc Other Income	8.62	0.00
	<b>46.40</b>	<b>0.02</b>

## 20. COST OF MATERIALS CONSUMED

	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
Inventory Opening Stock of Raw Materials	207.36	124.66
Add: Purchase of Raw Materials	12,941.17	842.06
Less: Closing Stock of Raw Materials	1,286.69	207.36
	<b>11,861.83</b>	<b>759.36</b>



# Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

21. (INCREASE) / DECREASE IN INVENTORIES		
	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
<b>Opening Stock</b>		
- Finished Goods	124.11	238.07
- Packing Materials	477.40	404.39
- Stock in Trade	-	-
<b>Less: Closing Stock (Valued at Cost or NRV whichever is lower)</b>		
- Finished Goods	347.03	124.11
- Packing Materials	1,303.37	477.40
- Stock in Trade	1.87	-
	<b>(1,050.75)</b>	<b>40.95</b>
22. EMPLOYEE BENEFIT EXPENSES		
	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
Director's Remuneration	63.00	-
Salaries and Incentives	358.32	27.83
EPF, ESIC Expenses	25.83	2.67
Bonus Expenses	24.50	-
Staff Welfare Expenses	91.17	5.43
	<b>562.82</b>	<b>35.93</b>
23. FINANCE COST		
	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
Bank Charges	7.29	0.29
Interest Exp - Cash Credit / Overdraft	68.83	4.04
Interest Exp - Term Loan	59.14	3.96
Interest Exp - Invoice Discounting	15.02	-
Interest Exp - Unsecured Loan	7.19	0.04
Loan Processing Fees	16.68	0.19
	<b>174.15</b>	<b>8.53</b>
24. DEPRECIATION AND AMMORTISATION EXPENSE		
	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
Depreciation of Property, Plant and Equipments	180.90	13.19
Amortization of Intangible Assets	1.17	-
	<b>182.07</b>	<b>13.19</b>

# Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

## 25. OTHER EXPENSES

	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
<b>(a) Operating Expenses</b>		
Electricity Expenses	137.67	21.98
Factory Expenses	39.97	4.59
Factory Salary & Wages	371.48	23.57
Freight Inward Expense	285.46	7.78
Fuel Expenses	103.28	3.90
Stores & Consumables	106.24	88.79
	<b>1,044.10</b>	<b>150.62</b>
<b>(b) Administrative Expenses</b>		
Advertisement Expenses	185.80	4.15
Audit Fees	2.50	0.30
Car Running Expenses	10.63	2.16
Commission & Brokerage Expense	74.71	4.00
Computer & Software Maintenance Exp	24.82	-
Conveyance Expenses	29.13	1.40
Discount Allowed	47.19	-
Donation Expenses	5.72	0.62
Filing Fees	1.03	12.54
Freight Outward & Transport Exp	1,055.45	0.58
General Expense	11.42	1.21
Insurance Expenses	13.12	1.07
Interest & Late Fees - TDS / GST	0.43	0.01
Loading & Unloading Exp	12.24	0.71
Mobile Bill Expense	1.07	0.02
Office Expenses	10.55	-
Postage & Courier Expense	2.80	0.23
Printing & Stationary Exp	12.70	0.63
Packing & Forwarding Charges	234.47	-
Professional & Legal Fees	35.81	-
Rates & Taxes	4.15	2.32
Rent Expense	183.87	9.07
Repairs & Maintenance Exp - Building	18.11	-
Repairs & Maintenance Exp - Machinery	29.40	7.68
Sales Promotion Expenses	171.05	44.46
Security Service Expense	61.94	-
Tours & Travelling Expenses	46.38	7.66
Trademark & Copyright Expense	5.04	-
	<b>2,291.52</b>	<b>100.83</b>
	<b>3,335.62</b>	<b>251.45</b>



## Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

### 26. EARNING PER SHARE (EPS)

	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
Net Profit / (Loss) attributable to Equity Shareholders (₹In Lakhs)	714.44	55.39
Weighted average number of Equity Shares in calculating Basic EPS	1,64,22,000	1,00,000
Weighted average number of Equity Shares in calculating Diluted EPS	1,64,22,000	70,00,000
Face Value per Equity Shares (₹)	10.00	10.00
<b>Basic Earnings per Share (₹)</b>	<b>4.35</b>	<b>55.39</b>
<b>Diluted Earnings per Share (₹)</b>	<b>4.35</b>	<b>0.79</b>

### 27. Title Deeds of Immovable Property not held in name of the Company:

<b>Relevant line item in the Balance Sheet</b>	Property, Plant & Equipment
<b>Description of item of Property</b>	Office Building
<b>Gross Carrying Value (₹In Lakhs)</b>	78.53
<b>Title deeds held in the name of</b>	Annapurna Agro Industries (now <b>Annapurna Swadisht Ltd</b> )
<b>Whether title deed holder is a promoter, director or relative# of promoter* / director or employee of promoter</b>	Title Deed of Property is in the name of erstwhile Partnership Firm
<b>Property held since which date</b>	05-Feb-21
<b>Reason for not being held in the name of the company**</b>	Due to conversion of Partnership Firm into Pvt Ltd Company w.e.f 11.02.22 and further conversion into Public Limited Company w.e.f. 08.07.22

### 28. Details of IPO Expenses and Fund Utilisation

A. During this year, the Company has come up with an Initial Public Offering (IPO) of 43,22,000 equity shares of ₹10/- each issued at a premium of ₹60/- per equity share. The Equity Shares of the Company got listed and admitted to the dealings on the NSE EMERGE platform w.e.f. 27-09-2022. The purpose of IPO has been to finance the costs towards Funding the capital expenditure requirements & General Corporate Expenses. The funds received have mainly been utilized towards the Cost of the Project, General Corporate Expenses & IPO expenses. Details of the funds received from IPO and its utilization as on the balance sheet date is as given below -

Particulars	Amount
IPO funds received (A)	3,025.40
Utilization of Funds:	-
<b>Setting up of Manufacturing Facilities –</b>	<b>1,853.49</b>
- Civil and Structural Works	
- Electricals Fittings	
- Machinery	
General Corporate Purposes	755.62
Initial Public Offer Expenses	98.34
<b>Total utilization (B)</b>	<b>2,707.45</b>
<b>Funds yet to be Utilised (A-B)</b>	<b>317.95</b>

B. The company has incurred IPO related Expenses amounting to ₹98.34 Lakhs during the year. As these expenses are not regular in nature and distinct from the expenses incurred in the ordinary course of business, these have been directly adjusted from Reserves & Surplus as disclosed in Note 4 "Reserves & Surplus".

# Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

## 29. Expenditure in Foreign Currency (accrual basis)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
Advertisement Expenses	13.42	-
	<b>13.42</b>	<b>-</b>

## 30. Segment Reporting

As the Company collectively operates only in one business segment i.e. 'Manufacturing of Food Products'. There is no other Business or Geographical segment which fulfils the criteria of 10% or more of combined Revenue, thus Segment Reporting under Accounting Standard 17 'Segment Reporting' is not applicable to the Company.

## 31. Contingent Liabilities and Commitments

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
<b>Contingent Liabilities</b>		
a) Claims against the company not acknowledged as debt;	-	-
b) Guarantees;	-	-
c) Other money for which the company is contingently liable	-	-
	-	-
<b>Commitments</b>		
a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
b) Uncalled liability on shares and other investments partly paid	-	-
c) Other commitments *	-	-
	-	-

\* No amount was required to be transferred to Investor Education and Protection Fund by the company during the year. The Company did not have any long-term contracts including derivative contracts for which material foreseeable losses may occur in future.

## 32. Other Statutory Compliance

- (i) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (ii) There are no transactions with the companies whose names are struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year ended 31 March 2023.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (vi) The company is not declared as a wilful defaulter by any bank or financial institution or any other lender.
- (vii) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- (viii) The Company has utilised the borrowed funds for the purposes for which the fund is obtained.



## Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

- (ix) 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 entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries;
- (x) No funds have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such 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 guarantee, security or the like on behalf of the Ultimate beneficiaries.
- (xi) The Current Assets, Loans & Advances are realisable in ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
- (xii) There are no indications of impairment on any individual cash generating assets or on cash generating units in the opinion of management and therefore no test of impairment is carried out.

### 33. Previous year Figures

Previous year figures have been regrouped / reclassified, where necessary, to conform to this year's classification. Comparative figures for the period 11.02.2022 to 31.03.2022 as reflected in the Statement of Profit & Loss Account do not include the figures of erstwhile Partnership Firm M/s. Annapurna Agro Industries which was converted into Private Limited Company with effect from February 11, 2022. Consequently, the comparative figures are not comparable with the figures for the year ended March 31, 2023 to this extent.

### 34. Subsequent Event

Based on the evaluation, the Company is not aware of any subsequent events or transactions, that would require recognition or disclosure in the financial statements.

### 35. Related Party Transactions

Related Party relationships / transactions warranting disclosures under Accounting Standard - 18 on "Related Party Disclosures" prescribed under The Companies (Accounting Standards) Rules, 2006 are as under:

Nature of Relationship	Name of Related Party
<b>1. Key Management Personnel (KMP)</b>	Mr. Rajesh Shaw, Whote Time Director (w.e.f. 28-06-2022)
	Mr. Ravi Sarda, CFO (w.e.f. 01-07-2022)
	Mr. Shakeel Ahmed, Company Secretary (w.e.f. 01-07-2022)
	Mr. Sumit Sengupta, Whote Time Director (w.e.f. 11-02-2022)
	Mr. Shreeram Bagla, Managing Director (w.e.f. 11-02-2022)
<b>2. Enterprise with Common Director</b>	Aishwarya Commercial Company Pvt Ltd
	Allenby Food & Beverages Pvt Ltd
	Axon Marketing Pvt Ltd
	Ayushmati Vinimay Pvt Ltd
	Darsh Advisory Pvt Ltd
	Fantom Distributors Pvt Ltd
	Matashree Snacks Pvt Ltd
	R S K Fiscal Services Pvt Ltd
<b>3. Relative of Key Managerial Personnel</b>	Mr. Nirmal Kumar Bhakat, Director
	Mr. Ritesh Shaw, Relative of KMP
	Mr. Rachna Suman Shaw, Relative of KMP
	Mr. Ravi Sarda HUF, Relative of KMP

Note : Related Parties have been identified by the management

# Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

## 35.1 Related Party Transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
<b>Remuneration to Key Managerial Personnel</b>		
Mr. Rajesh Shaw	18.00	-
Mr. Ravi Sarda	13.50	-
Mr. Shakeel Ahmed	3.67	-
Mr. Sumit Sengupta	18.00	-
Mr. Shreeram Bagla	27.00	-
<b>Purchase of Goods</b>		
M/s. Tulsi General Traders	152.35	54.37
<b>Sale of Goods</b>		
M/s. Tulsi General Traders	0.70	-
<b>Commission Expense</b>		
M/s. Ravi Sarda HUF	3.00	-
Mr. Sumit Sengupta	-	1.00
<b>Interest Expense</b>		
Ayushmati Vinimay Pvt Ltd	2.69	-
<b>Rent Expense</b>		
Darsh Advisory Pvt Ltd	12.00	-
<b>Payments to Sundry Creditors</b>		
Mr. Ravi Sarda	20.00	-
Mr. Sumit Sengupta	0.95	-
M/s. Tulsi General Traders	131.69	50.99
Allenby Food & Beverages Pvt Ltd	275.00	-
<b>Loans &amp; Advances Given</b>		
Darsh Advisory Pvt Ltd	326.93	-
Mrs. Rachna Suman Shaw	17.44	-
Mr. Ritesh Shaw	501.56	73.11
<b>Repayment of Advances Received</b>		
Mrs. Asha Bhakat	-	1.30
Darsh Advisory Pvt Ltd	45.03	-
Mrs. Rachna Suman Shaw	34.94	-
Mr. Rajesh Shaw	2.10	-
Mr. Ritesh Shaw	430.33	141.27
<b>Unsecured Loan Received</b>		
Ayushmati Vinimay Pvt Ltd	108.00	-

## Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
<b>Unsecured Loan Repaid</b>		
Ayushmati Vinimay Pvt Ltd	124.63	-
Mr. Nirmal Kumar Bhakat	60.88	34.98
Mr. Shreeram Bagla	-	2.89

### 35.2 Closing Balances with Related Parties

The following table provides the closing balances of the related parties for the relevant financial year:

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the period 11.02.22 to 31.03.22
<b>Sundry Creditors</b>		
Darsh Advisory Pvt Ltd	12.96	-
M/s. Tulsi General Traders	5.14	(14.81)
<b>Current Liabilities</b>		
Mr. Sumit Sengupta	-	0.95
Allenby Food & Beverages Pvt Ltd	-	275.00
<b>Loans &amp; Advances</b>		
Darsh Advisory Pvt Ltd	294.47	12.57
Mrs. Rachna Suman Shaw	-	17.49
Mr. Rajesh Shaw	-	2.10
<b>Unsecured Loan</b>		
Ayushmati Vinimay Pvt Ltd	3.34	17.27
Mr. Ritesh Shaw	-	71.23
Mr. Nirmal Kumar Bhakat	-	60.88

### 36. Consumption of Imported and Indigenous Raw Materials, Stores and Spares

Particulars	For the year ended 31 <sup>st</sup> March, 2023		For the period 11.02.22 to 31.03.22	
	% of total consumption	Value	% of total consumption	Value
<b>Raw Materials</b>				
Imported	0.00%	-	0.00%	-
Indigenous	100.00%	11,861.83	100.00%	759.36
	<b>100.00%</b>	<b>11,861.83</b>	<b>100.00%</b>	<b>759.36</b>
<b>Stores &amp; Consumables</b>				
Imported	0.00%	-	0.00%	-
Indigenous	100.00%	106.24	100.00%	88.79
	<b>100.00%</b>	<b>106.24</b>	<b>100.00%</b>	<b>88.79</b>



# Notes to Financial Statements

For the year ended 31<sup>st</sup> March, 2023

(₹ in Lakhs except otherwise stated)

## 37. Following are Analytical Ratios for the Year ended 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022

Particulars (Numerator / Denominator)	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022	Variance
<b>Current Ratio</b> (Current Assets / Current liabilities)	1.64	1.04	60.43%
<b>Debt-Equity Ratio</b> (Total Debt / Shareholder's Equity)	0.37	0.86	-49.09%
<b>Debt Service Coverage Ratio</b> (Earnings Available for Debt Service / Debt Service)	7.78	11.23	-345.27%
<b>Return on Equity (%)</b> (Net Profit after Taxes / Average Shareholder's Equity)	20.95%	13.10%	7.84%
<b>Inventory Turnover Ratio</b> (Cost of Goods Sold or Sales / Average Inventory)	5.77	1.98	379.04%
<b>Trade Receivables Turnover Ratio</b> (Net Credit Sales / Average Trade Receivables) - Refer Note 1	12.28	2.73	954.90%
<b>Trade Payables Turnover Ratio</b> (Net Credit Purchases / Average Trade Payables) - Refer Note 2	10.06	18.88	-881.98%
<b>Net Capital Turnover Ratio</b> (Average Working Capital / Net Sales)	9.33%	5.78%	3.54%
<b>Net Profit Ratio (%)</b> (Net Profit / Net Sales)	4.46%	4.68%	-0.22%
<b>Return on Capital Employed (ROCE) (%)</b> (Earnings before Interest and Taxes / Capital Employed)	17.75%	6.92%	10.83%

### Note:

1. Net Sales instead of Credit Sales have been considered for the purpose of computation of this ratio
2. Net Purchase instead of Credit Purchase have been considered for the purpose of computation of this ratio

### 37.1 Reasons for variations more than 25% as compared to previous year:

The Company was originally incorporated as a Partnership Firm as "M/s Annapurna Agro Industries" vide partnership deed dated November 27, 2015. The Partnership Firm was subsequently converted into Private Limited Company "Annapurna Swadisht Private Limited" on February 11, 2022. Further the Company was converted into a Public Limited Company and consequently, the name of the Company was changed to "Annapurna Swadisht Limited" with effect from July 8, 2022. The figures for FY 2021-22 are for the period February 11, 2022 till March 31, 2022. Hence the figures of the two financial years are not comparable.

## **ANNAPURNA SWADISHT LIMITED** **NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that 2<sup>nd</sup> Annual General Meeting of the members of **Annapurna Swadisht Limited** will be held on **Tuesday, September 5, 2023** at **10.30 A.M.** through Video Conferencing ("VC")/other Audio-Visual Means ("OAVM") Facility to transact the following businesses:

### **Ordinary Business**

#### **1. Adoption of Audited Standalone Financial Statements**

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

#### **2. Re-appointment of Mr. Shreeram Bagla (DIN-01895499), who is liable to retire by rotation**

To re-appoint Mr. Shreeram Bagla (DIN-01895499) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

#### **3. Appointment of M/s. Agarwal Khetan & Co., Chartered Accountants , as Statutory Auditors**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification and re-enactment thereof for the time being in force, and pursuant to the recommendations of the Audit Committee and the Board of the Company, M/s. Agarwal Khetan & Co., Chartered Accountants (Firm Regn. No. - 330054E), be and is hereby appointed as Statutory Auditors of the Company to hold office for a term of 5 (five) years from the conclusion of this 2<sup>nd</sup> Annual General Meeting till the conclusion of 7<sup>th</sup> Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company in consultation with the Statutory Auditors of the Company.

### **Special Business**

#### **4. Appointment of Mrs. Rachna Yadav (DIN- 09008820) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Rachna Yadav (DIN- 09008820), who was appointed by the Board of Directors as an Additional Director (in the capacity of an Independent Director) of the Company with effect from December 30, 2022 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years i.e., from December 30, 2022 upto December 29, 2027, and that she shall not liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the resolution."

#### **5. To approve the issuance of equity shares to the proposed allottees on a preferential basis**

To consider and if thought fit, to pass with or without modification, the following resolutions as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, ("the Act") and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), including any statutory modification(s) or

re-enactment(s) thereof from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof from time to time ("Listing Regulations"), and in accordance with all other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India, Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), or any other statutory/ regulatory authorities and all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such terms and conditions, alteration and modifications as may be imposed or prescribed by any of them while granting such approvals, permissions, consents or sanctions, if any, and which may be accepted by the Board of Directors of the Company ("Board", which term shall be deemed to include Management Committee of the Board of Directors), consent of the shareholders of the Company be and is hereby accorded to the Board (which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), to offer, issue and allot upto 11,00,000 (Eleven Lakhs) equity Share of face value of ₹10 (Rupees Ten only) each for cash at an issue price of ₹295.00 (Rupees Two Hundred and Ninety-Five Only) per equity share including a premium of ₹285.00 (Rupees Two Hundred and Eighty-Five Only) aggregating upto ₹32.45 Crores (Rupees Thirty-Two Crores Forty-Five Lakhs Only) ("Total Issue Size") to the following persons / entities on preferential basis, on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

Name of the Allottees	Category	Maximum No. of Equity Shares proposed to be allotted
Amodini Sales Private Limited	Public	7,00,000
Vishal Jain	Public	2,00,000
Sheth Impex Pvt Ltd	Public	1,00,000
Anil Kumar Jain	Public	1,00,000

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the issue price for the Preferential Issue of the Equity Shares is August 4, 2023 ("Relevant Date"), being the day preceding the weekend as the 30 days prior to the date of this Annual General Meeting.

**RESOLVED FURTHER THAT** without prejudice to the generality of this Resolution, the issue of the Equity Shares to the Investors pursuant to this Resolution shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Equity Shares to be issued and allotted pursuant this Resolution shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects including with respect to dividend and voting powers from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.
- The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investors.
- The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt,



effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to NSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the proposed allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**6. To approve the issuance of Warrants convertible into equity shares to the proposed allottees, on a preferential basis.**

To consider and if thought fit, to pass with or without modification, the following resolutions as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, ("the Act") and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), including any statutory modification(s) or re-enactment(s) thereof from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof from time to time ("Listing Regulations"), and in accordance with all other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India, Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), or any other statutory/ regulatory authorities and all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such terms and conditions, alteration and modifications as may be imposed or prescribed by any of them while granting such approvals, permissions, consents or sanctions, if any, and which may be accepted by the Board of Directors of the Company ("Board", which term shall be deemed to include Management Committee of the Board of Directors), consent of the shareholders of the Company be and is hereby accorded to the Board (which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), to offer, issue and allot upto 12,50,000 (Twelve Lakhs Fifty Thousands) Warrants each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of ₹10 (Rupees Ten only) ("Warrants"), at a price of ₹295.00 (Rupees Two Hundred and Ninety-Five Only) each (including the warrant subscription price and the warrant exercise price) payable in cash ("Warrant Issue Price") aggregating upto ₹36.875 Crores (Rupees Thirty-Six Crores Eighty-Seven Lakhs and Fifty Thousand only) ("Total Issue Size") to the following persons on preferential basis upon such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of Companies Act, 2013, SEBI ICDR Regulations and other applicable laws :

Name of the Allottees	Category	Maximum No. of Warrants	Warrant Subscription Amount (in ₹)	Warrant Exercise Amount (in ₹)
Shreeram Bagla	Promoter	5,00,000	3,68,75,000	11,06,25,000
Ritesh Shaw	Promoter	5,00,000	3,68,75,000	11,06,25,000
Incrementum Capital Advisors LLP	Public	2,00,000	1,47,50,000	4,42,50,000
Jugal Kishore Chokhani	Public	50,000	36,87,500	1,10,62,500

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the issue price for the Preferential Issue of the Equity Shares is August 4, 2023 ("Relevant Date"), being the day preceding the weekend as the 30 days prior to the date of this Annual General Meeting.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the resultant equity shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions:

1. A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
2. The Warrant Holder(s) shall, subject to ICDR and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion.
3. Each Warrant shall be convertible into One Equity Share of face value of ₹10/- of the Company. On exercise of option to convert the Warrants, the Company shall, without any further approval from shareholders of the Company, issue and allot the corresponding number of Equity Shares of face value of ₹10/- each to the Warrant Holder and perform such actions as required to credit the Equity Shares to the demat account of the allottee and entering the name of allottee in the records of the Depository.
4. The said Warrants shall be issued and allotted by the Company within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending for approval by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.
5. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
6. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
7. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.
8. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.
9. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
10. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.
11. In the event the Warrant Holder(s) does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse, and the upfront amount paid by the Warrant holder on such Warrants shall stand forfeited by Company.
12. The Warrants by themselves, until exercise of the conversion and allotment of Equity Shares, do not give the Warrant Holder any voting rights akin to that of shareholders of the Company.
13. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including voting rights, right to receive dividend and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company with the existing fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten only) each of the Company.
14. The Warrants and Equity Shares allotted on conversion of such Warrants to Promoter/ Promoter Group will be transferable within the Promoter and Promoter Group of the Company, as per applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Companies Act, 2013 and SEBI ICDR Regulations, without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to NSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

## 7. Approval of Related Party Transaction

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

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a Committee thereof), to acquire / takeover the 100% of the issued and subscribed capital of Darsh Advisory Private Limited, being a promoter group entity, from its existing shareholders who are related parties within the meaning of Section 2(76) of the Act, at such consideration, with effect from such date, in such manner, at such price and on such terms and conditions, as may be deemed appropriate and decided by the Board, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and that to invest an amount for such acquisition as detailed in explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to execute all the agreements, deeds, documents, undertakings, memorandum and/ or writings as may be necessary to be executed in relation to the purchase and / or acquisition of the aforesaid shares and to make applications to the regulatory and governmental authorities for the purpose of obtaining all approvals and sanctions as required to be obtained by the Company in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.



**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By order of the Board

**Registered Office**

Chatterjee International Building,  
13<sup>th</sup> Floor, Unit No A01 and A02,  
33A, Jawaharlal Nehru Road, Kolkata – 700071

**Annapurna Swadisht Limited**

**Date: August 7, 2023**

**Shakeel Ahmed**  
**Company Secretary**  
**Membership No. A46966**

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**Notes**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out material facts concerning the business under Item Nos. 4 to 7 of the accompanying Notice, is annexed hereto and forms part of this Notice.
2. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 20/2020 and 10/2022 dated 5<sup>th</sup> May 2020 and 28<sup>th</sup> December 2022, respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 30<sup>th</sup> September 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 2<sup>nd</sup> AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 2<sup>nd</sup> AGM shall be the Registered Office of the Company.
3. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 2<sup>nd</sup> AGM of the Company is being conducted through VC. National Securities Depository Limited (NSDL) is being engaged to provide facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM. The procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC are explained below and is also available on the website of the Company at [www.info@annapurnasnacks.in](mailto:www.info@annapurnasnacks.in).
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Members joining the AGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the AGM, provided they have not cast their votes using remote e-voting facility. The members who have already cast their votes prior to AGM using the remote e-voting facility may also join the AGM through VC but shall not be entitled to cast their votes again at the AGM.
6. A statement giving relevant details of the directors seeking appointment/ reappointment under Item No. 2 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure – I.

7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the AGM upon login at NSDL e-voting system at [www.evotingindia.com](http://www.evotingindia.com).
8. The Board of Directors has appointed CS Md. Shahnawaz, Practicing Company Secretary (ACS No. 21427, CP No. 15076) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
9. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to [csmdshah@gmail.com](mailto:csmdshah@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, as amended, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 2<sup>nd</sup> AGM and facility for those members participating in the 2<sup>nd</sup> AGM to cast vote through e-Voting system during the 2<sup>nd</sup> AGM. For this purpose, NSDL will be providing facility for voting through remote e-Voting, for participation in the 2<sup>nd</sup> AGM through VC/ OAVM facility and e-Voting during the 2<sup>nd</sup> AGM. Members may note that NSDL may use third party service provider for providing participation of the members through VC/ OAVM facility.
11. The Registers of Members and Share Transfer Books of the Company will remain closed from Saturday, August 29, 2023 to Monday, September 4, 2023 (both days inclusive) for the purpose of book closure.
12. **Dispatch of Annual Report and Notice of AGM through electronic mode:**  
 In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2022- 23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2023 are available on the website of the Company at <https://www.annapurnasnacks.in> and on the website of the Stock Exchange i.e. National Stock Exchange of India Limited at <https://www.nseindia.com> and on the website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English Edition) and Aajkal (Bengali Edition).
13. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
14. All the documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice upto the date of the AGM through electronic mode. Members seeking inspection can send an email in advance to [cs@annapurnasnacks.in](mailto:cs@annapurnasnacks.in).
15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Skyline Financial services Private Limited, Company's Registrar and Share Transfer Agents for assistance in this regard.
16. The Notice of AGM and Annual Report for the financial year 2022-23, is available on the website of the Company at [www.annapurnasnacks.in](http://www.annapurnasnacks.in) and also on the websites of the NSE at [www.nseindia.com](http://www.nseindia.com). Notice of AGM is also available on the website of NSDL at [www.evotingindia.com](http://www.evotingindia.com).
17. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

18. In line with the measures of "Green Initiatives", the Act provides for sending Notice of the AGM and all other correspondences through electronic mode. Hence, Members who have not registered their email IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilises natural resources in a sustainable way.

**General Instructions for Remote e-voting and e-voting during Annual General Meeting:**

1. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 ("SEBI Listing Regulations"), the Company is providing e-voting facility through Skyline Financial services Private Limited on all resolutions set forth in this Notice, from a place other than the venue of the Meeting, to Members holding shares as on August 08, 2023, being the cut-off date fixed to determine eligible Members to participate in the remote e-voting process.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 venue voting on the date of the AGM will be provided by NSDL.
6. 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.info@annapurnasnacks.in](http://www.info@annapurnasnacks.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](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.



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

The remote e-voting period begins on Saturday, September 2, 2023 at 9.00 A.M. and ends on Monday, September 4, 2023 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 08, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 08, 2023.

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

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

#### Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - 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](http://www.evoting.nsdl.com).
    - Physical User **Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  - After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, Home page of e-Voting will open.

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

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

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- 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 [csmdshah@gmail.com](mailto:csmdshah@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

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

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

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

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH**

##### **VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can

see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@annapurnasnacks.in](mailto:cs@annapurnasnacks.in). The same will be replied by the company suitably.
7. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [cs@annapurnasnacks.in](mailto:cs@annapurnasnacks.in) between August 28, 2023 10.00 a.m. (IST) and September 1, 2023, 5.00 p.m. (IST). Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

### **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement set out all material facts concerning the Special Business mentioned under Item No. 1 in the accompanying Notice and should be taken as forming part of the Notice.

#### **Item No. 1**

Members may note that Mrs. Rachna Yadav was appointed by the Board of Directors as an Additional Director (in the capacity of an Independent Director) of the Company with effect from December 30, 2022 and is entitled to hold office as such upto the date of the ensuing Annual General Meeting.

Mrs. Rachna Yadav is a graduate from University of Allahabad, having over 19 years of experience driving business centric HR initiatives, "C" suite business partnering using business, commercial and psychological acumen. Aligning Business objectives into functional objectives and transforming it into people strategy. She also have a good blend of corporate experience into big organizations and start-up environment along with fair understanding of entrepreneurship

The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mrs. Rachna Yadav, as a candidate for the office of Independent Director.

The Company has received from Mrs. Rachna Yadav (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Mrs. Rachna Yadav, does not hold any shares in the Company.

The resolution seeks the approval of members for the appointment of Mrs. Rachna Yadav as an Independent Director of the Company to hold office up to December 29, 2027, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She shall not liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Rachna Yadav, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent in the Management. Copy of the letter of appointment of Mrs. Rachna Yadav as Independent Director setting out the terms and conditions shall be available for inspection without any fee by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 3.00 p.m. up to the date of the Meeting.

The Board of Directors, accordingly, recommends the resolution set out at Item No. 4 of the Notice for the approval of the Members.

Except Mrs. Rachna Yadav, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in resolutions set out at Item No. 4 of the Notice.

#### **Item No 5**

In order to meet the capital requirement for the operations and expansion and to have greater financial strength in day to day operations of the Company, it is necessary to augment long term resources. For this purpose and for general corporate purposes as may be decided by the Board of Directors from time to time in the best interests of the Company, it is proposed to issue 11,00,000 equity shares of the Company having face value of ₹10 (Rupees Ten only) to the persons, as per the proposed list of allottees set out in the resolution, on preferential basis, in one or more tranches, in accordance with the provisions of the Section 42, 62 and other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("ICDR") including any statutory modification(s) or re-enactment(s) thereof from time to time.

The Board of Directors of the Company at its meeting held on August 7, 2023, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 11,00,000 (Eleven Lakhs) equity shares on preferential basis to the persons / entities belonging to Non-Promoter category as mentioned in the Resolution No. 5.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

#### **A. Objects of the Preferential issue**

The funds raised through issue of equity shares on preferential basis shall be utilized by the Company to reduce high cost debt, to acquire 100% issued share capital of Darsh Advisory Private Limited, to meet funding requirements for various ongoing projects of the Company and to meet working capital requirements to strengthen financial position and for general corporate purposes.

#### **B. Kind of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

The Board of Directors at its meeting held on August 7, 2023, had approved the issue and allotment of up to 11,00,000 (Eleven Lakhs) Equity Shares of the face value of ₹10/- (Rupees Ten Only) each ("the Equity Shares") at ₹295.00 (Rupees Two Hundred and Ninety-Five Only) per shares, including a premium of ₹285/- per share, such price being not less than the minimum price as on the Relevant Date calculated in terms of SEBI (ICDR) Regulations to Non-Promoter Investors on a preferential basis.

#### **C. Amount which the company intends to raise by way of such securities**

The Company intent to raise upto ₹32.45 Crores (Rupees Thirty-Two Crores Forty-Five Lakhs Only) through the proposed preferential issue.

#### **D. Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is August 4, 2023, being the day preceding the weekend as the 30 days prior to the date of this Annual General Meeting.

#### **E. Intention of promoters / directors / key managerial personnel to subscribe to the offer:**

None of the promoters or person belonging to the promoter group or key managerial personnel intend to subscribe to any of the equity shares offered pursuant to the Preferential Issue.



**F. Shareholding Pattern before and after the proposed preferential issue.**

Sr. No	Category of Shareholders	Pre-preferential Allotment (as on 05-08-2023)		Post Allotment of Equity Shares	
		No. of Shares	%	No. of Shares	%
A	Promoters Shareholding				
	Promoter and Promoter Group	85,15,000	51.85%	85,15,000	48.60%
	<b>Total A</b>	<b>85,15,000</b>	<b>51.85%</b>	<b>85,15,000</b>	<b>48.60%</b>
B	Public Shareholding				
	Foreign Portfolio Investors Category I	26,000	0.16%	26,000	0.15%
	Key Managerial Personnel	1,00,000	0.61%	1,00,000	0.57%
	Resident Individuals holding nominal share capital up to ₹2 lakhs	24,61,374	14.99%	24,61,374	14.05%
	Resident Individuals holding nominal share capital in excess of ₹2 lakhs	33,11,332	20.16%	36,11,332	20.61%
	Foreign Companies	2,00,000	1.22%	2,00,000	1.14%
	Non Resident Indians (NRIs)	3,97,000	2.42%	3,97,000	2.27%
	Bodies Corporate	9,36,094	5.70%	17,36,094	9.91%
	HUF	3,91,800	2.39%	3,91,800	2.24%
	Firms	83,400	0.51%	83,400	0.48%
	<b>TOTAL B</b>	<b>79,07,000</b>	<b>48.15%</b>	<b>90,07,000</b>	<b>51.40%</b>
	<b>TOTAL A+B</b>	<b>1,64,22,000</b>	<b>100.00%</b>	<b>1,75,22,000</b>	<b>100.00%</b>

**G. Proposed time within which the allotment shall be completed:**

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

**H. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.**

Sr. No	Details of Subscriber	Ultimate Beneficial Owner of the proposed Allottee(s) & His PAN	PAN of allottees / beneficial owner	Pre- issue holding	% to Pre- issue Capital	No of equity shares proposed to be issued	% to post issue capital
1	Amodini Sales Private Limited	Pranay Agarwal ACIPA3439K	AACCA0969R	NIL	NIL	7,00,000	3.99%
2	Vishal Jain	NA	ADBPJ0110C	NIL	NIL	2,00,000	1.14%
3	Sheth Impex Pvt Ltd	Moksha Sheth AKUPS5123L	AAECS3975P	NIL	NIL	1,00,000	0.53%
4	Anil Kumar Jain	NA	AAQPK9156R	NIL	NIL	1,00,000	0.53%

**I. Undertakings**

Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price and therefore, the Company is not required to submit the undertaking specified under Regulation 163(1)(g) and Regulation 163(1)(h) of the ICDR Regulations and the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares, shall not be applicable.

**J. The total number of shares or other securities to be issued**

Upto 11,00,000 (Eleven Lakhs) Equity Shares of the face value of ₹10/- (Rupees Ten Only) each ("the Equity Shares") to Non-Promoter Investors on a preferential basis in compliance with applicable provisions of Chapter V of the SEBI (ICDR) Regulations.

**K. Terms of Issue of the Equity Shares, if any**

The Equity Shares to be allotted at cash may be done in one or multiple tranches, as may be decided by the Board. The said equity shares shall rank pari passu with existing equity shares of the Company in all respects.

**L. Pricing of Preferential Issue**

The equity shares are proposed to be issued at ₹295.00 (Rupees Two Hundred and Ninety-Five Only) per shares, including a premium of ₹285/- per share, arrived at in compliance with Regulation 164(1) of SEBI ICDR Regulation i.e. Pricing of frequently traded shares. A copy of the valuation report dated August 7, 2023 shall be available for inspection at the Registered Office of the Company during business hours upto the date of the meeting.

**M. Basis on which the price would be arrived at**

The Equity Shares of the Company are listed on NSE Emerge ("Stock Exchanges") and the Equity Shares are frequently traded in terms of the SEBI (ICDR) Regulations.

For the purposes of computation of the minimum price per equity share, the trading volumes for the preceding ninety trading days prior to the Relevant Date on the NSE Emerge has been considered for determining the floor price in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of Regulation 164(1) of the SEBI (ICDR) Regulations, the price at which the equity shares shall be allotted shall not be less than higher of the following:

- a) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date

In terms of the applicable provisions of the SEBI (ICDR) Regulations, the floor price for the Preferential Issue is ₹295.00 per equity shares.

In addition to the floor price for the Preferential Allotment, the Company also considered the valuation report dated 19 November 2022, issued by CA Manish Gadia, a registered valuer, IBBI Registration No. IBBI/RV/06/2019/11646 ("Valuation Report"), for determining the price of the Subscription Shares. Valuation Report shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: [www.annapurnasnacks.in](http://www.annapurnasnacks.in)

Accordingly, the price per equity share to be issued pursuant to the Preferential Issue is fixed at ₹295.00 per share, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

**N. Name and address of valuer who performed valuation**

The valuation of the Equity Shares has been carried out by CA. Manish Gadia, Registered Valuer, [Reg No. IBBI/RV/06/2019/11646] having its office at 5, Raja Subodh Mullick Square 2<sup>nd</sup> Floor, Kolkata – 700013. The valuation report is dated August 7, 2023.

**O. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

Not Applicable as the proposed issue is for cash.

**P. Class or Classes of Persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to the Non-Promoter Investors as mentioned below:

Sr. No	Name of the Proposed Allottee	Current Status of the Allottee	Proposed Status of the Allottee
1	Amodini Sales Private Limited	Public	Public
2	Vishal Jain	Public	Public
3	Sheth Impex Pvt Ltd	Public	Public
4	Anil Kumar Jain	Public	Public

**Q. Change in control if any consequent to preferential issue**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

**R. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the year, no preferential allotment has been made to any person.

**S. Lock-in period**

The Shares to be offered issued and allotted shall be subject to Lock-in as provided under the provisions of SEBI (ICDR) Regulations. The entire pre-preferential shareholding of the above allottees, if any, shall be locked-in from the Relevant Date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

**T. Certificate from Practicing Company Secretaries**

A certificate from CS Md Shah Nawaz, Practicing Company Secretary (Membership No. ACS 21427 and CP No- 15076), certifying compliance with requirements of Chapter V of the SEBI (ICDR) Regulations, 2018 in respect of the proposed preferential issue shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of the Meeting and all also be available during the Meeting.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e. [www.annapurnasnacks.in](http://www.annapurnasnacks.in).

**U. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution except to the extent of their shareholding.

**V. Listing**

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the aforementioned equity shares.

**W. Other disclosures**

**In accordance with SEBI ICDR Regulations,**

- I. The Company has not made any preferential allotment in the current financial year.
- II. Neither the Company nor any of its Promoters and Directors has been declared as a willful defaulter or a fraudulent borrower or a fugitive economic offender.
- III. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.
- IV. The Company is in compliance with the conditions for continuous listing.



- V. The Company has obtained Valuation Report from the registered valuer as required under the provisions of Companies Act, 2013 read with the rules made there under, Articles of Association of the Company.
- VI. The entire pre-preferential shareholding of the person belonging to the Promoters and Promoters Group and Directors are in dematerialized form.
- VII. The Regulation 166A of the Chapter V of SEBI ICDR Regulations are not applicable as the Company is not allotting more than 5% of the post issue fully diluted share capital of Company to an allottee or to allottees acting in concert.
- VIII. The Proposed Allottees have not sold any equity shares during 90 trading days preceding the Relevant Date.
- IX. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members and, accordingly, recommends the resolution set forth in Item no. 5 of the accompanying Notice for the approval of members.

None of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors/KMP are concerned or interested, directly or indirectly, financially or otherwise, in the above referred resolution except in their capacity as members/ shareholder of the Company

#### **Item No. 6**

In order to meet the capital requirement for the operations and expansion and to have greater financial strength in day to day operations of the Company, it is necessary to augment long term resources. For this purpose and for general corporate purposes as may be decided by the Board of Directors from time to time in the best interests of the Company, it is proposed to issue 12,50,000 (Twelve Lakhs Fifty Thousand) Warrants each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of ₹10 (Rupees Ten only) ("Warrants"), to the persons, as per the proposed list of allottees set out in the resolution, on preferential basis, in one or more tranches, in accordance with the provisions of the Section 42, 62 and other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("ICDR") including any statutory modification(s) or re-enactment(s) thereof from time to time.

The Board of Directors of the Company at its meeting held on August 7, 2023, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 12,50,000 (Twelve Lakhs Fifty Thousand) Warrants on preferential basis to the persons / entities belonging to Promoter Group Category as mentioned in the Resolution No. 6.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

#### **A. Objects of the Preferential issue**

The funds raised through issue of equity shares on preferential basis shall be utilized by the Company to reduce high cost debt, to acquire 100% issued share capital of Darsh Advisory Private Limited, to meet funding requirements for various ongoing projects of the Company and to meet working capital requirements to strengthen financial position and for general corporate purposes.

#### **B. Kind of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

The Board of Directors at its meeting held on August 7, 2023 had approved the issue and allotment of up to 12,50,000 (Twelve Lakhs Fifty Thousand) Warrants each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of ₹10 (Rupees Ten only) ("Warrants"), at ₹295.00 (Rupees Two Hundred and Ninety-Five Only) per shares, including a premium of ₹285/- per share, such price being not less than the minimum price as on the Relevant Date calculated in terms of SEBI (ICDR) Regulations to Promoter Group on a preferential basis.

### C. Amount which the company intends to raise by way of such securities

The Company intent to raise upto ₹36.875 Crores (Rupees Thirty-Six Crores Eighty-Seven Lakhs and Fifty Thousand only) through the proposed preferential issue of Warrants.

### D. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is August 4, 2023, being the day preceding the weekend as the 30 days prior to the date of this Annual General Meeting.

### E. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

Except Mr. Shreeram Bagla and Mr. Ritesh Shaw, none of the promoters or person belonging to the promoter group or key managerial personnel intend to subscribe to any of the Warrants offered pursuant to the Preferential Issue.

### F. Shareholding Pattern before and after the proposed preferential issue.

Sr. No	Category of Shareholders	Pre-preferential Allotment (as on 05-08-2023)		Post Allotment of Equity Shares	
		No. of Shares	%	No. of Shares	%
A	Promoters Shareholding				
	Promoter and Promoter Group	85,15,000	51.85%	95,15,000	50.69%
	<b>Total A</b>	<b>85,15,000</b>	<b>51.85%</b>	<b>95,15,000</b>	<b>50.69%</b>
B	Public Shareholding				
	Foreign Portfolio Investors Category I	26,000	0.16%	26,000	0.14%
	Key Managerial Personnel	1,00,000	0.61%	1,00,000	0.53%
	Resident Individuals holding nominal share capital up to ₹2 lakhs	24,61,374	14.99%	24,61,374	13.11%
	Resident Individuals holding nominal share capital in excess of ₹2 lakhs	33,11,332	20.16%	36,61,332	19.50%
	Foreign Companies	2,00,000	1.22%	2,00,000	1.07%
	Non Resident Indians (NRIs)	3,97,000	2.42%	3,97,000	2.11%
	Bodies Corporate	9,36,094	5.70%	19,36,094	10.31%
	HUF	3,91,800	2.39%	3,91,800	2.09%
	Firms	83,400	0.51%	83,400	0.44%
	<b>TOTAL B</b>	<b>79,07,000</b>	<b>48.15%</b>	<b>92,57,000</b>	<b>49.31%</b>
	<b>TOTAL A+B</b>	<b>1,64,22,000</b>	<b>100.00%</b>	<b>1,87,72,000</b>	<b>100.00%</b>

\* Assuming full allotment of the equity shares as proposed in Resolution No. 5 of the Proposed Notice.

### G. Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of Warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

**H. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.**

Sr. No	Details of Subscriber	Ultimate Beneficial Owner of the proposed Allottee(s) & His PAN	PAN of allottees / beneficial owner	Pre- issue holding	% to Pre- issue Capital	No. of warrants to be allotted	Post issue Shareholding (including proposed allotment + pre- shareholding)	% to post issue capital
1	Shreeram Bagla	NA	AGPPB2841R	10,00,000	6.09%	5,00,000	15,00,000	7.99%
2	Ritesh Shaw	NA	AQBPS4390L	74,50,000	45.37%	5,00,000	79,50,000	42.35%
3	Incrementum Capital Advisors LLP	Kadayam Ramanathan Bharat, AGMPB9046R	AAIFI8096A	-	-	2,00,000	2,00,000	1.07%
4	Jugal Kishore Chokhani	NA	AACPC5306P	-	-	50,000	50,000	0.27%

#### **I. Undertakings**

Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price and therefore, the Company is not required to submit the undertaking specified under Regulation 163(1)(g) and Regulation 163(1)(h) of the ICDR Regulations and the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares, shall not be applicable.

#### **J. The total number of shares or other securities to be issued**

Upto 12,50,000 (Twelve Lakhs Fifty Thousand) Warrants of the face value of ₹10/- (Rupees Ten Only) each ("the Warrants"), (out of which 10,00,000 warrants to persons belonging to Promoters and 2,50,000 warrants to the persons / entity belonging to public), on a preferential basis in compliance with applicable provisions of Chapter V of the SEBI (ICDR) Regulations.

#### **K. Terms of Issue of the Equity Shares, if any**

The Warrants to be allotted at cash may be done in one or multiple tranches, as may be decided by the Board. The said equity shares to be allotted upon conversion of warrants shall rank pari passu with existing equity shares of the Company in all respects. The Warrants by themselves, until exercise of the conversion and allotment of Equity Shares, do not give the Warrant Holder any voting rights akin to that of shareholders of the Company.

#### **L. Pricing of Preferential Issue**

The Warrants are proposed to be issued at ₹295.00 (Rupees Two Hundred and Ninety-Five Only) per Warrants, including a premium of ₹285/- per Warrant, arrived at in compliance with Regulation 164(1) of SEBI ICDR Regulation i.e. Pricing of frequently traded shares. A copy of the valuation report dated August 7, 2023 shall be available for inspection at the Registered Office of the Company during business hours upto the date of the meeting.

#### **M. Basis on which the price would be arrived at**

The Equity Shares of the Company are listed on NSE Emerge ("Stock Exchanges") and the Equity Shares are frequently traded in terms of the SEBI (ICDR) Regulations.

For the purposes of computation of the minimum price per Warrants, the trading volumes for the preceding ninety trading days prior to the Relevant Date on the NSE Emerge has been considered for determining the floor price in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of Regulation 164(1) of the SEBI (ICDR) Regulations, the price at which the equity shares shall be allotted shall not be less than higher of the following:



- c) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- d) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date

In terms of the applicable provisions of the SEBI (ICDR) Regulations, the floor price for the Preferential Issue is ₹295.00 per equity shares.

In addition to the floor price for the Preferential Allotment, the Company also considered the valuation report dated 19 November 2022, issued by CA Manish Gadia, a registered valuer, IBBI Registration No. IBBI/RV/06/2019/11646 ("Valuation Report"), for determining the price of the Subscription Shares. Valuation Report shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: [www.annapurnasnacks.in](http://www.annapurnasnacks.in)

Accordingly, the price per Warrant to be issued pursuant to the Preferential Issue is fixed at ₹295.00 per share, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

#### **N. Name and address of valuer who performed valuation**

The valuation of the Equity Shares has been carried out by CA. Manish Gadia, Registered Valuer, [Reg No. IBBI/RV/06/2019/11646] having its office at 5, Raja Subodh Mullick Square 2<sup>nd</sup> Floor, Kolkata – 700013. The valuation report is dated August 7, 2023.

#### **O. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

Not Applicable as the proposed issue is for cash.

#### **P. Class or Classes of Persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to the Promoter Group as mentioned below:

Sr. No	Name of the Proposed Allottee	Current Status of the Allottee	Proposed Status of the Allottee
1	Shreeram Bagla	Promoter	Promoter
2	Ritesh Shaw	Promoter	Promoter
3	Incrementum Capital Advisors LLP	Public	Public
4	Jugal Kishore Chokhani	Public	Public

#### **Q. Change in control if any consequent to preferential issue**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue of the Warrants and equity shares in exchange of the Warrants.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

#### **R. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the year, no preferential allotment has been made to any person.

#### **S. Lock-in period**

The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations.

#### **T. Certificate from Practicing Company Secretaries**

A certificate from CS Md Shahnawaz, Practicing Company Secretary (Membership No. ACS 21427 and CP No- 15076), certifying compliance with requirements of Chapter V of the SEBI (ICDR) Regulations, 2018 in respect of the proposed preferential issue shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of the Meeting and all also be available during the Meeting.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e. [www.annapurnasnacks.in](http://www.annapurnasnacks.in).

#### **U. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution except to the extent of their shareholding.

#### **V. Listing**

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the Equity Shares that will be issued on conversion of Warrants.

#### **W. Other disclosures**

In accordance with SEBI ICDR Regulations,

- X. The Company has not made any preferential allotment in the current financial year.
- XI. Neither the Company nor any of its Promoters and Directors has been declared as a willful defaulter or a fraudulent borrower or a fugitive economic offender.
- XII. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.
- XIII. The Company is in compliance with the conditions for continuous listing.
- XIV. The Company has obtained Valuation Report from the registered valuer as required under the provisions of Companies Act, 2013 read with the rules made there under, Articles of Association of the Company.
- XV. The entire pre-preferential shareholding of the proposed allottees, person belonging to the Promoters and Promoters Group and Directors are in dematerialized form.
- XVI. The Regulation 166A of the Chapter V of SEBI ICDR Regulations are not applicable as the Company is not allotting more than 5% of the post issue fully diluted share capital of Company to an allottee or to allottees acting in concert.
- XVII. None of the persons belonging to the promoter group have not sold any equity shares during 90 trading days preceding the Relevant Date.
- XVIII. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members and, accordingly, recommends the resolution set forth in Item no. 6 of the accompanying Notice for the approval of members.

Except Mr. Ritesh Shaw and Mr. Shreeram Bagla, none of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors/KMP are concerned or interested, directly or indirectly, financially or otherwise, in the above referred resolution except in their capacity as members/shareholder of the Company

#### **Item No. 7**

Your Company is involved in the business of manufacturing of packed foods and snacks. The premises of manufacturing facilities and the registered office of the Company are taken on rental / lease and are owned by Darsh Advisory Private Limited (DAPL), which is a promoter group entity, and a related party within the meaning of Section 2(76) of the Act. Further, the properties of the DAPL are provided as collateral security against the Company's borrowings. Thus, considering the long term used of the land for the business of the Company and the properties provided as security by DAPL against the Company's borrowings, it is proposed to acquire and takeover 100% of the issued capital of DAPL from its existing shareholders and to make it a wholly-owned

subsidiary of the Company. The 100% of the equity shares of Darsh Advisory Private Limited are held by Mrs. Rachna Suman Shaw and Mr. Ritesh Shaw who are persons belonging to Promoter and Promoter Group.

Members may note that as per the provision of the Section 188(1)(b) of the Act read with the Rules framed thereunder, any Related Party Transaction to acquire property of any kind will require prior approval of shareholders through ordinary resolution, if the value of transaction(s) amounts to 10% or more of the networth of the Company.

The value of proposed aggregate transactions which is proposed to be entered into is likely to exceed the said threshold limit, and is expected to be around ₹14.00 crores (Rupees Fourteen Crores Only) during the financial year 2023-24 whereas the Networth of the Company is ₹59.76 Crores as on March 31, 2023. Accordingly, transaction(s) to be entered into for acquiring 100% shareholding of Darsh Advisory Private Limited from Mrs. Rachna Suman Shaw and Mr. Ritesh Shaw, comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, read with the applicable Rules framed thereunder.

The approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Mrs. Rachna Suman Shaw and Mr. Ritesh Shaw for acquisition of 100% of the equity shares of Darsh Advisory Private Limited.

It may also be noted that the Company being listed on SME platform of the National Stock Exchange of India Limited, i.e. NSE Emerge, the provisions of Regulation 23 of the SEBI Listing Regulations, 2015, and the disclosure requirements prescribed thereunder are not applicable to the Company pursuant to Regulation 15(2)(b) of the SEBI Listing Regulations, 2015. Further, information pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, relating to transactions with Darsh Advisory Private Limited are as follows:

Sl. No.	Particular	Remarks
1.	Name of the Related Party	Mrs. Rachna Suman Shaw and Mr. Ritesh Shaw
2.	Name of the Director or KMP who is related	Mr. Shreeram Bagla
3.	Nature of Relationship	Promoter and person belonging to Promoter Group
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	The transactions are to be entered into at arm's length and at fair market value.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	The manufacturing facilities of the Company are presently situated at the premises owned by DAPL. Further, the properties of the DAPL are provided as collateral security against the Company's borrowings. Thus, considering the long term use of the land for the business of the Company and the properties provided as security by DAPL against the Company's borrowings, it is proposed to acquire 100% of the shares of DAPL and make it a wholly owned subsidiary of the Company.

The Board of Directors, accordingly, recommends the resolution set forth in Item no. 7 of the accompanying Notice for the approval by the members as an Ordinary Resolution.

Except Mr. Ritesh Shaw, Mr. Shreeram Bagla and Mrs. Rachna Suman Shaw and their relatives, none of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors/KMP are concerned or interested, directly or indirectly, financially or otherwise, in the above referred resolution except in their capacity as members of the Company.

The Members may note that in terms of the provisions of Section 188(1) of the Companies Act, 2013, the members which is a Related Party shall not vote on the proposed Ordinary Resolution set forth at Item No. 7 of the Notice.

#### Registered Office

Chatterjee International Building,  
13<sup>th</sup> Floor, Unit No A01 and A02,  
33A, Jawaharlal Nehru Road, Kolkata – 700071

#### Annapurna Swadisht Limited

Date: August 7, 2023

**Shakeel Ahmed**  
Company Secretary  
Membership No. A46966



**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED SUB-REGULATION (3) OF REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2"), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT:**

<b>Name of the Director</b>	<b>Shreeram Bagla (DIN: 01895499)</b>	<b>Mrs. Rachna Yadav (DIN: 09008820)</b>
Nature of Directorship	Managing Director	Independent Director
Date of Birth & Age	05/08/1977 46	15/10/1975 48
Date of first Appointment on the Board.	11/02/2022	30/12/2022
Brief resume / experience and nature of his/her expertise in specific functional areas.	Mr. Shreeram Bagla, aged 46 years, is Promoter cum Managing Director of our Company. He holds bachelor degree in commerce. He was named as first Director in the Articles of Association of the Company upon the conversion of the firm into the Company on February 11, 2022. Further, Mr. Shreeram Bagla was further designated as the Managing Director of the Company in the EGM held on 09/07/2022. He has an experience of around 10 years in our Industry. He is responsible for the expansion and overall management of the business of our Company. His abilities have been instrumental in leading the business of the Company.	Mrs. Rachna Yadav is a graduate from University of Allahabad, having over 19 years of experience driving business centric HR initiatives, "C" suite business partnering using business, commercial and psychological acumen. Aligning Business objectives into functional objectives and transforming it into people strategy. She also have a good blend of corporate experience into big organizations and start-up environment along with fair understanding of entrepreneurship
Terms and conditions of appointment / reappointment.	Retiring by rotation at the forthcoming Annual General Meeting and being eligible to seek re-appointment.	Please refer to the explanatory statement item No-1
Details of Remuneration sought to be paid.	₹3,00,000 Per month	Nil
Remuneration last drawn	₹3,00,000 Per month	Nil
Qualification	Commerce Graduate	Commerce Graduate
Number of shares held in the Company.	10,00,000.00	Nil
Names of other companies in which the person also holds directorship	M/s. Darsh Advisory Pvt. Ltd.  M/s. Annapurna Snacks Private Limited.	Nil
Number of Meetings of the Board attended during the year (i.e. F.Y. 2022-2023).	Attended all the 36 number of meetings of the Board held during the financial year 2022-2023.	Attended 3 meetings of the Board held during the financial year 2022-2023
Membership/ Chairmanship of the Committee on the Board of other Companies	Nil	Nil
Disclosure of Relationships between directors inter-se and with the KMPs.	Not applicable	Not applicable





### **Annapurna Swadisht Limited**

Chatterjee International Building, 13<sup>th</sup> Floor,  
Unit No. A01 and A02, 33A, Jawaharlal Nehru Road,  
Kolkata – 700071 West Bengal.

Ph.: 033-4603 2805

E-Mail: [info@annapurnasnacks.in](mailto:info@annapurnasnacks.in)  
Website: [www.annapurnasnacks.in](http://www.annapurnasnacks.in)