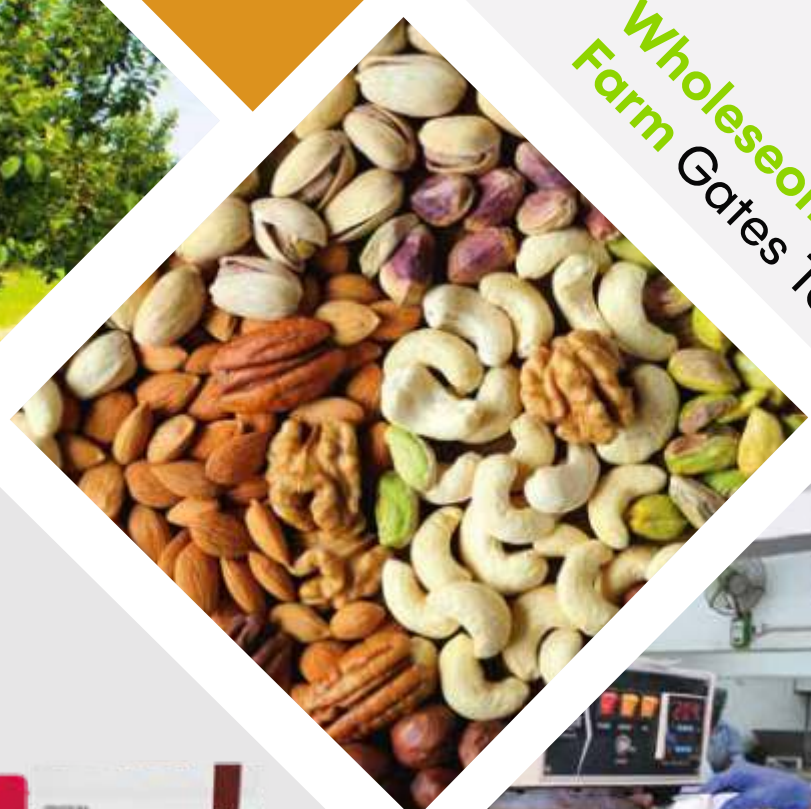


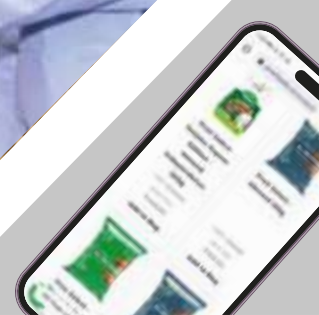


**PROVENTUS**  
Agrocom

# ANNUAL REPORT 2022-23



*Wholesome Foods From  
Farm Gates To Consumer Tables*





# CONTENT

- Corporate Overview 03-17

## STATUARY REPORTS

- Management discussion & analysis report 19-29
- Notice of the 8th Annual General Meeting 31-52
- Directors Report 53-76

## FINANCIAL STATEMENT

- Standalone Accounts 77-105
- Consolidate Accounts 106-137



# General Information

Corporate Identity Number and Registration number  
**Corporate Identity Number: U74999MH2015PLC269390**

## Registered Office

Unit 515, 5th Floor, C Wing  
1 MTR Cabin, Atrium, Village Mulgaon  
MV Road, Andheri (East), Near Acme Plaza  
Mumbai - 400 069, Maharashtra, India

## Registrar of Companies

Our Company is registered with the Registrar of Companies, Mumbai, Maharashtra, whose office is situated at:  
100, Everest Building, Marine Drive  
Mumbai - 400 002, Maharashtra, India  
Tel.: + 91 22 2281 2627  
E-mail: roc.mumbai@mca.gov.in

## Board of Directors

Name	Designation	DIN
Ranganathan Subramanian	Chairman and Independent Director	00125493
Durga Prasad Jhawar	Managing Director & CEO	02005091
Deepak Kumar Agrawal	Whole Time Director	07362004
Shalin Sanjiv Khanna	Whole Time Director	06734684
Swati Durgaprasad Jhawar	Non Executive Non Independent Director	06446297
Sweta Jitendra Jain	Independent Director	07241949

## Company Secretary and Compliance Officer

### Pinal Rakesh Darji

Unit 515, 5th Floor, C Wing, 1 MTR Cabin, Atrium, Village Mulgaon  
MV Road, Andheri (East), Near Acme Plaza, Mumbai - 400 069,  
Maharashtra, India,  
Tel: +91 22 6211 0900 E-mail: cs@proventusagro.com

## Chief Financial Officer

### Ankush Bhagchand Jain

Unit 515, 5th Floor, C Wing, 1 MTR Cabin, Atrium, Village Mulgaon,  
MV Road, Andheri (East), Near Acme Plaza, Mumbai - 400 069,  
Maharashtra, India  
Tel: +91 22 6211 0900 E-mail: ankush.jain@proventusagro.com

## Statutory Auditor

### N B T and Co, Chartered Accountants

201, 2nd Floor, Mahindra M-Space, Off Aarey Road  
Next to Meenatai Thackeray Blood Bank, Goregaon (West)  
Mumbai, Maharashtra - 400 104, India  
Tel: +91 80 9745 6165 E-mail: OfficeofNBT@nbtco.in / info@nbtco.in  
Peer Review No: 013928  
Firm Registration Number: 140489W  
Contact Person: CA Ashutosh Biyani

## Internal Auditor

### Ganesh Katkar

Unit 515, 5th Floor, C Wing, 1 MTR Cabin, Atrium, Village Mulgaon  
MV Road, Andheri (East), Near Acme Plaza  
Mumbai - 400 069, Maharashtra, India  
Tel: +91 22 6211 0900 E-mail: ganesh@provfoods.com

Except as stated below, there have been no changes in the auditors of our Company during the three years preceding the date:

Name	Date of Change	Nature of / reason for change
M/s N B T and Co, Chartered Accountants	February 08, 2023	Appointment of peer reviewed Chartered Accountant
M/s Mukesh Chechani & Co, Chartered Accountants	February 04, 2023	Resignation (since the firm didn't have peer review certification)

## Registrar to the Company

### Bigshare Services Private Limited

Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400 093,  
Maharashtra, India, Tel.: + 91 22 6263 8200, Fax: +91 22 6263 8299, E-mail ID: ipo@bigshareonline.com, Website: www.bigshareonline.com  
SEBI Regn. No.: INR000001385 Contact Person: Babu Raphael

## Bankers to the Company

### ICICI Bank Limited

5th Floor, HT Parekh Marg,  
Backbay Reclamation,  
Churchgate, Mumbai - 400 020  
Tel: +91 22 226818923/924/933  
Email: rajkiran.suvarna@icicibank.com  
Contact Person: Rajkiran Suvarna  
Website: www.iciciban.com

### IndusInd Bank Limited

Fort Branch, Premises No. 1  
Sonawala Building, 61 Mumbai  
Samachar Marg  
Fort, Mumbai-400 001  
Tel.: + 91 98 2018 9141  
E-mail ID:  
dharmendra.jakhodia@indusind.com  
Website: www.indusind.com  
Contact Person:  
Dharmendra Jakhodia

### Canara Bank

1st Floor, Narayan Building, Saki  
Naka, Mumbai - 400 072,  
Maharashtra, India  
Tel.: + 91 22 2856 0943 / 2851 5470  
E-mail ID: cb2411@canarabank.com  
Website: www.canarabank.com  
Contact Person: R K Rathore

### Kotak Mahindra Bank Limited

J B Nagar Branch, Centre Point  
Building, Ground Floor,  
Shop No. 1 to 4, Andheri Kurla Road,  
Andheri (East) Mumbai - 400 059  
Tel.: + 91 22 73 0445 3706  
E-mail ID:  
virendra.a.gupta@kotak.com  
Website: www.kotak.com  
Contact Person: Virendra Gupta

# OUR BUSINESS



The Company was incorporated as Manthan Agrocom Private Limited at Mumbai as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated October 20, 2015, issued by the RoC. Subsequently, the name of our Company was changed from Manthan Agrocom Private Limited to Proventus Agrocom Private Limited and a fresh certificate of incorporation issued by RoC recording the change in name was issued on December 14, 2015. Subsequently, our Company was converted to a public limited company and the name of our Company changed to 'Proventus Agrocom Limited' and a fresh certificate of incorporation dated March 21, 2023 was issued by the RoC.

Proventus Agrocom Limited is a comprehensive health food brand that spans a broad range of dry fruits, nuts, seeds, berries, and nutritious snacking products, covering every step of the value chain. The company's strategy revolves around expanding its product categories and fortifying its presence along the value chain, with the ultimate goal of becoming the go-to destination for health-conscious consumers. At the heart of Proventus lies an unwavering commitment to excellence in the realm of healthy food offerings and a seamless revenue stream achieved through overseeing the entire journey from sourcing to distribution. The company's vision is to create an integrated business model that connects "farm to homes," ensuring exceptional quality and expertise at every stage of the process.

Proventus Agrocom initiated its operations in the agro produce sector by engaging in bulk trades, strategically capturing the demand and supply stream. This approach allowed them to establish a stable foundation for sourcing and distribution while implementing efficient risk management practices. The company's mission is to master the domain of healthy food products, generating revenue by seamlessly

navigating the value chain from origin to distribution. Their vision entails creating an integrated business model that spans from "farm to homes."

At present, Proventus predominantly imports a substantial portion of dry fruits, seeds, nuts, and berries. These products are sold directly by Proventus Agrocom and are also utilized by its Material Subsidiaries to fulfill a portion of their retail brand business requirements under the label "ProV." Additionally, Proventus continuously ventures into creating new products in line with their mission of promoting healthy food choices

In 2017, The Company introduced its brand "ProV," which has now expanded to offer over 100 different Stock Keeping Units (SKUs) through its subsidiary companies, namely ProV Foods and Proventus Retail. The product range includes premium-quality dry fruits such as almonds, cashews, walnuts, raisins, and pistachios, sourced from orchards both within India and internationally. The company places great emphasis on stringent quality controls for each ProV product, ensuring that customers receive only the finest and most natural products. Their mission is to encourage healthier choices for a nourishing lifestyle and sustained well-being by providing customers with nature's most nutritious snacks. Targeting the growing community of health-conscious buyers, the company is determined to expand its presence in the market.

To support its operations, ProV boasts a state-of-the-art processing plant measuring 1,800 sq. mtr at Plot No. A-793, TTC Industrial Area, Khairane, Navi Mumbai. The processing plant is fully compliant with FSSC 22000 standards, ensuring the highest levels of food safety and quality.

# CORPORATE INFORMATION



## Proventus AgroCom Limited

Undertakes bulk sales of dry fruits

98.75%

**ProV Foods Private Limited**

Retail sales of dry fruits, nuts and seeds, berries and other healthy snacks under "ProV" Brand

100%

**Proventus Retail Private Limited**

Retail sales of dry fruits, nuts and seeds, berries and other healthy snacks under "ProV" Brand

51%

**ProV-Nova Bio technologies Private Limited**

Processes wastage in the form of shells and skins and convert the same into bio-fuel briquettes

100%

**Proventus Commodities DMCC**

Bulk sales of dry fruits



# Bringing the finest Dry Fruit Snacks from around the world

## Prov Principles

Right Quality at  
right prices



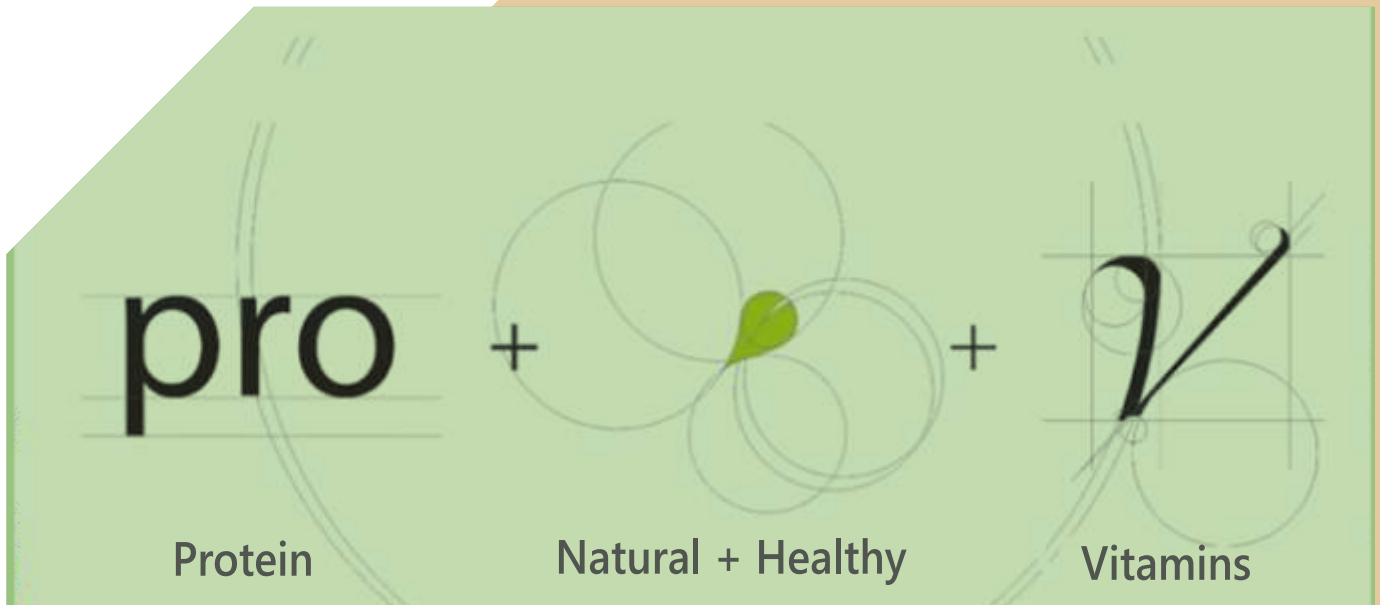
Long term  
relationships



Integrity  
and Trust



# What Goodness means to us?



ProV Foods, an integrated commodities conglomerate with a clear vision of becoming the nation's leading brand for dry fruits and staples. Operating under the esteemed banner of "ProV" Foods, Proventus offers a delightful assortment of premium dry fruits, nuts, seeds, berries, and more – a smart choice for those seeking a healthier lifestyle.

ProV Foods product range includes the finest quality almonds, cashews, walnuts, raisins, and pistachios, carefully sourced from the best orchards across India and beyond. To ensure utmost quality, each ProV product undergoes rigorous quality controls, with raw materials selected only from the most reputable suppliers. This way, we guarantee that every ProV bag delivered to our customers is filled with the promise of the highest quality natural produce.

At ProV Foods, we are committed to inspiring healthier choices and promoting nutritious living for sustained well-being. We take pride in offering nature's most nutritious snacks, and we encourage you to embrace "a step towards wholesome goodness" by exploring our ever-expanding product range under the "ProV" banner. Let us be your companion on the journey to a healthier and happier lifestyle.





# Products Presence Across Different Segments



## Economical

- Industry standard quality
- Economical pouches in varying sizes
- Value for money products
- Pantry storage & consumption



## Flagship Brand

- Better than Industry standard
- Zip lock pouches in standard sizes
- Snacking products
- Daily consumption



## High Quality Produce

- High quality
- Premium packaging in standard sizes
- Luxury products
- Gifting purposes



## Flavour Snacks

- Industry standard quality
- Quirky flavors in varying sizes
- Snacking products
- Daily consumption



## Pick and go

- Industry standard quality
- Handful of dry fruits in varying sizes
- Small snacking products
- On the go consumption Impulse Buy at 30



## Party Snack

- Better than Industry standard
- Exotic to Standard Mixes-Indianized Flavours
- Proportionate mixes of sweet and Savory
- Party and evening Snacks

# Our Manufacturing / Processing Facility and Process

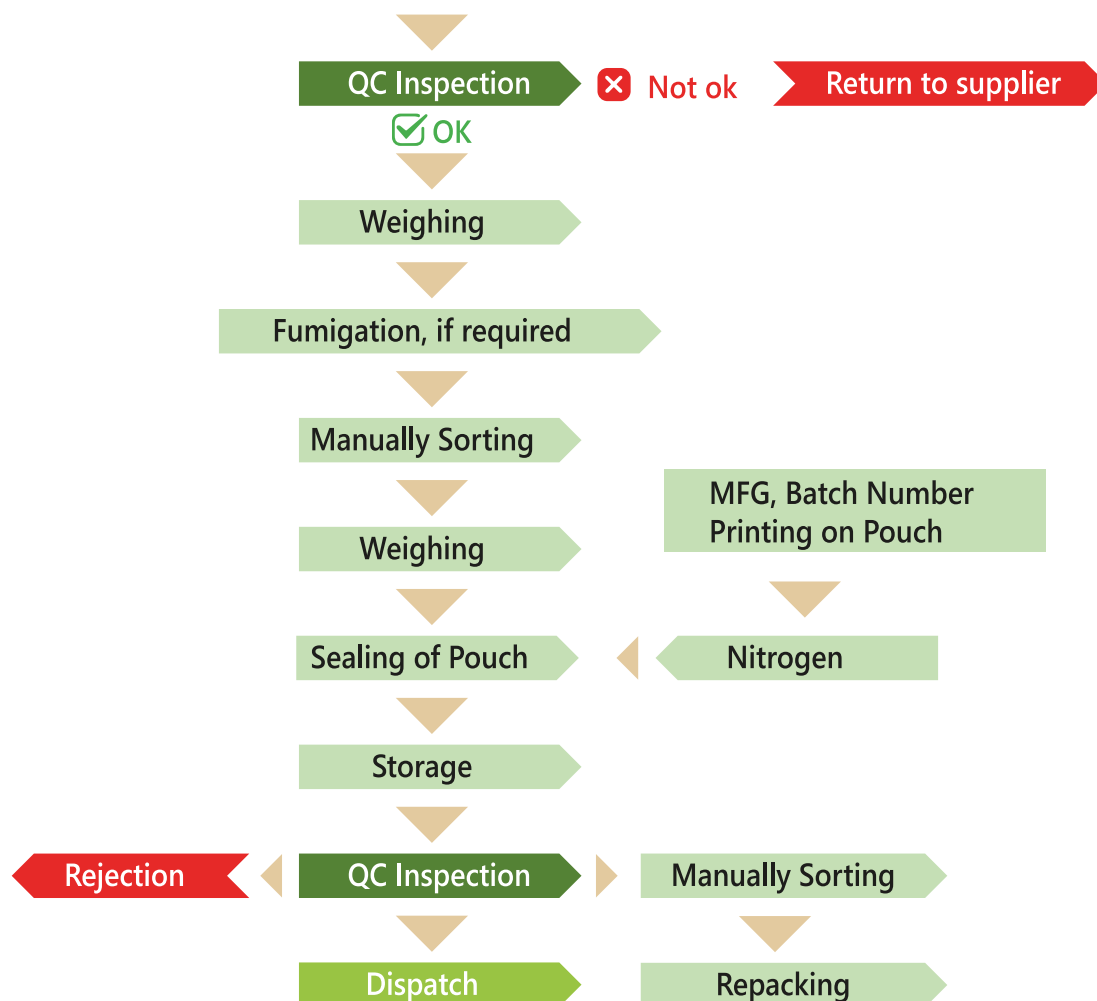


Proventus, based in India, leverages its strategic location in a major consumer market to seize opportunities. This allows them to procure goods from quality packers or directly from farm gates. The company imports from 8 different countries globally and maintains strong relationships with more than 45 growers and suppliers. Notably, they have established direct connections with over 30 California packers, as well as 5+ suppliers each from Afghanistan and Chile.

## Sourcing: Local Procurement

Leveraging the opportunities presented by the large domestic market in India and the rapport built with mandis and local markets over the years, Proventus ensures that approximately 40-50% of its requirements are sourced from domestic suppliers. This approach guarantees that the company obtains the right quality of products at competitive prices from within the country.

### Receiving of Raw Material from Stores



# Processing

## Primary Processing

With its robust dry fruit sourcing and distribution network, Proventus ventured into value addition within this bucket with its on primary processing plants, converting raw produce to finished product for secondary processing or packing with a plant capable of processing 12,600 MT per annum inshell almond to almond kernel.

## Secondary Processing

With the growing consumer demand for flavoured natural produce, Proventus further ventured into secondary processing of its products with a capacity of roasting and flavoring 720 MT per annum of dry fruits and nuts daily for onward sale and packing. A deeper dive into the sphere of secondary processing is underway with a focus to add a line of value added products such as nut milks, nuts flours, nut butters and granola bars. The process also involves fumigation of the dry fruits to ensure that the better shelf life of the products.

## Packing White label

With a daily capacity of packing 1,00,000 packages of agri produce - Proventus offers its services as a co-packer to a variety of large institutions - providing a one stop shop of whole sale products, secondary processed goods and packaging - farm to shelf

## ProV (Private Label)

As a natural progression across the value chain, Proventus developed its inhouse brand ProV - with an aim to capture market share in the dry fruits, nuts, seeds and berries. Achieving upwards of 1.5 lakh MT of monthly ProV sales covering 6 brand categories across 12 commodities with 100+ SKUs. In addition, we also supply processed dry fruits to certain customers as white labelled packaging.



# The Company's Quality Control Process to ensure Quality

- ◉ Raw material scrutiny: Rigorous assessment of raw materials based on preset standards for count, moisture, visual appeal, and the absence of infestation traces.
- ◉ NABL testing: Accredited lab testing by NABL (National Accreditation Board for Testing and Calibration Laboratories) conducted before packing for raw material batches.
- ◉ Online QC inspection: Visual and moisture checks carried out at every stage of packing.
- ◉ Metal detector: Utilization of metal detectors for both raw materials and finished products to ensure no contamination.
- ◉ Packing staff: FSSC (Food Safety System Certification) oriented checks for loose items, personal hygiene, and appropriate attire of packing staff.
- ◉ Food certified packing material and packing surfaces: Use of packing materials and surfaces that are certified for food safety.
- ◉ Fumigation of raw material where required: Application of fumigation when necessary to maintain the quality of raw materials.
- ◉ Finished goods and raw material segregation: Strict segregation of finished goods and raw materials to prevent any mix-ups or cross-contamination.
- ◉ In-house and external cold storage facility: Provision of in-house cold storage and access to external cold storage facilities from third parties to preserve product shelf life based on stock requirements.
- ◉ Shelf life testing: Regular testing to determine the shelf life of products and ensure they meet quality standards throughout their lifespan.



## Vision

An omnipresent healthy foods firm with revolutionary client servicing, product portfolio and global reach – generating value by bringing quality food products from around the globe to the end consumers.

## Mission



To spread across the food commodities value chain, linking supply and demand hubs across the globe offering high quality packaged food products to consumers while having a strategic approach to resource ownership.

## Philosophy



Start in the middle - We always approach any product addition with first mastering its trading and distribution (middle of the value chain) - garnering hands-on knowledge of quality parameters, demand and supply conditions, key players, end consumer products and margins across the value chain. Post a detailed analysis of the profitability and considering the congruence of the commodity with our portfolio we move across the value chain from upcountry procurement to retail branding and sale.



# ProV Foods Partners with Sanjeev Kapoor and KS Narayanan

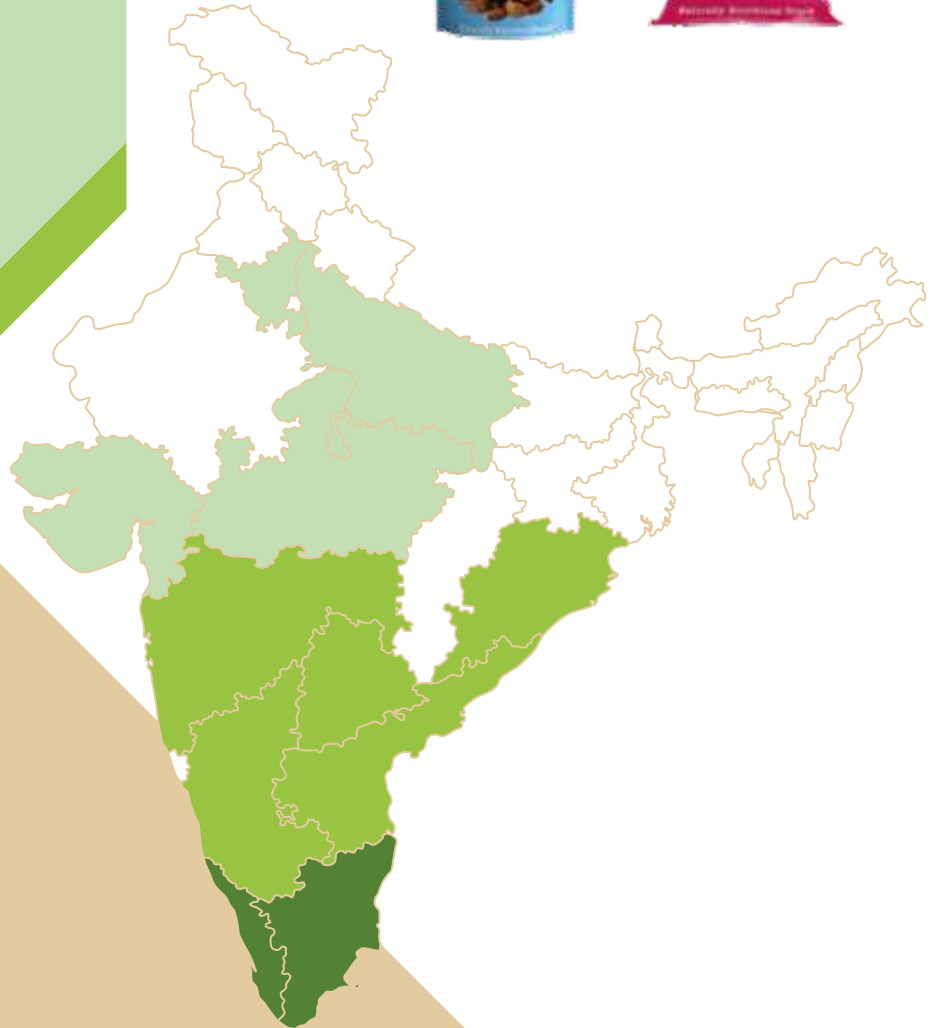
ProV Foods, an integrated commodities conglomerate with a large-scale presence in the dry fruits, nuts, seeds and berries segment, partners with celebrity master chef Sanjeev Kapoor and food and FMCG veteran KS Narayanan to inspire Indian consumers to choose healthier snacking choices for nutritious living and sustained well-being.

Chef Sanjeev Kapoor will be the brand and growth ambassador for ProV and will help develop new value-added ProV branded dry fruits, nuts and seeds products tuned to the Indian palate. KS Narayanan, with his 30+ years of experience in the food and FMCG industries, will help leverage growth, international quality food processing capabilities, and technical know-how on the creation of trademarked ProV products.



From Left to right – Shalin Khanna – Founder and Chief Marketing Office ; DP Jhavar – Founder and CEO ; KS Narayanan, Shri Chef Sanjeev Kapoor, Ankush Jain CFO of Proventus Agrocom Limited

# Prov Well Diversified Presence



- **20+ states** in GT primarily south based states
- **100+ SKUs** across 6 sub-brands
- **40+ global** suppliers
- Sourcing from **5+ global** supply countries
- **PAN India Availability** in MT, E-Com and general stores

# Major Clients





# Proventus Agrocom Limited

now Listed on NSE (SME)

Proventus Agrocom Limited took the step of going public and getting listed on the NSE (National Stock Exchange) as part of its business growth strategy.

The company aims to invest in marketing initiatives to enhance brand recall and attract new customers for both its existing brands and any potential future brands.

## IPO Subscription Status

The Companies IPO was subscribed 2.70 times.

## Proventus Agrocom IPO Details

IPO Date	May 24, 2023 to May 26, 2023
Listing Date	June 5, 2023
Face Value	₹10 per share
Price	₹771 per share
Lot Size	160 Shares
Total Issue Size	901,920 shares (aggregating up to ₹69.54 Cr)
Fresh Issue	671773 shares (aggregating up to ₹51.79 Cr)
Offer for Sale	230,147 shares of ₹10 (Aggregating up to ₹17.74 Cr)
Issue Type	Fixed Price Issue IPO
Listing At	NSE SME
Share holding pre issue	2,755,768
Share holding post issue	3,427,541
Market Maker portion	45,100 shares <b>Ajcon Global Services</b>

# Our Team – Organising the unorganised sector



**D.P. Jhavar**  
**Chief Executive Officer**

- Man behind the vision
- 25+ years in industry
- Chartered Accountant



**Shalin Khanna**  
**Chief Marketing Officer**

- Developing various inter & intra-company marketing and messaging campaigns
- 15+ years in industry
- Business Management



**Deepak Agarwal**  
**Chief Business Officer**

- Exploring new avenues for trading
- 15+ years in industry
- MMS Management



**Ankush Jain**  
**Chief Financial Officer**

- Assessing and proposing new strategic options
- 15+ years in industry
- CFA and MBA



**Pinal Rakesh Darji**  
**Company Secretary &  
Compliance Officer**

She has been associated with our Company since February 28, 2023. In our Company, she is the head of the secretarial department. She has also been designated as Compliance Officer



**S. Ranganathan**  
**Chairman and  
Independent Director**

Date of appointment:  
March 21, 2023  
Period of Directorship: March  
21, 2023 to March 20, 2028  
DIN: 00125493



**Swati Jhavar**  
**Non Executive Non  
Independent Director**

Date of appointment:  
March 21, 2023  
DIN: 06446297



**Sweta Jitendra Jain**  
**Independent Director**

Date of appointment:  
March 21, 2023  
Period of Directorship:  
March 21, 2023 to March 20,  
2028  
DIN: 07241949

# Financial Summary

## FY23 financial Highlights



Growth in ProV Brand  
–**INR 212** crs sales in **FY23**  
vs INR 77 crs sales in FY22



- ProV Brand Growth with healthy Profitability
- Profit at INR 3.67** crs in **FY23**  
vs INR 1.14 crs in FY22



Well diversified PAN India  
presence and sales  
channel mix



Net worth at **INR 63.42** crs  
vs **INR 52.82** crs in FY22

# ProV Minis

'ProV Mini' is just the thing needed for on-the-go nutrition. Don't have enough time to pack in a healthy snack for breakfast or are just confused about what healthy alternative to packing into your kid's lunch box – well with ProV Minis we have you covered.



**SUPER  
MINIS**



# Management Discussion and Analysis

## Global Economy

In the year 2022, the global economy saw a growth rate of 3.4%, which was a bit slower compared to the significant rebound of 6.2% witnessed in the previous year following the impact of the COVID-19 pandemic. Remarkably, this growth rate matched the average rate of growth observed in the years prior to the pandemic (from 2015 to 2019), which was 3.4%. This achievement occurred despite facing challenges such as the Russia-Ukraine conflict and the aggressive measures taken by central banks to raise interest rates.

The wealthier nations, categorized as advanced economies (AEs), experienced a growth rate of 2.7% in 2022. This was notably higher than the average growth rate of 2.1% that had been recorded in the five years leading up to the pandemic. The driving force behind this growth was the impressive expansion of both the United States and the Euro area, which achieved growth rates of 2.1% and 3.5% respectively. However, these countries were grappling with the issue of high inflation. In the United States, prices rose by 8% compared to the previous year, reaching levels not seen since the 1980s. Similarly, the Euro area experienced inflation of 8.4%, marking a significant inflationary trend. To tackle this, central banks in developed countries like the US and Europe made the strategic move of increasing interest rates substantially – by 450 basis points and 250 basis points respectively.

Conversely, the growth of emerging market and developing economies (EMDEs) was at 4% for the year 2022. Although this was slightly lower than the pre-pandemic average growth rate of 4.4%, this difference was due to China's economy encountering slowdowns caused by frequent lockdowns. China's growth rate dipped to 3%, a significant decrease from the pre-pandemic average of 6.7%. This could be

attributed to China's continuous efforts to manage the ongoing COVID-19 situation and the challenges faced by their housing market.

Looking forward to the financial year 2023, crude oil prices remained relatively high, averaging around \$93 per barrel. These prices stayed above the \$100 per barrel mark during the first half of the year due to the ongoing conflict between Russia and Ukraine. However, the situation changed in the second half of the year as China's demand for oil decreased and strategic petroleum reserves were released by OECD countries.

Anticipating the future, global growth is projected to slow down to 2.8% in the year 2023. This slowdown is primarily a consequence of the delayed effects stemming from the coordinated efforts of central banks around the world to raise interest rates. The growth of advanced economies is expected to decrease to 1.3%, with the United States and the Euro area projected to grow at rates of 1.6% and 0.8% respectively. A major concern for these advanced economies is the potential impact of the rapid series of interest rate hikes over the past year, coupled with potential risks arising from credit shortages in regional banks in the United States.

On the other hand, emerging markets are anticipated to maintain a growth rate close to the pre-pandemic average, hovering around 3.9% in the year 2023. This projection is supported by strong performances expected in both India and China. China's growth is predicted to rebound to 5.2% in 2023, bouncing back from the 3% growth seen in the previous year. This anticipated rebound is attributed to China's plans to reopen its economy after a three-year period and the continued support received from its monetary policies. Similarly, India is also expected to be a prominent

performer among the fastest-growing economies, as indicated by the projections of the International Monetary Fund (IMF).

### The Indian Economy

In the face of diminishing global demand and the implementation of tighter monetary policies to manage inflation, India is poised to secure its position as the second-fastest growing economy within the G20 for the fiscal year 2022-23. Impressively, the Indian economy showcased significant progress towards a complete recovery in FY22, surpassing several other nations. It is strategically positioning itself to regain the growth trajectory observed prior to the pandemic, a trend anticipated to materialize in FY23.

An astounding surge in economic expansion during the initial quarter of FY 2022-23 propelled India beyond the United Kingdom, elevating it to the rank of the world's fifth-largest economy. This remarkable ascent followed a resilient response to successive waves of the COVID-19 pandemic.

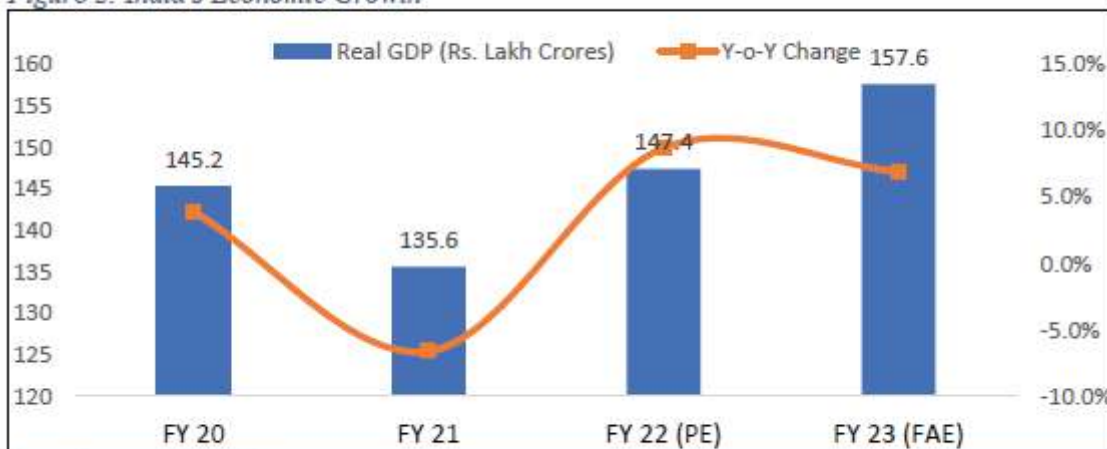
India deftly confronted the challenge of inflation, a concern further amplified by turmoil in Europe. Through a combination of governmental initiatives and measures undertaken by the Reserve Bank of India (RBI), alongside the relief of global commodity prices, the nation succeeded in curtailing retail inflation,

effectively aligning it below the upper tolerance target set by the RBI. Despite persistent concerns about the depreciating Rupee, it has demonstrated relatively stronger performance compared to several other currencies. Another challenge arises from the potential reduction of export incentives, linked to the contraction of global market dimensions spurred by a deceleration in worldwide trade and economic growth.

Despite these hurdles, international agencies continue to project India as the most rapidly advancing major economy, foreseeing a growth rate of 6.5-7.0 percent for FY23. This optimistic growth projection stems, in part, from the resilient character of the Indian economy. This resilience is evident in the seamless shift of private consumption as the primary growth driver, effectively taking over from export stimuli. The revival of private consumption has simultaneously revitalized production activities, thereby boosting capacity utilization across various sectors.

This revival in consumption is attributed to the extensive coverage achieved through vaccination efforts. A resurgence in public mobility has led to increased spending on services requiring interpersonal contact, including dining establishments, lodging facilities, shopping complexes, cinemas, and various other venues.

Figure 2: India's Economic Growth



Data Source: MoSPI

PE: Provisional Estimates; FAE: First Advanced Estimates

## INDUSTRY OVERVIEW

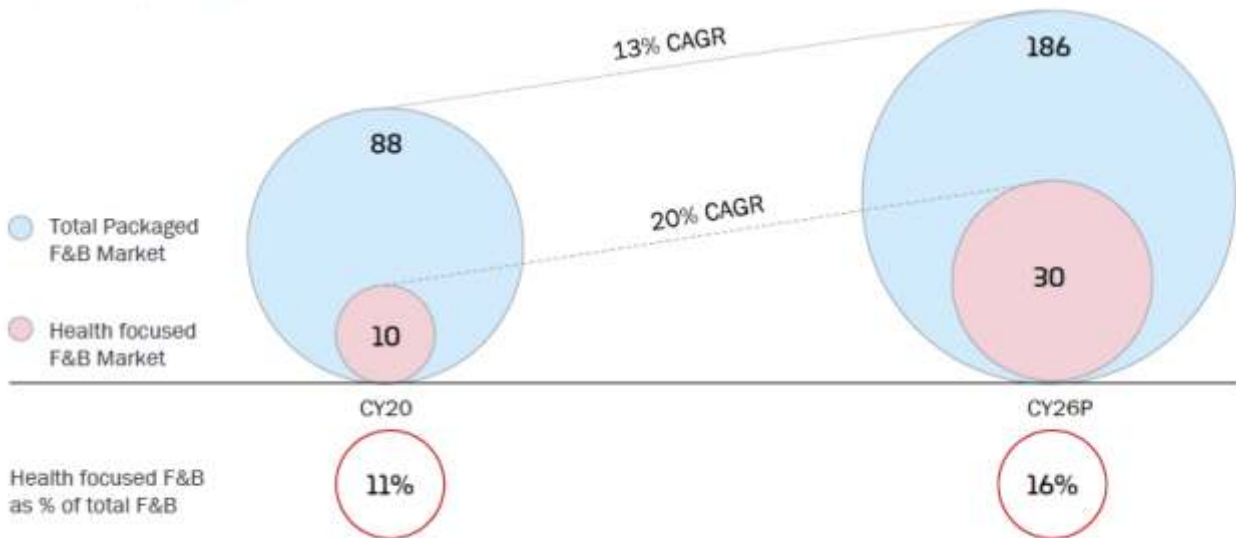
### Indian Packaged F&B industry:

Market Size and Growth: The Indian packaged F&B industry is one of the largest and fastest-growing sectors of the Indian economy. The industry encompasses a wide range of products, including

processed foods, beverages, snacks, dairy products, ready-to-eat meals, and more. Rising incomes, changing lifestyles, urbanization, and increased consumer awareness have been driving the demand for packaged F&B products.

## Indian Health & Wellness F&B: USD 30 Bn market by 2026

Market size<sup>1</sup> (in USD Bn)



01

H&W F&B is growing at **20% CAGR** (~1.5x of the total packaged F&B market growth)

Health-conscious consumers in India increasing from **108 Mn** in CY20 to **176 Mn** in CY26



**2x** increase in Health F&B spending per capita by health-conscious consumers by CY26

02

Large headroom for growth given low health food penetration as % of total packaged F&B : **11% in India vs. 31% in USA**

Source files : Avendus report on Consumer Health and Wellness: A Shift From Elective To Essential July 23

**Consumer Trends:** The industry has been witnessing shifts in consumer preferences and behaviors. Health and wellness concerns, convenience, and premiumization have become important factors influencing purchasing decisions. There is a growing demand for healthier and natural products, organic and gluten-free options, and products with reduced sugar and additives.

**Innovation and Product Diversification:** Companies in the packaged F&B industry are continually innovating and diversifying their product offerings to cater to evolving consumer demands. This includes introducing new flavors, formats, and packaging designs.

**E-Commerce and Digitalization:** The rise of e-commerce and digital platforms has transformed the way consumers purchase packaged F&B products. Online grocery shopping and food delivery services have gained significant traction, especially in urban areas.

India has more than 800 successful direct-to-consumer (D2C) brands<sup>3</sup>, many of which have played a crucial role in educating consumers about health and wellness. These companies have helped alter daily habits and encourage wellness as a routine rather than a one-time occurrence.

In recent years, Indian consumers have consumed vast amounts of content on the internet, including through social media platforms. D2C companies have been at the forefront of educating consumers through these channels, providing valuable information and insights on health and wellness.

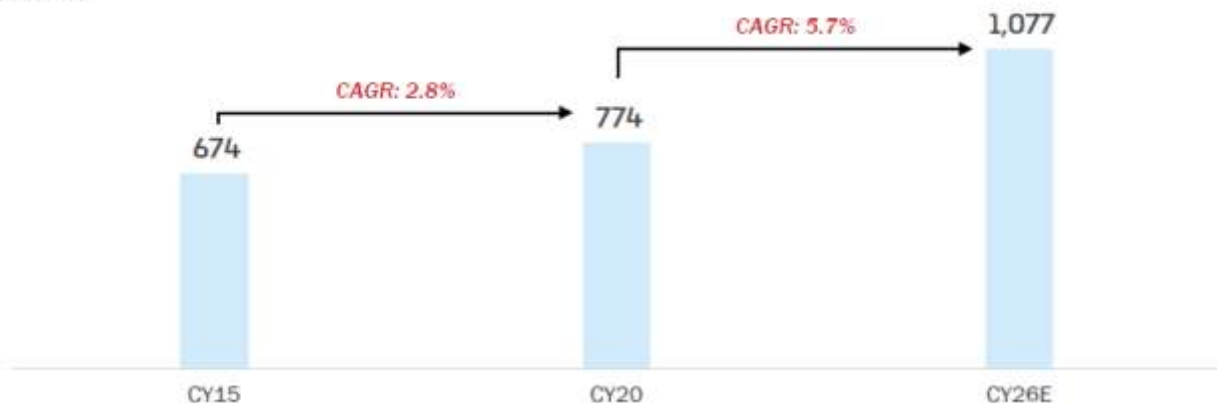
**Government Initiatives and Regulations:** The Indian government has introduced various initiatives to promote food safety, hygiene, and quality standards. The Food Safety and Standards Authority of India (FSSAI) regulates and monitors the safety and quality of packaged F&B products.

**Supply Chain and Logistics:** Efficient supply chain and distribution networks are crucial for the packaged F&B industry. Cold chain infrastructure is particularly important for preserving the quality of perishable products.

**Competitive Landscape:** The industry is highly competitive, with both domestic and international players vying for market share. Major Indian conglomerates and multinational corporations have a significant presence in the market.

### Health and wellness F&B is a massive global market...

**Health and Wellness F&B market**  
(USD Bn)



Source files : Avendus report on Consumer Health and Wellness: A Shift From Elective To Essential July 23



## Key Insights into the Indian Snack Industry

The Indian snack food market boasts an estimated valuation of US\$ 6.6 billion, and its upward trajectory is characterized by a Compound Annual Growth Rate (CAGR) of 6.3%.

Between 2022 and a projected 2027, the industry is set to experience growth percentages of 20.2%, 11.6%, and 10.4%.

Agriculture and allied sectors contribute significantly to the nation's Gross Value Added (GVA), occupying a share of 64% in the total economy.

The snack industry plays a substantial role in employment, contributing to 71% of the total workforce.

India's exports are fueled by this sector, representing an impressive 85% share.

Notably, a striking 64% of consumers express a preference for consuming multiple small meals throughout the day rather than a few larger ones.

Globally, a significant portion of consumers, amounting to 71%, indulge in snacking at least twice daily.

Consumer purchasing decisions regarding Ready-to-Eat (RTE) snacks are markedly influenced by brand recognition, packaging quality, and nutritional value.

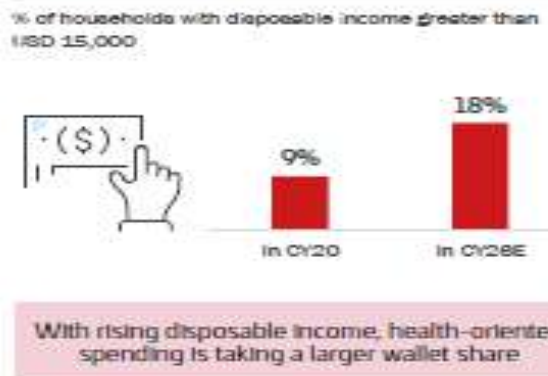
These insights collectively underscore the thriving nature of the Indian snack industry, where consumer habits, cultural practices, and market dynamics converge to foster robust growth and innovation.

## Market expansion in India driven by multiple growth levers

### Increased awareness



### Increasing spending capacity



### Demand from millennials



### E-commerce penetration



Source files : Avendus report on Consumer Health and Wellness: A Shift From Elective To Essential July 23

## Changing Consumer Patterns in Snacking

Consumers are increasingly favoring snacks as substitutes for traditional meals, a trend evident across all three conventional meal periods. The shift towards snacking has led to a significant surge in the frequency of snack consumption during standard meal times.

This evolving preference for snacks over main meals has resulted in a noteworthy uptick in the number of individuals who have "skipped at least one main meal." In 2021, this figure reached 40% of consumers, marking a distinct increase from the 30% reported in 2013. It's

worth highlighting that breakfast emerges as the most commonly skipped meal.

Additionally, over 55% of respondents reveal that their households regularly assemble meals from snacks, at a frequency of at least once a week. This culinary practice is particularly driven by members of Generation Z (aged 16 to 24) and slightly older millennials (aged 25 to 34), with a particular emphasis on women within these age groups, contributing to the overall growth in snacking habits.

## 5 dimensions of consumer wellness



Source files : Avendus report: India Unjunking A USD 30 Billion appetite for health food March 2022

**BUSINESS OVERVIEW:** Proventus Agrocom Limited Proventus Agrocom Limited is an all-encompassing health food brand that offers a wide array of dried fruits, nuts, seeds, berries, and nutritious snack options across the entire value chain. Our strategic approach revolves around diversification across various product categories while establishing a firm presence along the entire value chain, positioning ourselves as a convenient "one-stop shop" for our diverse consumer base.

At Proventus, we are guided by a mission to excel in crafting health-conscious food items, generating revenue streams through a seamless integration spanning from sourcing to distribution. Our core aim is to construct a unified business model that encompasses the entire journey from agricultural origin to end-user households. A central pillar of our

approach involves harnessing the dynamics of supply and demand through the establishment of a robust sourcing and distribution network.

In the Indian market, a significant void exists in the realm of "healthy snacking," particularly within the domain of dried fruits, nuts, seeds, and berries. Recent years have witnessed a marked shift in consumer preferences, transitioning from unbranded or unpackaged goods to branded products, even reaching Tier 2 urban centers and local grocery stores. As discerning consumers increasingly gravitate towards premium, reliable brands that offer imaginative products ranging from natural to delightfully flavored healthful snacks, 'ProV' positions itself as a stalwart contender. With a diverse collection of wholesome snacks within the dried fruits, nuts, seeds, and berries category, ProV aspires to etch a lasting impression as

the go-to choice for nut or dried fruit purchases. With widespread distribution and ready accessibility across India, ProV aims to become the leading brand that instantly comes to mind whenever the craving for nourishing snacks arises.

#### **Offering a Selection of Premium Dried Fruit Snacks from Across the Globe**

- **Extensive Global Access:** Our well-established connections grant us access to the finest dried fruits from around the world.
- **Efficient Back-End Channels:** Supported by highly efficient back-end channels and distribution networks.
- **Health-Conscious Variety:** We offer a health-conscious snack brand featuring a diverse range of flavors.
- **Catering to the Lifestyle-Aware:** Focused on meeting the demands of the growing lifestyle-aware consumer base.
- **Agricultural Expertise:** We bring collective experience of over a century in agricultural supply chain management.
- **Steady Revenue:** We maintain an average monthly brand revenue of approximately 17.5 Crores in the Fiscal Year 2023.

#### **Proven Value: Diverse Nationwide Presence**

- **Established Across States:** Proventus is established in over 20 states, with a strong concentration in southern regions.
- **Expansive Catalog:** Boasting a catalog of more than 100 product variants across 6 sub-brands.
- **Global Collaborations:** Collaborating with over 40 international suppliers, sourcing from 5 or more countries globally.
- **Accessible Across India:** Widely available across India through traditional retail, e-commerce, and general stores.

#### **Proven Value: Guiding Principles**

- **Quality and Price:** Offering the right quality at the right prices.
- **Partnership:** Nurturing long-term partnerships.
- **Integrity:** Upholding integrity and trust as cornerstones.

#### **OUTLOOK: Changing Perceptions of Quality and Price in the Indian Consumer Landscape**

The paradigm that Indians are hesitant to invest in superior quality ingredients for their food and consumables is being swiftly debunked. This transformation in perception is particularly pronounced amid growing health consciousness. As health becomes a core consideration for Indians, there is an increasing willingness to allocate resources to food and beverages made from premium ingredients that are perceived as nourishing and health-beneficial. This shift is underscored by a notable increase in the willingness to pay a premium of up to 80% for products deemed healthier. This shift reflects a departure from previous norms, indicating a rising appetite for healthful and nutritionally advantageous edibles.

Furthermore, this change is substantiated by a separate study revealing that Indian consumers rank among the world's most health-aware segments. Remarkably, 40% of respondents express their willingness to invest more for food products that offer enhanced health benefits and superior nutritional value. This percentage notably surpasses the global average of 29% among international consumers. This trend signals an increasing demand for food and beverage choices that eschew artificial constituents, preservatives, and other harmful additives.

Aligned with these shifting preferences, the health-focused Food and Beverage (F&B) sector in India is gaining significant ground, projected to become a USD 30 billion industry by 2026, showcasing a remarkable 20% Compound Annual Growth Rate (CAGR). This impressive ascent is fueled by the growing awareness of the manifold benefits of organic food, combined with rising disposable incomes and evolving consumer preferences.

#### **PERFORMANCE REVIEW**

##### **Total Revenue: Proventus Agrocom Limited (ProV)**

We are delighted to report a robust performance for the year ended March 2023. Proventus Agrocom Limited has posted a consolidated Profit After Tax (PAT) of INR 367.18 lakhs, marking a remarkable year-over-year growth of 3.2 times.

##### **ProV Brand Growth: Healthy Profitability and Growing Consumer Reach**

In this fiscal year, our ProV brand has showcased

remarkable growth, reflecting its journey as the preferred choice for health-conscious snacking. The ProV brand revenue sales reached INR 21,200 lakhs, showcasing a phenomenal year-over-year growth of 2.75 times. This surge in revenue underlines our commitment to providing consumers with quality, healthful snacks.

### EPS and Future Outlook

Our Earnings Per Share (EPS) stands at INR 14.14, reflecting our strong financial performance and commitment to value creation for our shareholders.

As we look to the future, Proventus remains dedicated to its mission of offering wholesome, health-conscious food products to consumers across India. Our strategic collaborations, innovative product offerings, and expansive distribution network position us for sustained growth and continued success.

### Conclusion

In conclusion, the global economy continues to navigate a distinctive array of challenges, from the impact of the COVID-19 pandemic to geopolitical conflicts and disruptions in supply chains. Despite these hurdles, the Indian economy stands strong, showcasing significant progress and growth potential. Within the Indian packaged F&B industry, opportunities abound, driven by changing consumer trends, innovation, and digitalization.

Proventus Agrocom Limited, as a leading player in the health food sector, exemplifies the potential for growth and innovation. With a diversified product portfolio, robust distribution network, and commitment to quality and sustainability, ProV is poised to thrive in the evolving landscape of health-conscious snacking.

As we move forward, it's imperative to remain vigilant in risk management, embrace changing consumer patterns, and leverage emerging opportunities to ensure a prosperous and sustainable future for businesses, economies, and individuals alike.

### SWOT Analysis

#### Strengths

1. **Diverse Product Range:** We offer a wide variety of products, including over 100 different items that cater to different consumer segments.
2. **Flexible Packaging:** Our products come in various package sizes to suit consumer preferences, from luxury options to convenient and affordable

choices.

3. **Quality and Diversity:** We stand out with our commitment to high-quality and diverse snacks, avoiding reliance on a single ingredient.
4. **Effective Distribution:** Our products are distributed through a strong network of retailers, modern trade outlets, and our successful e-commerce platform.
5. **Retail Partnerships:** Collaborations with major retail chains boost our market presence and accessibility.
6. **Global Sourcing:** With a global network of suppliers, we ensure a steady supply of raw materials, reducing vulnerability to price fluctuations.
7. **Innovative Approach:** Our "ProV Fusion" mix and bio-fuel briquettes from raw material by-products showcase creative resource utilization.
8. **Experienced Leadership:** Promoters and management bring decades of industry experience, guiding our growth and strategic initiatives.

#### Weaknesses

1. **Infrastructure Gap:** Lack of modern facilities and equipment in India weakens industry operations.
2. **Seasonal Raw Materials:** Dependency on seasonal raw materials affects continuous production.
3. **High Taxation:** Government taxes raise production costs.
4. **Inventory Costs:** High inventory carrying costs limit capital investment.
5. **Labor Expenses:** The expense of retaining employees is significant.

#### Opportunities

1. **Changing Consumer Preferences:** Increased demand for hygienically packaged foods due to the pandemic offers growth potential.
2. **Hygiene Emphasis:** Consumers prioritize hygiene, leading to investments in advanced food packaging equipment.
3. **Eco-Friendly Trend:** Demand for eco-friendly packaging creates opportunities for biodegradable solutions.

#### Threats

1. **Supply Chain Disruptions:** Fluctuating raw material prices and supply chain disruptions pose challenges.

2. **Regulatory Compliance:** Meeting regulatory standards adds complexity.
3. **Consumer Concerns:** Customer worries about additives and preservatives impact choices.
4. **Environmental Awareness:** Public demand for eco-friendly practices and packaging affects reputation.
5. **Financial Strain:** Investing in technology and sustainability may strain finances.

### Strategies

1. **Seize Hygiene Demand:** Tap into the demand for hygienically packaged products.
2. **Embrace Eco-Friendly:** Adopt eco-friendly packaging to align with environmental trends.
3. **Efficient Technology:** Strategically use technology while considering financial implications.

### Conclusion

We are fully committed to innovation and investment, aiming to become the top choice for healthy nut snacks across various price ranges. Our recent launch, ProV Minis, priced at 30/- INR, reflects this commitment. It's designed for easy access at local Kirana ladder displays and POS (Point of Sale) locations, offering wholesome snacking at an affordable price. Our focus remains on strengthening the ProV brand, educating consumers about healthy choices, and enhancing brand awareness. This involves strategic advertising through diverse mediums, including social media, digital ads, and embedded promotions, adapting to evolving consumer media habits.

Our dedication to fortifying the ProV brand remains resolute, as we endeavour to enlighten consumers about health-conscious dietary options and augment brand awareness, all while upholding our core ethos of health and well-being. Our strategy involves investing in effective advertising mediums while expanding our marketing footprint to align with evolving shifts in consumer media consumption habits, encompassing platforms such as social media, digital advertising, and embedded promotions.

Innovation remains a cornerstone of our forward journey. We are dedicated to pushing boundaries and introducing novel products that resonate with evolving consumer preferences. Through a combination of insightful market research, collaboration with industry

experts, and leveraging our in-house R&D capabilities, we will continue to unveil offerings that cater to the changing demands of health-conscious consumers. This commitment to innovation not only underscores our adaptability but also reinforces our reputation as a trailblazer in the healthy snacking landscape.

Expanding our direct sourcing initiatives stands as another pivotal aspect of our future endeavours. By broadening the scope of products, we directly source, including dry fruits, nuts, seeds, and berries, we aim to solidify our supply chain and enhance the traceability and authenticity of our offerings. This strategic move aligns seamlessly with the growing consumer preference for transparency and ethical sourcing practices, positioning us as a trustworthy brand that values both consumer well-being and responsible sourcing.

As we step into the future, these pillars—automated manufacturing, innovation, consumer experience and an extended basket of direct sourcing—will be the driving forces behind our continued growth and success. With these strategic imperatives in place, we are poised to not only meet the evolving needs of our customers but also lead the industry by setting new standards of excellence and sustainability.

### Business Updates

In the fiscal year FY23, we embarked on an exciting and transformative journey by forging a strategic collaboration that holds the potential to redefine our brand and elevate it to unparalleled heights. This groundbreaking partnership brings together the culinary brilliance of the renowned Chef Sanjeev Kapoor and the seasoned expertise of FMCG specialist KS Narayanan. The convergence of their skills and insights is set to propel the ProV brand into new realms of success and recognition.

Our collaboration with Chef Sanjeev Kapoor and KS Narayanan is not merely a business move; it's a harmonious blend of culinary mastery and industry acumen. Chef Sanjeev Kapoor's reputation as a culinary icon, coupled with KS Narayanan's extensive experience in the FMCG sector, forms the foundation of this strategic alliance. Their combined expertise promises to infuse fresh perspectives, innovation, and unmatched quality into our brand's offerings.

One of the core aspirations of this collaboration is to create a seamless synergy of flavors and innovation. The partnership envisions the development of unique and tantalizing culinary creations that cater to diverse palates. These creations will embody the essence of Chef Sanjeev Kapoor's culinary artistry while aligning with KS Narayanan's deep understanding of consumer preferences and market trends.

This dynamic collaboration has manifested in various impactful ways. One of the most prominent showcases is our captivating endorsements. Chef Sanjeev Kapoor's endorsement of the ProV brand adds a layer of authenticity and trust, assuring consumers of the exceptional quality and taste of our products. His association resonates with food enthusiasts and reinforces our commitment to delivering top-notch culinary experiences.

Furthermore, our advertisements have taken on a new dimension with this collaboration. They are dynamic, engaging, and resonate with consumers on a personal level. By leveraging Chef Sanjeev Kapoor's charm and expertise, along with KS Narayanan's industry insights, our advertisements communicate not only the flavor but also the passion and thoughtfulness behind our products.

Vibrant promotional campaigns have also been a cornerstone of our collaboration. These campaigns are designed to connect with consumers at various touchpoints and create a memorable experience. Whether it's through interactive social media engagement, tantalizing recipe showcases, or innovative contests, our promotional activities are a testament to the innovative spirit that this collaboration embodies.

As we move forward, the vision of this collaboration remains clear—to push the boundaries of culinary

innovation, deliver exceptional quality, and connect with consumers on a deeper level. The infusion of Chef Sanjeev Kapoor's culinary finesse and KS Narayanan's industry wisdom into the ProV brand has set us on a trajectory of growth, recognition, and unmatched culinary delight. Through this partnership, we are not just offering products; we are offering an experience that transcends taste and resonates with the heart of every consumer.

#### **Risk Factors**

- Inadequate or interrupted supply and price fluctuation of our raw materials and packaging materials could adversely affect our business, results of operations, cash flows, profitability and financial condition.
- Any significant interruption in continuing operations of our production or cold storage facilities could have a material adverse effect on our business, results of operations, cash flows and financial condition.
- We face intense competition which may lead to a reduction in our market share and may cause us to increase our expenditure on marketing and promotion as well as cause us to offer discounts, which may result in an adverse effect on our business and a decline in our profitability.
- Our Company requires significant amount of working capital for a continuing growth. Increase in business activities may be reflected by an absolute increase in the gap between our trade receivables and trade payables, requiring us to arrange for increased working capital limits. Our inability to meet our working capital requirements may adversely affect our results of operations.

### Current ratios (for Proventus Agrocom Ltd. - standalone only)

Particulars	FY 2022-23	FY 2021-22	Change	Reason
(i) Debtors Turnover	14.63	22.39	-34.66%	Decrease in ration due to sales decreased and debtors increased.
(ii) Inventory Turnover	13.47	13.69	-1.61%	NA
(iii) Interest Coverage Ratio	2.85	1.45	96.55%	Increase in net profit after tax and decrease in finance cost as compare to previous year.
(iv) Current Ratio	3.81	2.86	24.93%	NA
(v) Debt Equity Ratio	0.2	0.46	-56.52%	Decrease in Borrowings and increasing in shareholders equity fund as compare to previous year.
(vi) Operating Profit Margin (%)	0.12	0.09	24.13%	NA
(vii) Net Profit Margin (%)	0.007	0.003	150.73%	Profit level increased as compare to previous year. or sector-specific equivalent ratios, as applicable.
(viii) Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof	0.04	0.02	95.30%	Increase in return on net worth due to increase in profit of the company compare to previous year.

#### Risk Management and Internal Control Framework

Risk entails the likelihood or potential of adverse occurrences, encompassing damages, liabilities, losses, or other unfavorable events stemming from external or internal vulnerabilities. Such events can be preemptively mitigated through a systematic approach. Risk management encompasses the process of identifying, evaluating, and prioritizing risks, followed by the efficient allocation of resources to minimize, monitor, and regulate the probability and/or impact of unfavorable outcomes or to optimize the exploitation of opportunities.

The Company has established comprehensive Risk Assessment and Minimization Procedures geared towards the recognition, evaluation, and reduction of business risks. Regular reviews of these procedures are conducted to ensure their alignment with existing potential threats to the Company's operations.

#### Robust Internal Control Mechanisms

The Company has implemented robust internal control systems commensurate with its business scope and scale. These internal controls are reinforced through regular internal audits performed by the Company's Internal Auditors. The findings from these audits are subject to review by both the Management and the Audit Committee of the Board of Directors. Additionally, the effectiveness of the internal control systems is subject to scrutiny by the Company's Statutory Auditors.

#### Human Resources

The Company considers its human resources to be the key thrust area. Our employees are one of our most important assets and are critical to us maintaining our competitive position. The Company has always stood by its commitment of harnessing and developing its human resources. The training and development of

human resources is an ongoing process. The HR department endeavors to create a work environment that ensures employees continued wellbeing and each individual personal potential is fully aligned with Company's growth strategy. The Company had 124 employees as on 31st March, 2023.

Our employee policies aim to recruit a talented and qualified work force, facilitate their integration and encourage development of their skills in order to facilitate the growth of our operations. We endeavour to develop and train our employees in order to facilitate the growth of our operations. Our employee induction procedures are focused on taking regular feedback and facilitating interaction between new employees and senior management.

#### Cautionary Statement

The statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting global and domestic demand-supply, finished goods prices, power and raw materials costs and availability, power wheeling charges and restrictions, changes in Government regulations, tax regimes, economic developments within India and other factors such as litigation and industrial relations. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

WAAH  
ALMONDS!



## Almonds

Almonds are one of the most well remembered nuts around the world. So much so that almonds have been used not only as a protein packed snack but as almond powder for baking & almond milk as an alternative for the dairy averse. Almonds are packed with vitamins, minerals, protein and fibre.



# NOTICE OF **8<sup>TH</sup>** ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 8TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PROVENTUS AGROCOM LIMITED (FORMERLY KNOWN AS PROVENTUS AGROCOM PRIVATE LIMITED) WILL BE HELD ON TUESDAY, SEPTEMBER 26, 2023, AT 12.00 P.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESSES:**

1. To receive, consider and adopt the:
  - a) 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; and
  - b) Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the report of the Auditors thereon.
2. To appoint a Director in place of Mr. Shalin Sanjiv Khanna (DIN: 06734684), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. To consider and appoint M/s NBT & Co., Chartered Accountants (ICAI Firm Registration Number 140489W), as Statutory Auditors of the Company and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s NBT & Co., Chartered Accountants (ICAI Firm Registration Number 140489W), who have confirmed their eligibility for appointment of Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules, be and are hereby appointed as the Statutory Auditors of the Company for a term of five (5) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Thirteenth (13th) Annual General Meeting of the Company to be held in the year 2028, at such remuneration and reimbursement of travelling and out-of-pocket expenses and other applicable tax as may be agreed between the Board of Directors and Statutory Auditors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution”

**SPECIAL BUSINESSES:**

4. To ratify the Proventus Agrocom Private Limited Stock Incentive Plan, 2022 (“PAPL SIP 2022”)

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

“**RESOLVED THAT** pursuant to provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 , Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and, the provisions of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 and relevant provisions of the Securities and Exchange Board (Listing Obligations And Disclosure Requirements) Regulations, 2015, relevant provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded for the ratification of the ‘Proventus Agrocom Private Limited Stock Incentive Plan, 2022’ (“PAPL SIP 2022”) as aligned with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, which was originally approved by the Members of the Company vide Special Resolution on December 09, 2022 prior to the Initial Public Offer of shares by the Company, which authorizes the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the Nomination and Remuneration Committee, as may be designated by the Board from time to time) to create, offer, issue and allot from time to time, in one or more tranches, not exceeding 100,000 options, to the eligible employees of the Company within the meaning of the PAPL SIP 2022, determined in the terms of the Plan, where one employee stock option would convert into one equity share upon exercise, at such price and on such terms and conditions as more particularly set out in the Explanatory Statement annexed hereto and subject to such terms and conditions as may be determined in accordance with the provisions of the applicable laws and the provisions of the PAPL SIP 2022.

**RESOLVED FURTHER THAT** the equity shares so issued and allotted in the aforesaid manner shall rank pari passu in all respects with the then existing equity shares of the Company including dividend.

**RESOLVED FURTHER THAT** in case of any corporate action (s) such as rights issues, bonus issues, split-up, consolidation, merger and sale of division and others, if any additional equity shares are issued by the Company, the above ceiling of options/ equity shares shall be deemed to be adjusted accordingly without affecting any rights or obligations of the grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other applicable laws and regulations to the extent relevant and applicable to PAPL SIP 2022.

**RESOLVED FURTHER THAT** the Board including duly constituted Nomination & Remuneration Committee of the Board of Directors be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to this resolution with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** pursuant to conversion of the Company into a Public Limited Company and listing of equity shares of the Company on the SME EMERGE platform of the National Stock Exchange of

India Limited, the nomenclature of the Stock Incentive Plan stands revised from "Proventus Agrocom Private Limited Stock Incentive Plan, 2022 / PAPL SIP 2022" to "Proventus Agrocom Limited Stock Incentive Plan, 2022 / PAL SIP 2022" and any reference to the said stock incentive plan hereinafter shall be read and understood as "Proventus Agrocom Limited Stock Incentive Plan, 2022 / PAL SIP 2022".

5. To ratify the extension of benefits of Proventus Agrocom Private Limited Stock Incentive Plan, 2022 ("PAPL SIP 2022") to the Employees of the Subsidiaries of the Company.

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

"RESOLVED THAT pursuant to provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and, the provisions of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 and relevant provisions of the Securities and Exchange Board (Listing Obligations And Disclosure Requirements) Regulations, 2015, relevant provisions of the Memorandum and Articles of Association of the Company, and subject such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members be and is hereby accorded for the ratification of the Proventus Agrocom Private Limited Stock Incentive Plan, 2022 ("PAPL SIP 2022") as aligned with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, which was originally approved by the members of the Company vide Special Resolution on December 09, 2022 prior to initial public offer of shares of the Company, which authorizes the Board of Directors of the Company including duly constituted Nomination & Remuneration Committee exercising the powers conferred by the Board, to create, issue, offer, and grant an aggregate of 1,00,000 employee stock options to eligible employees of the existing or future subsidiary company(ies) of the Company in terms of the PAPL SIP 2022, exercisable into not more than 1,00,000 fully-paid up Equity Shares, with each option conferring a right upon eligible employees to apply for one Equity Share, determined in terms of PAPL SIP 2022, from time to time, in one or more tranches as may be decided by the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the equity shares so issued and allotted in the aforesaid manner shall rank pari passu with the then existing equity shares of the Company including dividend.

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, split-up, consolidation, merger and sale of division and others, if any additional equity shares are issued by the Company, the above ceiling of options/ equity shares shall be deemed to be adjusted accordingly without affecting any rights or obligations of the grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other applicable laws and regulations to the extent relevant and applicable to PAPL SIP 2022.

RESOLVED FURTHER THAT the Board including duly constituted Nomination & Remuneration Committee of the Board of Directors be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to this resolution with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT pursuant to conversion of the Company into public limited company and

listing of equity shares of the company on the SME EMERGE platform of the National Stock Exchange of India Limited, the nomenclature of the stock incentive plan shall stand revised from "Proventus Agrocom Private Limited Stock Incentive Plan, 2022 / PAPL SIP 2022" to "Proventus Agrocom Limited Stock Incentive Plan, 2022 / PAL SIP 2022" and any reference to the said stock incentive plan hereinafter shall be read and understood as "Proventus Agrocom Limited Stock Incentive Plan, 2022 / PAL SIP 2022".

**By order of the Board of Directors  
For Proventus Agrocom Limited  
(Formerly known as Proventus Agrocom Private Limited)**

**Durga Prasad Jhawar  
Managing Director & CEO  
DIN - 02005091**

**Registered Office:  
515, 5th Floor, 215 Atrium, Wing C, Andheri Kurla Road,  
Andheri East, Mumbai 400059  
CIN: U74999MH2015PLC269390  
Website: [www.proventusagro.com](http://www.proventusagro.com)  
Tel.: +91 22 6211 0900  
Fax: +91 22 6211 09219  
E-mail: [info@proventusagro.com](mailto:info@proventusagro.com)**

**Date: August 22, 2023  
Place: Mumbai**

Notes:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice. Further relevant details as required under the Companies Act 2013, Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI (LODR) Regulations"} and Secretarial Standard on General Meetings ("SS-2"), issued by The Institute of Company Secretaries of India, is also annexed.
2. Pursuant to the General Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India from time to time, physical attendance of the Members to the AGM venue is not required and general meeting can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. 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 and hence, the Proxy Form and Attendance Slip are not annexed hereto. 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.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote evoting by the first holder.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before 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.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. 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 (LODR) Regulations (as amended), and the General Circulars issued by the Ministry of Corporate Affairs, 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.
9. The Company's Registrars & Transfer Agents for its share registry is Bigshare Services Private Limited with office E-2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri- East, Mumbai- 400072.
10. The Register of Members and Transfer Books of the Company will be closed from September 20, 2023 to September 29, 2023 (both days inclusive) for the purpose of AGM.
11. Members may avail the facility of nomination by contacting their respective Depository Participants.
12. The Notice calling the AGM has been uploaded on the website of the Company at <https://www.proventusagro.com/investors-1>. The Notice can also be accessed from the website 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.nsdl.com](http://www.evoting.nsdl.com).
13. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with General Circulars issued by the Ministry or Corporate Affairs and the Circulars issued by the Securities Exchange Board of India.
14. Members are requested to intimate any change in their contact details, address or bank account details (including 9 digit MICR no., 11 digit IFSC code no. and core banking account no.) to their respective Depository Participants with whom they are maintaining demat accounts.

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

The remote e-voting period begins on Thursday, September 21, 2023 at 09:00 A.M. and ends on Monday, September 25, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 19, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 19, 2023.

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

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




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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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 e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &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.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the</li></ol>

Type of shareholders	Login Method
	<p>home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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 & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <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:

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

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [siroyam@gmail.com](mailto:siroyam@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 Mr. Anubhav Saxena 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@proventusagro.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@proventusagro.com. 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 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. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" 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. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@proventusagro.com. The same will be replied by the company suitably.

## **OTHER INSTRUCTIONS**

### **I. Speaker Registration:**

Members of the Company, holding shares as on the cut-off date i.e. Tuesday, September 19, 2023 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by sending an email to info@proventusagro.com with a copy marked to evoting@nsdl.co.in during the period from Thursday, September 21, 2023 (9:00 AM IST) upto Saturday, September 23, 2023 (5:00 PM IST) and providing their name, DP ID and Client ID/folio number, PAN, mobile number, and email address. Those Members who have registered themselves as a speaker will only be allowed to speak/ 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 at the AGM. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the speaker session.

### **II. Submission of questions / queries prior to the AGM:**

Members holding shares as on cutoff date i.e. Tuesday, September 19, 2023 and desiring any additional information with regards to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary on the Company's e-mail ID i.e. info@proventusagro.com at least 72 hours before the time fixed for the AGM i.e. by Saturday, September 23, 2023 (12:00 PM IST) mentioning their name, demat account no./folio number, e-mail ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM. The Company will, at the AGM, endeavour to address the queries from those Members who have sent queries from their registered e-mail IDs.

- III. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 19, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- IV. All relevant documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, requiring the approval of the Members at the meeting and the statutory registers which are led at the AGM shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an email to: info@proventusagro.com their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email. Members may note that the Notice and Annual Report for FY 2022-23 will also be available on website of the Company at <https://www.proventusagro.com/investors-1> website of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of the NSDL [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013**

### **Item No. 3:**

The Members of the Company at the Extra-Ordinary General Meeting held on February 08, 2023, had approved the appointment of M/s NBT & Co., Chartered Accountants (ICAI Firm Registration Number

140489W), as the Statutory Auditors of the Company to hold office till the conclusion of the 8th AGM of the Company to be held in the year 2023.

In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors, at its meeting held on August 22, 2023, based on the recommendation of the Audit Committee, approved the appointment of M/s NBT & Co., Chartered Accountants (ICAI Firm Registration Number 140489W) for the term of five years to hold office from the conclusion of the 8th AGM till the conclusion of the 13th AGM to be held in the year 2028, at such remuneration and reimbursement of travelling and out-of-pocket expenses and other applicable tax as may be agreed between the Statutory Auditors and the Board of Directors of the Company and proposed the same for approval of the members.

The Board of Directors, on the recommendation of the Audit Committee and subject to approval of the Members of the Company at the AGM, have approved a remuneration payable to the Statutory Auditors not exceeding Rs. 6 Lakhs for conducting the audit for the financial year 2023-24, excluding applicable taxes and reimbursement of out-of-pocket expenses. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Audit Committee and Board considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s NBT & Co., Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s NBT & Co. has confirmed that they are independent, as required by the relevant ethical /independence requirements as enunciated in the Act and the Code of Ethics issued by the ICAI, that are relevant to their audit of the standalone and consolidated financial statements under the provisions of the Act and the Rules made thereunder.

M/s NBT & Co. has consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139 read with Section 141 and that they are not disqualified to be appointed as Statutory Auditor in terms of the said provisions. M/s NBT & Co. has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the "Peer Review Board of ICAI". They have also furnished a declaration confirming its independence in terms of section 141 of the Act and declared that it has not taken up any prohibited non-audit assignments for the Company. Based on the recommendation made by the Audit Committee, after considering their experience and expertise, the Board recommends the appointment of M/s NBT & Co. as the Statutory Auditors for the term of 5 years, as set out in the item no. 3, for approval of the Members as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

#### **Item No. 4 & 5:**

Employees Stock Options represent a reward system based on performance of the Employee in the Company. They help companies attract, retain and motivate best available talent. This also provides an opportunity to the employees to participate in the growth of the Company, besides creating long term wealth in their hands. Hence, in order to reward and retain the employees of the Company and to create a sense of ownership and

participation amongst them, the shareholders of the Company in their Extra-Ordinary General Meeting held on December 09, 2022 approved Proventus Agrocom Private Limited Stock Incentive Plan, 2022 ("PAPL SIP 2022") and issue of options under PAPL SIP 2022 to employees of subsidiary companies of the Company.

In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBSE Regulations"), no company shall make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under any scheme formulated prior to its Initial Public Offering ("IPO") and prior to the listing of its equity shares ("Pre- IPO Scheme") unless (i) such Pre IPO Scheme is in conformity with the SEBI SBEBSE Regulations; and (ii) such Pre IPO Scheme is ratified by its shareholders subsequent to the IPO.

Further, as per proviso to Regulations 12(1) of SEBI SBEB Regulations, the ratification under clause (ii) may be done any time prior to grant of new options or shares under such Pre - IPO Schemes.

Accordingly, considering that the Company came out with an IPO of its equity shares and got listed on the SME EMERGE platform of the National Stock Exchange of India Limited with effect from June 05, 2023, the Company's PAPL SIP 2022 is required to be ratified by the Shareholders of the Company in terms of the Regulations 12(1) of the SEBI SBEBSE Regulations, for making any fresh grants under PAPL SIP 2022. Hence, the same is referred to the Shareholders for their ratification in terms of Regulations 12(1) and other applicable provisions of the SEBI SBEBSE Regulations. PAPL SIP 2022 is in conformity with SEBI SBEBSE Regulations and the Company has not granted any fresh grant of options to employees as on date after the IPO of the Company.

Further, pursuant to conversion of the Company into public limited company and listing of equity shares of the company on the SME EMERGE platform of the National Stock Exchange of India Limited, the nomenclature of the stock incentive plan is proposed to be revised from "Proventus Agrocom Private Limited Stock Incentive Plan, 2022 / PAPL SIP 2022" to "Proventus Agrocom Limited Stock Incentive Plan, 2022 / PAL SIP 2022" and any reference to the said stock incentive plan hereinafter shall be read and understood as "Proventus Agrocom Limited Stock Incentive Plan, 2022 / PAL SIP 2022".

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and disclosures required under SEBI SBEBSE Regulations (as amended from time to time) are given below:

**a. Brief description of the Proventus Agrocom Limited Stock Incentive Plan, 2022:**

The PAL SIP 2022 contemplates grant of stock options to the employees / directors of the Company, its existing or future subsidiary company(ies), in or outside India, that are eligible under the PAL SIP 2022 ("Eligible Employees"). After vesting of options, the Eligible Employees earn a right, but not an obligation, to exercise the vested options within the exercise period and subscribe to the equity shares of the Company subject to the compliance with the requirements of the PAL SIP 2022, including payment of exercise price and satisfaction of any tax obligation arising thereon.

**b. The total number of Options proposed to be granted under the Plan:**

The total number of Options to be granted under the PAL SIP 2022, in one or more tranches to the eligible employees of the Company and of its holding or subsidiary company(ies), shall not exceed the aggregate limit of 1,00,000 (One lakh), as prescribed under PAL SIP 2022. Each Option when exercised would be converted in to one equity share of Rs. 10/- (Rupees Ten Only) each fully paid-up.

Further in case of any corporate action such as rights issues, bonus issues, merger and others, the Board shall be empowered to adjust the number and the price of the Options in a manner such that total value of the Options remain the same after the corporate action. For this purpose, global best practice in this area including the procedures followed by the derivative markets in India and abroad shall be

considered. The vesting period and life of the options shall be left unaltered as far as possible to protect the rights of the Grantee.

Vested options and unvested options that have lapsed due to non-exercise, surrender and/or cancellation under the PAL SIP 2022, would be available for being re-granted at a future date in accordance with the provisions of PAL SIP 2022.

**c. Implementation and administration of the PAL SIP 2022:**

The Board or the Nomination and Remuneration Committee (NRC) shall act as Compensation Committee for the administration and implementation of PAL SIP 2022. All questions of interpretation of the PAL SIP 2022 or any option under the Scheme shall be determined by the Board or NRC and such determination shall be final and binding upon all persons having an interest in the PAL SIP 2022 or in any option issued thereunder.

**d. Identification of classes of employees entitled to participate and be beneficiaries in PAL SIP 2022:**

Persons who are

- (i) all permanent employees, present and / or future, of the Company and / or its Subsidiary(ies), working in or out of India; and
- (ii) all Directors, whether whole time or not, including a non-executive director who is not a promoter or member of the promoter group of the Company and / or its Subsidiary(ies), but does not include independent director; and

Provided that an Eligible Employee who is a Promoter or forms part of the Promoter Group of the Company shall not be eligible to participate in the Plan.

Provided further that a Director who either by himself or through his relative or through any Body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company shall not be eligible to participate in the Plan.

**e. Requirements of vesting and period of vesting:**

There should be a minimum period of one year between the grant of options and vesting of options and such maximum period as may be determined by the Board, but not exceeding four years. Unless otherwise decided by the Board, the options granted shall vest over four years in the manner as under:

On completion of Year 1 from the date of Grant	25% of options granted
On completion of Year 2 from the date of Grant	25% of options granted
On completion of Year 3 from the date of Grant	25% of options granted
On completion of Year 4 from the date of Grant	25% of options granted

Options shall vest essentially based on continuation of employment / service with the Company or its subsidiary company(ies), as applicable, and as per the applicable regulatory requirements.

**f. The maximum period within which the Options shall be vested:**

All the options granted on any date shall vest not later than the maximum period of 4 (four) years from the date of grant.

**g. The Exercise Price or the Pricing formula:**

The Options granted to the Employees under this Plan shall carry an Exercise Price, which may be equivalent to or at such discount to the Fair Value of the Shares or Market Price as may be determined by

the Board. However, in any case the Exercise Price shall not be less than the Face value of the Shares of the Company.

In case of a fall in market value of Shares between the Offer Date and the date of Exercise, the Board may re-price the Options that have not been vested while ensuring such re-pricing is not detrimental to the interest of the Grantees.

Any such re-pricing of Options shall be communicated by the Board to the Participant in writing.

**h. The Exercise Period and process of Exercise:**

The Exercise period will commence from the date of vesting and extend up to not later than two years from the date of the vesting of the Options or such lesser period as may be decided by the Committee, from time to time.

Process of Exercise: The vested option shall be exercisable by the option grantees by submitting a written exercise notice specifying the number of options to be exercised to the Company in such format as may be prescribed by the Board from time to time. Exercise of options shall be considered only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee. The options shall lapse if not exercised within the specified exercise period.

**i. Appraisal process for determining the eligibility of employees to the Plan:**

The Board at its own discretion, including, but not limited to the date of joining of the Eligible Employee with the Company or the Subsidiary(ies), performance evaluation, current compensation, criticality or any other criteria, future potential, such Eligible Employees, as determined by the Board, may participate in the Plan. Employees joining the Company after the date of implementation of the Plan will be entitled to participate in the Plan, on a case-to-case basis and subject to such criteria as may be decided solely by the Board.

**j. The maximum number of Options to be granted per Eligible Employee, and in aggregate:**

The Board/ NRC shall decide the number of options /equity shares that may be granted / issued to any specific employee / director of the Company or its subsidiary(ies) under the PAL SIP 2022, in any financial year and in aggregate, but the same shall not exceed 1% of the issued capital in any one financial year.

**k. Maximum quantum of benefits to be provided per employee under the PAL SIP 2022:**

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price / fair value of the equity shares as on the date of sale of equity shares arising out of exercise of options.

**l. Whether the PAL SIP 2022 is to be implemented and administered directly or through a trust:**

The PAL SIP 2022 shall be implemented and administered directly by the Company, under the superintendence of the Board.

**m. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;**

The PAL SIP 2022 involves only new issue of equity shares by the Company. Presently no secondary acquisition is envisaged.

**n. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

This is currently not contemplated under the present PAL SIP 2022.



**o. Statement to the effect that the Company shall conform to the accounting policies specified in regulation 15 and Rule 12:**

The Company shall comply with the disclosure requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEBSE) Regulations and Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014 or as may be prescribed by regulatory authorities from time to time.

**p. The method which the Company shall use to value its Options:**

The Company shall adopt 'fair value method' for valuation of Options as prescribed under Guidance Note or under any Accounting Standard, as applicable, notified by the competent appropriate authorities from time to time.

**q. Statement with regard to disclosure in director's report:**

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

**r. Lock-in period, if any:**

The equity shares arising out of exercise of vested options shall not be subject to any lock-in period from the date of allotment of such equity shares under the PAL SIP 2022.

**s. Terms & conditions for buyback, if any, of specified securities covered under these regulations:**

The Committee will determine the procedure for buy-back of Options granted under the PAL SIP 2022, if to be undertaken at any time by the Company, and the applicable terms and conditions in accordance with the Applicable Laws.

**t. Transferability of Stock Options:**

The options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the employee while in employment, all the stock options granted to him/her till such date shall forthwith vest in his/her designated nominee or nominees (who may be named contingently or successively), or such employee's legal heir, and can be exercisable by them within the time period as may be prescribed under the PAL SIP 2022.

**u. The conditions under which Option vested in Employees may lapse e.g., in case of termination of employment for misconduct:**

The conditions under which Option vested in Employees may lapse are as under

Sr. No.	Vested Options	Details
1.	Resignation / Termination (other than for a Cause)	All Vested Options can be exercised by the Participant immediately after, but in no event later than the last date of employment with the Company.
2.	Termination due to Cause	All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.

Sr. No.	Vested Options	Details
3.	Retirement / Early Retirement / Term coming to an end or as approved by the Company	All Vested Options can be exercised by the Participant immediately after, but in no event later than the last date of employment with the Company.
4.	Death	All Vested Options can be exercised by the legal heirs immediately after, but in no event later than 3 (three) months from the date of death of the Participant.
5.	Permanent Disability	All Vested Options can be exercised by the Participant immediately after, but in no event later than 3 (three) months from the date of permanent disability.

Sr. No.	Vested Options	Details
1.	Death	All the unvested options as on the date of death shall deemed to be vested with the Participant's nominee or legal heirs immediately. Such Options can be exercised by the legal heirs immediately after, but in no event later than 3 (three) months from the date of death of the Participant.
2.	Permanent Disability	All the Unvested Options as on the date of termination of Participant due to Permanent Disability shall vest with the Participant immediately. Such Options can be exercised by the Participant or, in case of his death, the nominee or legal heirs immediately after, but in no event later than 3 (three) months from the date of permanent disability.

In all other cases, the unvested options held by the Participant shall stand lapsed on the last date of employment except for Termination due to Cause in which case such Unvested Options shall lapse immediately.

**v. Variation of terms of Scheme:**

Subject to compliance with the applicable laws, the Company may, from time to time, amend or vary the Scheme or any terms and conditions in the Scheme or alter any options granted in such respects as the Board may deem necessary or desirable, provided that approval of the shareholders of the Company is taken by way of a special resolution in a general meeting for effecting such change, if such approval is required under the applicable law and such change is not detrimental or prejudicial to the interests of the grantees, provided that the Company shall be entitled to vary the terms of the Scheme to meet any regulatory requirements.

**w. Rights of the option holder:**

The option holder shall not have a right to receive any dividend or to vote or in any manner or enjoy the benefits of a shareholder in respect of option granted to him/her, till equity shares are allotted upon exercise of such option.

The copies of the related documents will be open for inspection by the members through electronic mode on all working days, during business hours up to the last date of remote e-voting.

As per Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, approval of the shareholders is required for passing resolution No. 4 and 5 of the Notice of the Annual General Meeting.

The Board recommends the resolutions set out at Item Nos. 4 and 5 of the accompanying notice for approval of the Members by way of Special Resolution.

None of the Directors, Promoters, Key Managerial Persons of the Company or any of their relatives, are concerned or interested, financially or otherwise, in the proposed Special Resolutions at Item No. 4 & 5, except to the extent of their respective shareholding, if any, in the Company and number of options which may be granted to them, if any, pursuant to the PAL SIP 2022.

**By order of the Board of Directors  
For Proventus Agrocom Limited  
(Formerly known as Proventus Agrocom Private Limited)**

**Durga Prasad Jhawar  
Managing Director & CEO  
DIN - 02005091**

**Registered Office:**  
515, 5th Floor, 215 Atrium, Wing C, Andheri Kurla Road,  
Andheri East, Mumbai 400059  
CIN: U74999MH2015PLC269390  
Website: [www.proventusagro.com](http://www.proventusagro.com)  
Tel.: +91 22 6211 0900  
Fax: +91 22 6211 09219  
E-mail: [info@proventusagro.com](mailto:info@proventusagro.com)

**Date: August 22, 2023  
Place: Mumbai**

## Details of the Directors retiring by rotation/ re-appointment at the Annual General Meeting

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Vested Options	Details
Name	Mr. Shalin Sanjiv Khanna
Directors Identification Number (DIN)	06734684
Designation	Whole Time Director
Date of Birth	12/05/1985
Age	37 years
Nationality	Indian
Qualification	Bachelor in Management Studies (BMS)
Brief Profile/ Experience (including expertise in specific functional area)	He holds a degree in Bachelor of Management Studies from the University of Mumbai. He is responsible for overall marketing strategy of the Company. He is involved in creating and implementing marketing campaigns, oversee market research and analyze metrics, PR and public-facing communication and also work closely with other C-Suite positions. He also looks into daily risk management, MIS reports, accounting and compliance policies for the execution of agro commodities business. Prior to being the core team member leading the formation of Proventus Agrocom, he has an experience of over 10 years in various aspects of marketing. risk governance, policies and controls at Edelweiss Commodity Services Limited.
Terms and conditions of appointment and re-appointment	The Director shall be liable to retire by rotation
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA
Date of first appointment on the Board of the Company	20/10/2015
Directorship in other companies (excluding Proventus Agrocom Limited)	1. Proventus Retail Private Limited 2. Prov Foods Private Limited
Membership/Chairmanship of committee of Directors of other companies	Nil

Vested Options	Details
Name of listed entities from which the person has resigned in the past three years	Nil
Relationship with other Directors, Manager and Key Managerial Personnel inter-se	None
No. of Shares held in the Company as on 31-03-2023 either by self or as a beneficial owner	147189 shares
Number of Meetings of the Board attended during the Financial Year 2022-23	16
Remuneration last drawn (FY 2022-23) (including sitting fees, if any)	Rs. 62.99 Lakhs
Details of remuneration sought to be paid	Not exceeding Rs. 1.5 Crores per annum

**CREAMY  
CASHEWS!**



## Cashews

Cashews are an intrinsic part of our festive celebrations. Contrary to the popular belief that cashews have a high cholesterol content, in fact, they are cholesterol-free and packed with good fats. They are also a good source of dietary fibre. At ProV we provide you premium cashews for all you're cooking and snacking needs.

## DIRECTOR'S REPORT

### Dear Members,

Your Directors are pleased to present the 8th (Eighth) Annual Report together with the Company's audited financial statements and the auditors' report thereon for the Financial Year (hereinafter referred to as 'FY') ended March 31, 2023.

### 1. FINANCIAL HIGHLIGHTS

A summary of the financial performance of the Company is as follows:

(Rs. in lakhs)

Particulars	STANDALONE		CONSOLIDATED	
	Financial Year 2022-23	Financial Year 2021-22	Financial Year 2022-23	Financial Year 2021-22
Total Revenue	34,049.37	37,062.43	42,033.48	40,434.57
Total Expenditure	33,723.46	36,903.58	41,505.66	40,189.87
<b>Profit before Depreciation/ Amortization (PBTDA)</b>	<b>325.91</b>	<b>158.85</b>	<b>528.81</b>	<b>244.71</b>
Less : Depreciation	27.49	31.18	70.80	88.27
<b>Net Profit before Taxation (PBT)</b>	<b>298.42</b>	<b>127.67</b>	<b>458.01</b>	<b>156.44</b>
Tax Expense	69.40	27.50	90.83	42.48
<b>Profit/(Loss) after Taxation (PAT)</b>	<b>229.02</b>	<b>100.17</b>	<b>367.18</b>	<b>113.95</b>
<b>Earnings Per Share</b>				
Basic	9.03	4.03	14.14	4.57
Diluted	9.03	4.03	14.14	4.57

During the year under review, the financial statements pertaining to the 3 previous financial year(s), i.e, 2021-22, 2020-21 and 2019-20 were restated for the purpose of Initial Public Offering by the Company.

### 2. STATE OF COMPANY'S AFFAIRS, REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

On a standalone basis, the Company reported a Profit after tax for FY 2022-23 of ₹ 229.02 lakhs in comparison with profit after tax of ₹ 100.17 lakhs for FY 2021-22.

On a consolidated basis, the Total Income for FY 2022-23 was ₹ 42,033.48 lakhs and the Profit after tax attributable to shareholders and non-controlling interests for FY 2022-23 was ₹ 367.18 lakhs.

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

### 3. DIVIDEND AND RESERVES

The Directors do not recommend any dividend for the year under review. The Board has not proposed to transfer any amount to the General Reserves.

#### **4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Companies Act, 2013 (hereinafter referred to as 'the Act') do not apply to the Company for the year under review.

#### **5. MANAGEMENT DISCUSSION & ANALYSIS REPORT**

The Management Discussion and Analysis Report for the year under review, in terms of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the SEBI LODR Regulations') forms part this Annual Report.

#### **6. CONVERSION OF COMPANY TO PUBLIC COMPANY**

The Shareholders of the Company vide a Special Resolution at their Extra-Ordinary General Meeting held on February 03, 2023 approved the conversion of the Company from a Private Limited to a Public Limited. Consequently, the Ministry of Corporate Affairs approved the said conversion on March 21, 2023.

#### **7. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION**

The Board of Directors at their meeting held on December 26, 2022 adopted a new set of Articles of Association of the Company in order to incorporate the provisions applicable to a Public Limited Company. The new set of Articles of Association were approved by the Shareholders at their Extra-Ordinary General Meeting held on February 03, 2023.

#### **8. MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL PERIOD TO WHICH THIS FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT**

Post the closure of the FY 2022-23, your Company successfully completed its Initial Public Offer (IPO) of 9,01,920 equity shares of ₹ 10/- each of the Company for cash at a price of ₹ 771/- per share (including a premium of ₹ 761/- per equity share), comprising of fresh issue of 6,71,773 equity shares aggregating to ₹ 5,179.37 Lakh and an Offer for Sale of 2,30,147 equity shares by the Selling Shareholders aggregating to ₹ 1,774.43 Lakh.

The equity shares of the Company were listed on June 05, 2023 and trading on equity shares commenced NSE Emerge on June 05, 2023. Further, the success of the Initial Public offering reflects the trust and faith reposed in the Company by the Investors, customers and business partners and your Directors thank them for their confidence in the Company.

#### **9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars required under Section 134(3)(m) of 'the Act' read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption doesn't apply to the Company.

The total Foreign Exchange Outflow and inflow was ₹ 17037.92 lakhs and ₹13577.82 lakhs respectively during the year under review.

There was no Foreign Exchange Inflow during the year under review.

#### **10. DEMATERIALIZATION OF SHARES**

All the Shares of your Company are in Dematerialized as on March 31, 2023. The ISIN of the Equity Shares of your Company is INE00NE01016.



**11. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

Your Company has in place a mechanism to identify, assess, monitor and mitigate various risks associated with the business of the Company. Major risks identified by the businesses and functions, if any, are systematically addressed through mitigating actions on a continuing basis. Your Company has put in place a Board approved "Risk Framework and Policy" which inter-alia integrates various elements of risk management into a unified enterprise-wide Policy.

**12. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

In view of the losses during the FY 2019-20 and therefore the 2% of the average net profit/loss of the last 3 immediately preceding financial years in terms of Section 135(5) of 'the Act' was calculated to be Nil and hence, the CSR obligation for the Company for the FY 2022-23 was Nil. Accordingly, the Company was not required to spend any amount during the year under review.

The Statutory disclosure with respect to CSR activities forms part of this Annual Report and is annexed herewith as ANNEXURE – I.

**13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Details of loans, investments, guarantee covered under the provisions of Section 186 of 'the Act' are furnished in the notes to the Financial Statements, forming part of the Financial Statements. The Company had not provided any security during the year under review. The investments made by the Company are in compliance with the provisions of Section 186 of 'the Act'.

**14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Further, there were no transactions with any related party which could be considered material, in the opinion of the Board. Hence, the requirement of annexing Form AOC 2 pursuant to Section 134(3)(h) read with Section 188 of the Companies Act, 2013 is not applicable to the Company.

Further, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, there were no transactions of the Company with any person or entity belonging to the promoter/ promoter group which hold(s) 10% or more shareholding in the Company.

**15. AUDITORS AND AUDIT REPORT**

**Statutory Auditors**

M/s NBT & Co., Chartered Accountants (ICAI Firm Registration Number 140489W) were appointed as the Statutory Auditors of the Company by the members of the Company at their Extra-Ordinary General Meeting held on February 08, 2023 to hold office till the conclusion of the 8th AGM of the Company to be held in the year 2023.

The Auditor's Report read together with Annexure referred to in the Auditors' Report do not contain any qualification, reservation, adverse remark or disclaimers.

The Board of Directors has recommended the re-appointment M/s NBT & Co., Chartered Accountants (ICAI Firm Registration Number 140489W) as the new Statutory Auditors for a term of five (5) consecutive years from the conclusion of the 8th AGM until the conclusion of the 13th AGM of the Company. Accordingly, a resolution proposing appointment of M/s NBT & Co. as Statutory Auditors of

the Company for a term of five (5) consecutive years which forms part of the AGM notice is placed before the members for their approval.

As required under the provisions of Section 139(1) and 141 of 'the Act', read with the Companies (Accounts and Auditors) Rules, 2014, the Company has received a written consent and certificate from M/s NBT & Co., Chartered Accountants to the effect that they are eligible to be appointed as Statutory Auditor of the Company and that their appointment, if made, would be within the limits specified under Section 141(3)(g) of 'the Act'.

No frauds have been reported by the Statutory Auditors under sub section (12) of Section 143 of 'the Act'.

### **Secretarial Auditors**

Pursuant to Section 204 of the Companies Act, 2013, every listed company is required to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form. The Board of Directors had appointed M/s. M Siroya and Company, Company Secretaries, as the Secretarial Auditors to conduct the Secretarial Audit for the Financial Year 2022-23. The Secretarial Audit Report is annexed to this Board report as **ANNEXURE-II**.

The Secretarial Auditor's Report do not contain any qualification, reservation, adverse remark or disclaimers.

## **16. POLICY RELATING TO DIRECTORS' APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The Nomination and Remuneration Committee ('NRC') engages with the Board to evaluate the appropriate characteristics, skills and experience for the Board as a whole as well as for its individual members with the objective of having a Board with diverse backgrounds and experience in business, finance and governance. The NRC, on the basis of such evaluation, determines the role and capabilities required for appointment of Director. Thereafter, the NRC recommends to the Board the selection of new Directors.

Based on the recommendations of the NRC, the Board has formulated a Policy on Director's appointment and remuneration which includes the criteria for determining qualifications, positive attributes, independence of a director and process of appointment and removal as well as components of remuneration of Director(s), Key Managerial Personnel ('KMP') and Senior Management of the Company and other matters as provided under Section 178(3) of 'the Act'.

The same is available on the Company's website at

<https://www.proventusagro.com/investors-1>.

## **17. PERFORMANCE EVALUATION AND ITS CRITERIA**

In terms of the provisions of Section 178(2) of 'the Act', the Board has adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual directors, including the Chairman of the Board. The Independent Directors were appointed on the Board w.e.f March 21, 2023. Therefore, the formal evaluation of performance of the Board, its Committees and individual directors, including the Chairman of the Board shall be carried out during the Financial Year 2023-24. For the said purpose, a structured questionnaire will be prepared and circulated to the Directors for each of the evaluations.

Performance of the Board will be evaluated by each Director on the parameters such as Structure and Composition of Board, Meetings of the Board, Functions of the Board, Board & Management etc.

Board Committees will be evaluated on the parameters such as Mandate and Composition of Committee, Effectiveness of the Committee, Structure of the Committee and meetings, Independence of the Committee from the Board, Contribution to decisions of the Board etc.

Performance of the Chairman will be evaluated by all other Directors (except the Director himself) on the parameters such as Knowledge and Competency, Fulfilment of Functions, Ability to function as a team, Initiative, Availability and attendance, Commitment, Contribution, Integrity, Impartiality, Commitment, Ability to keep shareholders' interests in mind etc.

Performance of the Independent Directors will be evaluated by the entire Board of Directors, excluding the Director being evaluated.

Directors will also be evaluated individually by all other Directors (except the Director himself) on the parameters such as Knowledge and Competency, Fulfilment of Functions, Ability to function as a team, Initiative, Availability and attendance, Commitment, Contribution, Integrity etc.

Meeting of the Independent Directors without the attendance of Non-Independent Directors, Chief Financial Officer or the members of the management of the Company will be held in the Financial Year 2023-24. The Independent Directors, inter-alia, will evaluate the performance of Non-Independent Directors, the Chairman of the Company and the Board for FY 2023-24. They shall also assess the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Outcome of the evaluation shall be submitted to the Chairman of the Company.

## **18. ANNUAL RETURN**

Pursuant to Sub-section 3(a) of section 134 and Sub-section (3) of section 92 of 'the Act', read with Rule 12 of the Companies (Management and Administration) Rules, 2014, as amended vide MCA notification dated August 28, 2020, a copy of the Annual Return in Form MGT-7 is available on the website at <https://www.proventusagro.com/investors-1>.

## **19. BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

The Board met 16 (Sixteen) times during the financial year under review. The intervening gap between two consecutive meetings was not more than 120 days.

## **20. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- i. In the preparation of the annual accounts for the financial year ending March 31, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- iii. The directors had 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;
- iv. The directors had prepared the annual accounts on a going concern basis; and

- v. The directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **21. SECRETARIAL STANDARDS**

The Company has devised proper systems to ensure compliance with the provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) and is in due compliance with the same.

## **22. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

As on March 31, 2023 the Company has three Wholly Owned Subsidiary Companies, viz, Proventus Retail Private Limited ("PRPL"), Proventus Commodities DMCC Dubai, U.A.E. ("DMCC"), Prov Foods Private Limited ("PFPL") and one subsidiary viz. Prov Nova Bio Technologies Private Limited ("Prov Nova").

Consequent to the conversion of the Company into a Public company upon Shareholders approval at their Extra Ordinary General Meeting held on February 03, 2023, the Indian Subsidiaries mentioned above are deemed to be Public Companies pursuant to the proviso of Section 2(71) of 'the Act'.

The Company does not have any Joint Venture or Associate Company.

PRPL is engaged in the business of retail sales of dry fruits & spices. This is B2C model where Proventus Retail sells under the Brand name "ProV" and works as forward integration to import of Parent Company.

DMCC is WOS of Proventus Agrocom Private Limited based in DMCC Dubai. This will work as hub for International Agri Commodities procurement like Pulses, Dry fruits, Spices & Oil Seeds.

PFPL is carrying on the business as manufacturers, producers, processors, makers, importers, exporters, traders, buyers, sellers, wholesalers, of complete Food and Agricultural products.

Prov Nova is carrying on the business to Manufacture, process, produce of Biomass Briquettes.

The Consolidated Financial Statements of the Company, its subsidiaries namely PRPL, DMCC, PFPL and Prov Nova are prepared in accordance with the Companies Act, 2013 and applicable Indian Accounting Standards along with all relevant documents and the Auditors' Report form part of this Annual Report. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies.

A report on the performance and financial position of the subsidiary, Associate/ Joint venture of the Company are provided in the form AOC – 1 as ANNEXURE-III as per the Companies Act, 2013.

## **23. DEPOSITS**

No deposits have been accepted by the Company from the public. The Company had no outstanding, unpaid or unclaimed public deposits at the beginning and end of FY 2022-23.

## **24. DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR**

### **Directors**

The Board of Directors of the Company comprises of Mr. Durga Prasad Jhawar, Mr. Shalin Sanjiv Khanna, Mr. Deepak Kumar Agrawal, Mr. Ranganathan Subramanian, Ms. Sweta Jain and Ms. Swati Jhawar as the Directors of the Company.

The members of the Company at their Extra-Ordinary General Meeting held on March 22, 2023 appointed the following:

- i. Mr. Subramanian Ranganthan was appointed as a Non-Executive Independent Director of the Company to hold office for a period of 5 years from March 21, 2023 till March 20, 2028;
- ii. Ms. Sweta Jain was appointed as a Non-Executive Independent Director of the Company to hold office for a period of 5 years from March 21, 2023 till March 20, 2028;
- iii. Ms. Swati Jhawar was appointed as a Non-Executive Director of the Company to hold office with effect from March 21, 2023 liable to retire by rotation;
- iv. Mr. Durga Prasad Jhawar was appointed as the Managing Director and Chief Executive Officer to hold office for a period of 5 years from March 21, 2023 till March 20, 2028;
- v. Mr. Shalin Khanna was appointed as the Whole Time Director to hold office for a period of 5 years from March 21, 2023 till March 20, 2028;
- vi. Mr. Deepak Kumar Agrawal was appointed as the Whole Time Director to hold office for a period of 5 years from March 21, 2023 till March 20, 2028.

#### **Directors Retirement by Rotation**

Pursuant to the provisions of Section 152 (6) of 'the Act', Mr. Shalin Sanjiv Khanna (DIN: 06734684), Whole Time Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers himself for re-appointment. The Board of Directors recommend his re-appointment and propose the same for the approval of the members at the ensuing Annual General Meeting of the Company.

#### **Key Managerial Personnel**

Pursuant to the provisions of Section 203 of 'the Act', the Key Managerial Personnel of the Company as on March 31, 2023 are as under:

- i. Ms. Pinal Darji was appointed as the Company Secretary with effect from February 28, 2023;
- ii. Mr. Ankush Bhagchand Jain was appointed as the Chief Financial Officer with effect from March 21, 2023.
- iii. Mr. Durgaprasad Jhawar as the Managing Director and Chief Executive Officer, Mr. Shalin Khanna as the Whole Time Director and Mr. Deepak Kumar Agrawal as the Whole Time Director.

On the basis of the written representations received from the Directors, none of the above Directors is disqualified under Section 164 of the Act.

## **25. DECLARATION FROM INDEPENDENT DIRECTORS**

In terms of Section 149 of 'the Act' and 'the SEBI LODR Regulations', Mr. Subramanian Ranganthan and Ms. Sweta Jain are the Independent Directors of the Company as on the date of this report. All Independent Directors of the Company have given requisite declarations under Section 149(7) of 'the Act', that they meet the criteria of independence as laid down under Section 149(6) of 'the Act' along with the Rules framed thereunder and that they have also complied with the Code of Conduct and Ethics of the Company as applicable to the Board of Directors and Senior Management.

In the opinion of the Board, the Independent Directors possess core skills/expertise/competencies (including the proficiency), identified by the Board, required in the context of Company's business(es) and sector(s) for the Company to function effectively and are persons of high integrity and repute. They fulfill the conditions specified in 'the Act' as well as the Rules made thereunder and are independent of the management.

The terms and conditions of appointment of Independent Directors are as per Schedule IV of 'the Act'.

During the year under review, the Independent Directors of the Company had no pecuniary relationship or transaction with the Company, other than receiving the sitting fees, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committees of the Company.

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

During the year under review there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## 27. INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to Financial Statements and such controls were operating effectively as at March 31, 2023. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations. During the year, such controls were tested and no reportable weaknesses in the design or operations were observed.

## 28. COMPOSITION OF AUDIT COMMITTEE AND VIGIL MECHANISM

The Audit Committee of the Company had been constituted and functions in accordance with provisions of Section 177 of 'the Act' and SEBI Listing Regulations.

Audit Committee met once during the year under review.

The details of composition of the Committee for the FY ended on March 31, 2023 is as under:

Name	Designation in Committee	Category
Mr. Ranganathan Subramanian	Chairman	Non-Executive Independent Director
Ms. Sweta Jain	Member	Non-Executive Independent Director
Mr. Durga Prasad Jhawar	Member	Managing Director & CEO

The Company has established a vigil mechanism by adopting Whistle Blower Policy pursuant to which whistle blowers can raise concerns in a prescribed manner. Further, the mechanism adopted by the Company encourages a whistle blower to report genuine concerns or grievances and provides for adequate safeguards against victimisation of the whistle blower who avails of such mechanism as well as direct access to the Chairman of the Audit Committee. The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time. None of the whistle blowers have been denied access to the Audit Committee of the Board. The Vigil Mechanism/Whistle Blower Policy is available on the website of the Company at <https://www.proventusagro.com/investors-1>.

## 29. NOMINATION AND REMUNERATION COMMITTEE

The details of composition of the Committee for the FY ended on March 31, 2023 is as under:

Name	Designation in Committee	Category
Mr. Ranganathan Subramanian	Chairman	Non-Executive Independent Director
Ms. Sweta Jain	Member	Non-Executive Independent Director
Mr. Swati Jhawar	Member	Non-Executive Director

The Nomination and Remuneration Committee met once during the year under review.

### 30. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The details of composition of the Committee for the FY ended on March 31, 2023 is as under:

Name	Designation in Committee	Category
Mr. Ranganathan Subramanian	Chairman	Non-Executive Independent Director
Ms. Deepak Agrawal	Member	Whole Time Director
Mr. Shalin Khanna	Member	Whole Time Director

No meeting of the Stakeholders' Relationship Committee was held during the year under review.

### 31. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The details of composition of the Committee for the FY ended on March 31, 2023 is as under:

Name	Designation in Committee	Category
Mr. Durga Prasad Jhavar	Chairman	Managing Director & CEO
Mr. Ranganathan Subramanian	Member	Non-Executive Independent Director
Ms. Deepak Agrawal	Member	Whole Time Director
Mr. Shalin Khanna	Member	Whole Time Director

No meeting of the Stakeholders' Relationship Committee was held during the year under review.

### 32. SHARE CAPITAL

#### a. CALL ON 3,00,000 PARTLY PAID UP EQUITY SHARES

The Company had on June 20, 2017 allotted 3,00,000 equity shares of Rs. 10 each at a premium of Rs. 230/- per share. A sum of Rs. 1 (towards share capital) and Rs. 11 (towards partial share premium) was paid on the application. The Company invoked the first and final call for the remaining Rs. 228 per share (comprising of Rs. 9 towards share capital and Rs. 219 towards balance share premium) vide a Call Demand Notice dated December 26, 2022 and as on March 31, 2023, the said 3,00,000 shares are fully paid up.

#### b. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

#### c. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

#### d. BONUS SHARES

No Bonus Shares were issued during the year under review.

#### e. EMPLOYEES STOCK OPTION PLAN

In order to align employee rewards with the Company's long-term growth and shareholder value creation and also to attract, retain and motivate the best available talent, the Board of Directors at their meeting held on November 01, 2022 and the members of the Company at their Extra-Ordinary General Meeting held on December 09, 2022 had approved the Employee Stock Option Scheme (Proventus Agrocom Private Limited Stock Incentive Plan, 2022).

Further, since the Company has now listed its securities on 'the NSE Emerge', the Employee Stock Option Scheme (Proventus Agrocom Limited Stock Incentive Plan, 2023) is recommended by the Board to the Shareholders of the Company for ratification at their ensuing Annual General Meeting.

Details required to be provided under Regulation 14 of the SEBI SBEB are available on the company website at <https://www.proventusagro.com/investors-1>.

The certificates is available for inspection by members in electronic mode.

#### **f. ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS**

The Company has not issued any Shares with Differential rights.

### **33. SEXUAL HARRASSMENT**

The Company has adopted a policy on sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH Act'). All the employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year under review, there was no complaints filed or registered pursuant to this Act.

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the 'POSH Act' to redress complaints received regarding sexual harassment.

### **34. MAINTENANCE OF COST RECORDS**

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

### **35. PARTICULARS OF EMPLOYEES**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of 'the Act' read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as Annexure - IV forming integral part of this report.

The statement containing particulars of top 10 employees in terms of remuneration drawn and particulars of such employees as required under Section 197 (12) of 'the Act' read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as a separate Annexure forming part of this report. In terms of proviso to Section 136(1) of the Act, the Report and Accounts are being sent to the Shareholders, excluding the aforesaid Annexure. The said Statement is open for inspection by the members through electronic mode. Any member interested in obtaining a copy of the same may write to the Company Secretary.

None of the employees draw remuneration in excess of the limits set out in the Rule 5(2)(i), Rule 5(2)(ii) and Rule 5(2)(iii) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the year under.

### **36. PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016)**

No Application was made under the Insolvency and Bankruptcy Code, 2016 during the year under review. Hence there are no proceedings pending under the said Code.

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

During the year under review, the Company has not made any one-time settlement for loans taken from



the Banks or Financial Institutions, and hence 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 is not applicable.

### **38. CODE FOR PREVENTION OF INSIDER TRADING**

Your Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives and a Code of Fair Disclosure to formulate a framework and policy for disclosure of events and occurrences as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code of Fair Disclosure has been made available on the Company's website at <https://www.proventusagro.com/investors-1>.

### **39. ACKNOWLEDGEMENTS**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

#### **FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**Durga Prasad Jhavar**  
Managing Director & CEO  
DIN: 02005091

**Shalin Sanjiv Khanna**  
Whole Time Director  
DIN: 06734684

**Date: September 01, 2023**

**Place: Mumbai**

# Seeds

Crunchy Superfoods to lay over your Salads or Munch on while Lounging around - try these tiny, crunchy indulgences that are actually good for you



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## **ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY POLICY [PURSUANT TO SECTION 135 OF THE COMPANIES ACT, 2013 AND COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014]**

### **1. Brief Outline on CSR Policy of the Company:**

Company's Social Responsibility has been an integral part of our commitment to good corporate citizenship and of the way we have been doing our business since inception. The Company's policies & initiatives have played a pivotal role in improving the lives of the communities in & around our operations with an objective to energize and enable them to realize their potential. Towards achieving long-term stakeholder value creation, we shall always continue to respect the interests of and be responsive towards our key stakeholders.

**The main objectives of our CSR policy is:**

- To lay down guidelines to make CSR a key business process for sustainable development of the society.
- To directly/indirectly undertake projects & programs, this will enhance the quality of life and economic well-being of the communities in and around our plant and society at large.
- To generate goodwill and recognition among all stake holders of the company.

The scope of the CSR activities of the Company will cover all the areas as specified under Schedule VII of the Companies Act, 2013 (as amended from time to time) including, but not limited to the following:

- Promote Education
- Upliftment of economically backward women through education and vocational training for livelihood enhancing skills
- Social and life skills development for the marginalized & underprivileged children to help them live a beautiful life
- Adopt a village
- Artesian and handicraft support and growth
- Participation in social causes like breast cancer awareness initiatives & programs.
- Rehabilitation of victims of natural disasters

**2. Composition of CSR Committee:**

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Durga Prasad Jhawar	Chairman (Managing Director and CEO)	1	1
2.	Mr. Ranganathan Subramanian*	Member (Non- Executive Director)	1	0
3.	Mr. Shalin Khanna	Member (Whole Time Director)	1	1
4.	Mr. Deepak Agarwal	Member (Whole Time Director)	1	1

\*Appointed as a Member of the Committee w.e.f March 21, 2023

**3. The web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company are provided below:**

<https://www.proventusagro.com/investors-1>

**4. Executive Summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:**

Not Applicable for the financial year under review

5. (a) Average net profit of the Company as per Section 135(5) of the Companies Act, 2013: ₹(8,48,65,967)  
 (b) Two percent of average net profit of the Company as per Section 135(5) of the Companies Act, 2013: Nil  
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil  
 (d) Amount required to be set-off for the financial year, if any: Nil  
 (e) Total CSR obligation for the financial year (5b+5c-5d): Nil
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Nil  
 (b) Amount spent in Administrative Overheads: Nil  
 (c) Amount spent on Impact Assessment, if applicable: Nil  
 (d) Total amount spent for the Financial Year (6a+6b+6c): Nil  
 (e) CSR amount spent or unspent for the Financial Year:

Total Amount spent for the financial year	Amount Unspent (₹ in lacs)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
Nil	Not Applicable		Not Applicable		

(f) Excess amount for set-off, if any:

Sr. No.	Sl.no Particular	Amount (₹ in lacs)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	Nil
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Nil

**7. Details of Unspent CSR amount for the preceding three financial years:**

Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135	Balance Amount in Unspent CSR Account under subsection (6) of section 135	Amount Spent in the Financial Year	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years	Deficiency, if any
1.	FY 2021-22						
2.	FY 2020-21				NIL		
3.	FY 2019-20						

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

No

If Yes, enter the number of Capital assets created/acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration	Name	Registered address
Not Applicable							

**9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5) of the Companies Act, 2013:**

Not Applicable

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Durga Prasad Jhawar

Managing Director & CEO and Chairman of CSR Committee

DIN: 02005091

Date: September 01, 2023

Place: Mumbai

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**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**  
**[Pursuant to section 204(1) of the Companies Act, 2013**  
**and rule No.9 of the Companies (Appointment and**  
**Remuneration Personnel) Rules, 2014]**

To,  
The Members,  
Proventus Agrocom Limited,  
(Formerly known as Proventus Agrocom Private Limited)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Proventus Agrocom Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iii) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment in India – (to the extent applicable); and
- (iv) As confirmed by the Management, there are no other laws specifically applicable to the Company.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India; and
- (ii) Listing Agreements/ Regulations: The Company is unlisted as on March 31, 2023 and therefore compliance with listing agreement/ regulations is not applicable.

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

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

- (i) Mr. Subramanian Ranganathan (DIN 00125493) and Ms. Sweta Jain (DIN 07241949) were appointed as Independent Directors of the Company w.e.f. March 21, 2023;
- (ii) Mrs. Swati Jhavar (DIN 06446297) was appointed as a Non-Executive Director of the Company w.e.f. March 21, 2023;
- (iii) Mr. Durga Prasad Jhavar (DIN: 02005091) was appointed as the Managing Director & Chief Executive Officer of the Company w.e.f. March 21, 2023;
- (iv) Mr. Shalin Sanjiv Khanna (DIN 06734684) was appointed as the Whole Time Director of the Company of the Company w.e.f. March 21, 2023; and
- (v) Mr. Deepak Kumar Agrawal (DIN 07362004) was appointed as the Whole Time Director of the Company of the Company w.e.f. March 21, 2023.

Adequate notice was given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or at a shorter notice after due compliance of the applicable provisions, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation & deliberations at these meeting.

During the year under review, decisions were carried through unanimously and no dissenting views were observed, while reviewing the minutes.

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

We further report that during the audit period the Company has undertaken below mentioned significant & material corporate events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

1. At the Extra-Ordinary General meeting held on November 9, 2022, the members approved the following:
  - a. Employee Stock Option Scheme (Proventus AgroCom Private Limited Stock Incentive Plan, 2022) ("PAPL SIP 2022"/"Plan"),
  - b. issue of options under PAPL SIP 2022 to employees of subsidiary companies of the Company.
2. The Board of Directors of the Company at its meeting held on December 26, 2022, approved to make First and Final Call for amounts unpaid on 3,00,000 Equity shares of the Company.
3. At the Extra-Ordinary General meeting held on February 3, 2023, the members approved conversion of Company from Private Limited to Public Limited and consequential amendment in the Memorandum of Association of the Company and Adoption of a new Set of Articles of Association of the Company including change in the name of the Company from 'PROVENTUS AGROCOM PRIVATE LIMITED' to 'PROVENTUS AGROCOM LIMITED' by deleting the word 'Private' from its name.
4. At Extra-Ordinary General meeting held on February 8, 2023, the members approved the appointment of M/s. NBT and Co., Chartered Accountants as the Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s. Mukesh Chechani and Co.

5. At Extra-Ordinary General meeting held on March 22, 2023, the members approved the following:
- a. the limits under Section 180(1)(a) of the Companies Act, 2013 to create security, sell, lease or otherwise dispose off the whole or substantially whole of the undertaking of the Company not exceeding Rs. 105 crores,
  - b. borrowing of funds in excess of the limits prescribed under Section 180(1)(c) of the Companies Act, 2013 not exceeding Rs. 105 crores,
  - c. Re-classification of Ms. Ritu Tarun Agrawal and Mr. Sanjiv Jagdish Khanna from Public Shareholders to Promoter Group,
  - d. Raising of Capital through an initial public offering ("IPO") for an amount not exceeding Rs. 55 crores,
  - e. Offer for sale with Initial Public Offering.

**For M Siroya and Company**  
**Company Secretaries**

Mukesh Siroya  
Proprietor  
FCS No.: 5682  
CP No.: 4157  
UDIN: F005682E000906923

Date: September 01, 2023  
Place: Mumbai

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



## **‘Annexure A’ to the Secretarial Audit Report**

To,  
The Members,  
Proventus Agrocom Limited,  
(Formerly known as Proventus Agrocom Private Limited)

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

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

**For M Siroya and Company**  
**Company Secretaries**

Mukesh Siroya  
Proprietor  
FCS No.: 5682  
CP No.: 4157  
UDIN: F005682E000906923

Date: September 01, 2023  
Place: Mumbai

**FORM AOC-1**  
**[PURSUANT TO FIRST PROVISIO TO SUB-SECTION (3)**  
**OF SECTION 129 READ WITH RULE 5 OF COMPANIES**  
**(ACCOUNTS) RULES, 2014]**

**STATEMENT CONTAINING SALIENT FEATURES OF**  
**THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE**  
**COMPANIES/JOINT VENTURES**

Part "A": Subsidiaries

Sr. No.	Particulars	Details (Amount in Rs. Lakhs)			
		Proventus Retail Pvt Limited	Proventus Commodities DMCC	Prov Foods Pvt Ltd	Prov Nova Bio Technoslogies Pvt Ltd
1.	Name of the subsidiary	Proventus Retail Pvt Limited	Proventus Commodities DMCC	Prov Foods Pvt Ltd	Prov Nova Bio Technoslogies Pvt Ltd
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-	-	-	-
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	1 AED=Rs. 22.376	NA	NA
4.	Share capital	1	424	25.80	1
5.	Reserves & surplus	(12.23)	(188)	540.42	17.43
6.	Total Assets	292.65	236	4,070.89	32.81
7.	Total Liabilities	292.65	236	4,070.89	32.81
8.	Investments	0	0	0	0
9.	Turnover	6,949.13	777	24,015.27	187.32
10.	Profit/(Loss) before taxation	(83.76)	6	215.87	21.49
11.	Tax expense	(20.99)	-	38.67	3.74
12.	Profit/(Loss) after taxation	(62.76)	6	177.19	17.74
13.	Proposed Dividend	-	-	-	-
14.	% of shareholding	100	100	100	51

**Part "B": Associates and Joint Ventures**

<b>Sr. No.</b>	<b>Name of Associates/Joint Ventures</b>	<b>NA</b>
1.	Latest audited Balance Sheet Date	
2.	Date on which the Associate or Joint Venture was associated or acquired	
3.	Shares of Associate/Joint Ventures held by the company on the year end No. Amount of Investment in Associates/Joint Venture Extend of Holding%	
4.	Description of how there is significant influence	
5.	Reason why the associate/joint venture is not consolidated	
6.	Net worth attributable to shareholding as per latest audited Balance Sheet	
7.	Profit/Loss for the year i. Considered in Consolidation ii. Not Considered in Consolidation	

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Durga Prasad Jhawar  
Managing Director & CEO  
DIN: 02005091

Shalin Sanjiv Khanna  
Whole Time Director  
DIN: 06734684

Date: September 01, 2023

Place: Mumbai

**THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND OTHER DETAILS IN TERMS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

1. The ratio of the remuneration of each director to the median remuneration of the employees for the financial year

Name	Designation	Ratio
Durga Prasad Jhawar	Managing Director and CEO	11.01
Shalin Khanna	Whole-Time Director	9.33
Deepak Agrawal	Whole-Time Director	9.65

The remuneration paid to Company Secretary and Chief Financial Officer are not considered for this purpose.

2. The percentage increase in remuneration of each director, CFO, CEO, CS or Manager, if any, in the financial year.

Name	Designation	Percentage Increase
Durga Prasad Jhawar	Managing Director and CEO	13.28
Shalin Khanna	Whole-Time Director	46.85
Deepak Agrawal	Whole-Time Director	42.08
Ankush Jain	CFO	14.63
Pinal Darji	CS	Not Applicable as CS was appointed during the FY2022-23

No other director received any remuneration during the year.

3. The Percentage increase in the median remuneration of employees in the financial year.

During the year under review, there was an increase in the median remuneration of the employees by 14.47%. The calculation of percentage increase in median remuneration is done based on comparable employees. Employees who were not eligible for any increment have been excluded for the purpose of this calculation.

4. The Number of permanent Employees on the rolls of the Company

The number of on-rolls employees is 16. All are permanent employees as on March 31, 2023.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and exceptional circumstances for increase in the managerial remuneration, if any

There was 25.31% increase in the salaries paid to the employees other than the Key Managerial Personnel for the Financial Year 2022-23 as compared to the previous year 2021-22. The remuneration of the managerial personnel was increased by 29.21% and is based on the remuneration policy as recommended by the Nomination and Remuneration Committee approved by the Board of Directors and shareholders of the Company.

While recommending the increase in remuneration of its employees, the Company considered overall organization performance, industry benchmarking, cost of living adjustment / inflation apart from individual performance based on Balanced Scorecard approach.

The total compensation is a prudent mix of fixed and variable pay in the form of performance pay. The proportion of variable pay to total compensation is higher at senior level and lower at middle level.

The performance of the Company has bearing on the quantum of variable pay declared for employees across senior and middle levels.

6. Affirmation that the remuneration is as per the remuneration policy of the Company

Yes

#### **FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Durga Prasad Jhavar  
Managing Director & CEO  
DIN: 02005091

Shalin Sanjiv Khanna  
Whole Time Director  
DIN: 06734684

Date: 01.09.2023

Place: Mumbai

## Exotic Nuts & Mixes

Looking for some Exotic Nuts, loaded with Nutritional benefits or perfect mix of dry fruits, nuts & Seeds - this is the section for you. Hazelnuts, Pecan, Nut Mixes all up for Grabs



## Standalone Balance Sheet as at 31st March 2023

I Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
<b>EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
(a) Share Capital	2	275.58	248.58
(b) Reserves and Surplus	3	5,990.07	5,104.05
		<b>6,265.64</b>	<b>5,352.63</b>
<b>2. Non - Current Liabilities</b>			
(a) Long Term Borrowing	4	279.00	1,031.50
(b) Other Non Current Liabilities	5	44.88	34.86
		<b>323.88</b>	<b>1,066.36</b>
<b>3. Current Liabilities</b>			
(a) Short Term Borrowing	6	940.37	1,398.31
(b) Trade Payables	7	-	-
(i) Total Outstanding dues of Micro Enterprises and Small Enterprises		-	-
(ii) Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises		835.49	1,164.01
(c) Other Current Liabilities	8	41.72	49.21
(d) Short Term Provision	9	11.86	7.95
		<b>1,829.43</b>	<b>2,619.49</b>
<b>TOTAL</b>		<b>8,418.96</b>	<b>9,038.47</b>
<b>ASSETS</b>			
<b>1. Non - Current Assets</b>			
(a) Property, Plant & Equipment and Intangible Assets			
(i) Property, Plant and Equipment	10	75.77	105.87
(ii) Intangible Assets		0.37	0.51
(b) Non-current investments	11	726.13	725.62
(c) Deferred Tax Assets (net)	12	615.68	685.03
(d) Other Non-Current Assets	13	24.23	24.23
		<b>1,442.19</b>	<b>1,541.27</b>
<b>2. Current Assets</b>			
(a) Inventories	14	1,855.71	2,964.39
(b) Trade Receivables	15	3,003.05	1,608.98
(c) Cash and Cash Equivalents	16	525.79	1,141.03
(d) Short Term Loans and Advances	17	1,549.34	1,675.61
(e) Other Current Assets	18	42.88	107.20
		<b>6,976.77</b>	<b>7,497.20</b>
<b>TOTAL</b>		<b>8,418.96</b>	<b>9,038.47</b>

As per our report of even date attached  
**For N B T and Co**  
Chartered Accountants  
Firm Registration No : 140489W

For and on behalf of the Board of Directors  
**of Proventus Agrocom Limited**

**Ashutosh Biyani**  
Partner  
M. No. 165017  
Place : Mumbai  
Date : 22nd August 2023

**Durga Prasad Jhawar**  
MD and CEO  
(DIN:02005091)

**Pinal Rakesh Darji**  
Company Secretary

**Shalin Khanna**  
Whole Time Director  
(DIN:06734684)

**Ankush Bhagchand Jain**  
Chief Financial Officer

## Standalone Statement of Profit and Loss for the year ended 31st March 2023

I Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
<b>A CONTINUING OPERATIONS</b>			
I Revenue from Operations	19	33,730.10	36,990.60
II Other Income	20	319.27	71.83
<b>III Total Income (I + II)</b>		<b>34,049.37</b>	<b>37,062.43</b>
IV Expenses			
Purchase of Stock in Trade	21	31,344.29	36,251.78
Changes in Inventories of Stock in Trade	22	1,108.68	(742.93)
Employee Benefits Expenses	23	426.57	347.96
Finance Cost	24	129.92	127.27
Depreciation and Amortization Expense	10	27.49	31.18
Other Expenses	25	714.00	919.50
<b>Total Expenses</b>		<b>33,750.95</b>	<b>36,934.76</b>
V Profit / (Loss) before Exceptional and Extraordinary Items and Tax (III-IV)		<b>298.42</b>	<b>127.67</b>
VI Exceptional Items / Extraordinary Items		-	-
VII Profit / (Loss) Before Tax (V-VI)		298.42	127.67
VIII Tax Expense:			
(a) Current Tax		-	-
(b) Deferred Tax (Asset) / Liability	12	69.35	27.44
(c) Short Provision for Tax for Earlier Years		0.06	0.06
		<b>69.40</b>	<b>27.50</b>
IX Profit / (Loss) from Continuing operations (VII-VIII)		<b>229.02</b>	<b>100.17</b>
<b>B DISCONTINUING OPERATIONS</b>			
X Profit/(Loss) for the year from Discontinuing Operations		-	-
<b>C TOTAL OPERATIONS</b>			
XI Profit / (Loss) for the Year (IX + X)		<b>229.02</b>	<b>100.17</b>
XII <b>Earnings Per Equity Share of Rs.10/- each :</b>			
Weighted average no. of shares (Basic & Diluted)	49	2,536,069	2,485,768
(1) Basic Earning Per Share (Rs.)		9.03	4.03
(2) Diluted Earning Per Share (Rs.)		9.03	4.03

As per our report of even date attached  
**For N B T and Co**  
Chartered Accountants  
Firm Registration No : 140489W

For and on behalf of the Board of Directors  
**of Proventus Agrocom Limited**

**Ashutosh Biyani**  
Partner  
M. No. 165017  
Place : Mumbai  
Date : 22nd August 2023

**Durga Prasad Jhawar**  
MD and CEO  
(DIN:02005091)

**Pinal Rakesh Darji**  
Company Secretary

**Shalin Khanna**  
Whole Time Director  
(DIN:06734684)  
**Ankush Bhagchand Jain**  
Chief Financial Officer



## **Notes to the standalone financial statements for the year ended 31 March 2023**

### **Significant accounting policies**

#### **1.1 Basis of preparation of financial statements**

The financial statements have been prepared in accordance with generally accepted accounting principles in India ('Indian GAAP') under the historical cost convention on an accrual basis except for certain financial instruments which are measured at fair values in compliance with all material aspects of the Accounting Standard (AS) Notified under Section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules 2014, the provisions of the Companies Act, 2013 (to the extent notified). The financial statements are prepared & presented in Indian rupees.

#### **1.2 Use of estimates**

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on date of the financial statements. Actual results could differ from the estimates. Any revision to the accounting estimates is recognised prospectively in current and future periods.

#### **1.3 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:

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

Current Assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

##### **Liabilities**

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

- a. It is expected to be settled in the company's normal operating cycle.
- b. It is held primarily for the purpose of being traded;
- c. It is due to be settled within 12 months after the reporting date; or

- d. The company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

#### 1.4 Revenue recognition

- Sale of commodity is recognized when all the significant risks and rewards have been passed to the buyer.
- Income from treasury operations comprises of profit/loss on sale of securities and profit/loss on equity derivatives, commodity derivatives and currency derivative instruments.
  - i) Profit/loss on sale of securities is determined based on the cost of the securities sold.
  - ii) Realised profit/ loss on closed positions of derivative instruments is recognised on final settlement on squaring-up of the contracts. Outstanding derivative contracts in the nature of forwards / futures / options are measured at fair value as at the balance sheet date. Fair value is determined using quoted market prices in an actively traded market, for the instrument, wherever available, as the best evidence of fair value. In the absence of quoted market prices in an actively traded market, a valuation technique is used to determine the fair value. In most cases the valuation techniques use observable market data as input parameters in order to ensure reliability of the fair value measure.
- Profit/loss earned on sale of investments is recognised on trade date basis. Profit/loss on sale of investments is determined based on the cost of the investments sold.
- Interest income is recognised on accrual basis.
- Dividend income is recognised when the right to receive payment is established.

#### 1.5 Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired based on internal/external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of the depreciable historical cost.

#### 1.6 Foreign currency transactions

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transaction. Exchange differences, if any arising out of transactions settled during the year are recognised in statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. The exchange differences, if any, are recognised in statement of profit and loss of the year and related assets and liabilities are accordingly restated in the balance sheet.

#### 1.7 Inventories

- Raw materials, stores, spares, and trading goods are valued at lower of cost and net realizable value.

- Work-in-Progress and finished goods are valued at the lower of cost and net realizable value. Cost includes direct materials and labour and a part of manufacturing overheads based on normal operating capacity.
- Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.
- Cost comprises of cost of Purchase & other costs incurred in bringing them to their respective present location and condition and is determined on average basis.

## 1.8 Investments

- Investments are classified into long term investments and current investments. Investments which are intended to be held for one year or more are classified as long term investments and investments which are intended to be held for less than one year are classified as current investments.
- Long term investments are carried at cost less diminution in value which is other than temporary, determined separately for each investment.
- Current investments are carried at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment. In case of investments in mutual funds, the net asset value of units declared by the mutual funds is considered as the fair value.

## 1.9 Earnings per share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 - Earnings Per Share prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. Basic earnings per share is computed by dividing the net profit after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding for the year.

Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

## 1.10 Fixed assets and depreciation

### Tangible fixed assets

Fixed assets are stated at cost less accumulated depreciation. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Depreciation is provided on a written down value basis from the date the asset is ready for its intended use or put to use whichever is earlier. In respect of assets sold, depreciation is provided upto the date of disposal.

As per the requirement of Schedule II of the Companies Act, 2013, the Company has evaluated the useful lives of the respective fixed assets which are as per the provisions of Part C of the Schedule for calculating the depreciation. The useful lives of the fixed assets are as follows:

Nature of assets	Useful Life
Motor vehicles	8 years
Office equipment	5 years
Furniture & Fixture	10 years

Leasehold Improvement	5 years
Computers and data processing units - End user devices, such as desktops, laptops, etc. (other than server).	3 years
Plant & Equipment	15 years

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### **Intangible fixed assets**

Intangible fixed assets are recorded in consideration paid for the acquisition of such assets and are carried at cost less accumulated amortization and impairment, if any.

Intangibles such as software is amortised over a period of 3 years or its estimated useful life whichever is shorter.

## **1.11 Taxation**

Tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).

### **Current tax**

Provision for income tax is recognized based on estimated tax liability computed after adjusting for allowances, disallowances and exemptions in accordance with the Income Tax Act, 1961.

### **Deferred taxation**

The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of the assets. Deferred tax assets are reviewed at each balance sheet date and written down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

### **Minimum Alternative Tax (MAT) credit**

MAT credit asset is recognized where there is convincing evidence that the asset can be realized in future. MAT credit assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably certain to be realised.

1. Significant accounting policies (continued)

## **1.12 Provisions and contingencies**

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are

assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognised in the period in which the change occurs.

### **1.13 Operating leases**

Lease payments for assets taken on operating lease are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

### **1.14 Employee Benefits:**

The Company makes monthly contribution to provident fund in respect of employees covered under the Employees Provident Fund and Miscellaneous Provisions Act, 1952 at the rate specified in the act and the same is charged to revenue.

Gratuity paid during the year is debited to liability account at the time of payment and liability on account of gratuity is provided on the date of Balance Sheet on actuarial valuation basis, at the end of the year.

## Standalone Notes to Financial Statements for the year ended 31st March, 2023

### 2. Share Capital

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Authorised:</b>		
5,000,000 (5,000,000) Equity Shares of Rs.10/-each with voting rights	500.00	500.00
<b>TOTAL</b>	<b>500.00</b>	<b>500.00</b>
Issued, Subscribed and Paid up:		
24,55,768 (PY 24,55,768) Equity Shares of Rs. 10/- each with voting rights, fully paid up	245.58	245.58
300,000 (PY 3,00,000) Equity shares of Rs.10/- (PY Rs.1) each with voting rights, fully paid up*	30.00	3.00
<b>TOTAL</b>	<b>275.58</b>	<b>248.58</b>

\*Note: During the year 3,00,000 Equity Shares are converted party paid up (Rs. 1) to fully paid up of Rs.10/-each and balance Rs. 9 called up dated 23.01.2023. And share issued at Rs. 228 and balance Rs. 219 considered in securities premium.

(i) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting year ended :

Particulars	As at 31st March 2023	As at 31st March 2022
Number of shares at the beginning of the year	2,755,768	2,755,768
Add: Issue of Shares during the year	-	-
<b>Number of shares at the end of the year</b>	<b>2,755,768</b>	<b>2,755,768</b>

(ii) Terms/rights attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs 10/- per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

Particulars	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Shalin Sanjiv Khanna	147,189	5.34%	4,998	0.18%
Deepak Kumar Agrawal	208,375	7.56%	-	-
Shree JMD Investment Advisors LLP	2,172,822	78.85%	2,523,388	91.57%
	<b>2,528,386</b>	<b>91.75%</b>	<b>2,528,386</b>	<b>91.75%</b>

(iv) Shareholding of Promoters:

Particulars	Shares held by promoters at the end of the year					
	As at 31st March 2023			As at 31st March 2022		
	No. of Shares	% of Holding	% Change during the year	No. of Shares	% of Holding	% Change during the year
Durga Prasad Jhavar	5,000	0.18%	0.00%	5,000	0.18%	-
Shalin Sanjeev Khanna	147,189	5.34%	5.16%	4,998	0.18%	-
Deepak Kumar Agrawal	208,375	7.56%	7.56%	-	0.00%	-
Ritu Tarun Agrawal	2,000	0.07%	0.00%	2,000	0.07%	-
Sanjeev Jagdish Khanna	8,000	0.29%	0.00%	8,000	0.29%	-
Shree JMD Investment Advisors LLP	2,172,822	78.85%	-12.72%	2,523,388	91.57%	-
	<b>2,543,386</b>	<b>92.29%</b>	<b>0.00%</b>	<b>2,543,386</b>	<b>92.29%</b>	<b>-</b>

v) Employee Stock Ownership Plan Scheme

The company has granted 38700 options as Employees Stock Option on 09.12.2022 as per the provision of PAPL SIP 2022 scheme the grand price per equity share is Rs.250/-and The vesting period of option granted is 4 years and 25% of number of options granted will be vesting every year.

\*Note: During the year 3,00,000 Equity Shares are converted party paid up (Rs .1) to fully paid up of Rs.10/-each and balance Rs. 9 called up dated 23.01.2023.And share issued at Rs. 228 and balance Rs. 219 cosidered in securities premium.

3. Reserves & Surplus

Particulars	As at	As at
	31st March 2023	31st March 2022
<b>a) Securities Premium</b>		
Opening Balance	4,832.43	4,832.43
Add: Received during the year on issue of Equity Shares	657.00	-
<b>Closing Balance</b>	<b>5,489.43</b>	<b>4,832.43</b>
<b>b) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening Balance	271.62	171.45
Add/(Less): Profit/(Loss) for the year	229.02	100.17
<b>Closing Balance</b>	<b>500.64</b>	<b>271.62</b>
<b>TOTAL</b>	<b>5,990.07</b>	<b>5,104.05</b>

#### 4. Long Term Borrowing

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Secured Loan</b>		
(i) Working Capital Term Loan - From Bank (Secured against hypothecation of Stock,book debts & Equitable mortgage of Flat in the name of Director jointly with wife and covered under ECLGS )	279.00	279.00
(ii) Vehicle Term Loan - From Bank (Secured against hypothecation of Car)	-	1.53
<b>Unsecured Loan</b>		
(i) From Director	-	750.97
<b>TOTAL</b>	<b>279.00</b>	<b>1,031.50</b>

i) Repayment profile of Term Loan is set out as below:

Name of Bank / Financial Institution	Nature of Loan	Rate of Interest	Balance No. of Installments w.e.f 01.04.2022	Installments ending on
Canara Bank	Working Capital Term Loan	8.90%	36 (*)	01-12-2026
HDFC Bank	Car Loan	9.00%	17	05-08-2023

(\*) Moratorium period till Dec' 2023. Installment starting from Jan' 2024

#### 5. Other Non Current Liabilities

Particulars	As at 31st March 2023	As at 31st March 2022
Provision For Gratuity	44.88	34.86
	-	-
<b>TOTAL</b>	<b>44.88</b>	<b>34.86</b>

#### 6. Short Term Borrowings

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(A) Secured Loan</b>		
(i) Working Capital Facility from Canara Bank against the Hypothecation of Stock and Book Debts, Equitable mortgage of flat in the name of Director jointly with wife. ( Rate of Interest 9.05% to 10.00% PA.)	936.65	860.27



(ii) From Bank		
(Against pledge of Physical Warehouse receipt/(WR)/Storage Receipt (SR)/ of commodities )		
( Rate of Interest 8.00% PA.)		
<b>(B) Current maturities of Long Term Borrowings</b>	3.72	7.41
<b>TOTAL</b>	<b>940.37</b>	<b>1,398.31</b>

## 7. Trade Payables

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Other than Acceptance:</b>		
Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises*	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		
(i) Creditors for Goods	730.08	1,086.45
(ii) Creditors for Expenses	105.40	77.56
<b>TOTAL</b>	<b>835.49</b>	<b>1,164.01</b>

\*Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006")

Particulars	As at 31st March 2023	As at 31st March 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	-	-
The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Trade Payables ageing schedule as at 31st March 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due for payment	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-	-
Others	813.50	20.74	-	0.71	0.54	835.49
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Other	-	-	-	-	-	-
<b>Total</b>	<b>813.50</b>	<b>20.74</b>	<b>-</b>	<b>0.71</b>	<b>0.54</b>	<b>835.49</b>

Trade Payables ageing schedule as at 31st March 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due for payment	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-	-
Others	1,162.67	-	0.80	0.54	-	1,164.01
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Other	-	-	-	-	-	-
<b>Total</b>	<b>1,162.67</b>	<b>-</b>	<b>0.80</b>	<b>0.54</b>	<b>-</b>	<b>1,164.01</b>

8. Other Current Liabilities

Particulars	As at	As at
	31st March 2023	31st March 2022
Payable to directors, related party	-	0.38
Advance from customers	34.83	34.05
Statutory Remittances	6.89	14.79
<b>TOTAL</b>	<b>41.72</b>	<b>49.21</b>

9. Other Current Liabilities

Particulars	As at	As at
	31st March 2023	31st March 2022
Provision For Gratuity	4.72	3.13
Salary Payable	3.48	2.75
Audit Fees Payable	2.70	1.89
Provision For Expenses	0.97	0.19
<b>TOTAL</b>	<b>11.86</b>	<b>7.95</b>

## 10. Property, Plant and Equipments :

Particulars	Leasehold improvements	Building	Less than Equipment	Furnitures and Fixtures	Computer	Vehicles	Office Equipment	Total
<b>Gross block</b>								
<b>Balance as at 31 March 2021</b>	<b>42.30</b>	<b>4.55</b>	<b>48.09</b>	<b>15.46</b>	<b>18.69</b>	<b>58.26</b>	<b>12.69</b>	<b>200.03</b>
Additions	0.36	16.46	53.98	-	3.62	-	1.28	75.71
Disposals	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2022</b>	<b>42.66</b>	<b>21.01</b>	<b>102.07</b>	<b>15.46</b>	<b>22.31</b>	<b>58.26</b>	<b>13.97</b>	<b>275.74</b>
Additions	-	-	3.31	-	3.49	-	2.22	9.02
Disposals	-	-	(16.20)	-	-	-	-	(16.20)
<b>Balance as at 31 March 2023</b>	<b>42.66</b>	<b>21.01</b>	<b>89.17</b>	<b>15.46</b>	<b>25.80</b>	<b>58.26</b>	<b>16.19</b>	<b>268.56</b>
<b>Accumulated depreciation</b>								
<b>Balance as at 31 March 2021</b>	<b>39.96</b>	<b>2.22</b>	<b>18.44</b>	<b>8.92</b>	<b>17.86</b>	<b>43.34</b>	<b>9.62</b>	<b>140.36</b>
Charge for the year	1.18	5.86	12.43	1.77	1.64	4.66	1.96	29.51
Disposals	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2022</b>	<b>41.14</b>	<b>8.08</b>	<b>30.87</b>	<b>10.69</b>	<b>19.50</b>	<b>48.00</b>	<b>11.59</b>	<b>169.86</b>
Charge for the year	0.13	5.83	13.48	1.23	1.90	3.20	1.58	27.36
Disposals	-	-	(4.43)	-	-	-	-	(4.43)
<b>Balance as at 31 March 2023</b>	<b>41.27</b>	<b>13.91</b>	<b>39.91</b>	<b>11.93</b>	<b>21.40</b>	<b>51.20</b>	<b>13.17</b>	<b>192.79</b>
Net carrying amount as at 31 March 2021	1.52	12.93	71.20	4.77	2.81	10.26	2.38	105.87
<b>Net carrying amount as at 31 March 2023</b>	<b>1.39</b>	<b>7.10</b>	<b>49.26</b>	<b>3.53</b>	<b>4.40</b>	<b>7.06</b>	<b>3.02</b>	<b>75.77</b>

Note : Intelligible assets same as of consolidated balance sheet, please refer Point no. 10- (ii) in consolidated balance sheet.

## 11. Non Current Investments

Particulars	As at 31st March 2023		As at 31st March 2022	
	Nos	Amount	Nos	Amount
Investment in Equity Instruments Equity Instruments, Unquoted, carried at Cost fully paid up				
Proventus Retail Private Limited	10,000	1.00	10,000	1.00
Proventus Commodities Dmcc	2,392	423.54	2,302	423.54
Prov Foods Private Limited	258,000	301.08	258,000	301.08
Prov Nova Bio Technologies Pvt Ltd	5,100	0.51	-	-
Aggregate amount of unquoted investments	275,492	726.13	270,302	725.62
<b>TOTAL</b>	<b>275,492</b>	<b>726.13</b>	<b>270,302</b>	<b>725.62</b>

## 12. Deferred Tax Assets

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Deferred Tax Assets</b>		
Tax Effect of item constituting deferred tax Assets		
- on disallowances under the provisions of Income Tax Act		
- on difference in WDV of Property, Plant & Equipment as per books and income tax	23.37	16.65
- on brought forward losses and unabsorbed depreciation	579.12	653.12
- Unrealised loss on equity/derivative instruments (net)	0.55	6.73

Others-NotAllowable Preliminary Exps & Gratuity exps under the provisions of Income Tax Act	12.65	9.89
Tax Effect of item constituting deferred tax liability		
- Unrealised gain on equity/derivative instruments (net)	-	1.35
<b>TOTAL</b>	<b>615.68</b>	<b>685.03</b>

### 13. Non Current Assets

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Unsecured, Considered good</b>		
Vat Deposit	0.20	0.20
Security Deposits	24.03	24.03
<b>TOTAL</b>	<b>24.23</b>	<b>24.23</b>

### 14. Inventories

Particulars	As at 31st March 2023	As at 31st March 2022
(As taken, valued and certified by the Management) (Valued at Cost or Market value, whichever is lower)		
Stock-in-Trade	1,855.71	2,964.39
<b>TOTAL</b>	<b>1,855.71</b>	<b>2,964.39</b>

### 15. Trade Receivable

Particulars	As at 31st March 2023	As at 31st March 2022
Trade Receivable: (Unsecured)		
- Considered Good		
Due for a period exceeding six months	433.94	350.68
Others	2,569.11	1,258.31
- Considered Doubtful		
<b>TOTAL</b>	<b>3,003.05</b>	<b>1,608.98</b>

#### Trade Receivables ageing schedule as at 31st March 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables						
- considered goods	2,569.11	14.66	202.83	157.92	58.53	3,003.05
Undisputed Trade Receivables						
- considered doubtful	-	-	-	-	-	-

Disputed Trade Receivables - considered goods	-	-	-	-	-	-
Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>2,569.11</b>	<b>14.66</b>	<b>202.83</b>	<b>157.92</b>	<b>58.53</b>	<b>3,003.05</b>

#### Trade Receivables ageing schedule as at 31st March 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered goods	1,258.31	16.77	269.40	48.17	16.35	1,608.98
Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables - considered goods	-	-	-	-	-	-
Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>1,258.31</b>	<b>16.77</b>	<b>269.40</b>	<b>48.17</b>	<b>16.35</b>	<b>1,608.98</b>

#### 16. Cash and Cash Equivalents

Particulars	As at 31st March 2023	As at 31st March 2022
Cash and Cash Equivalents		
Cash on Hand	15.06	5.26
Balance with Scheduled Banks		
- In Current Accounts	470.38	1,120.98
- In Fixed Deposit - maturing after 12 months	40.34	14.78
<b>TOTAL</b>	<b>525.79</b>	<b>1,141.03</b>

#### 17. Short Term Loans and Advances

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Unsecured, Considered good</b>		
Other Loans and Advances		
- Advances recoverable in cash or in kind or for value to be received	4.37	158.38
- Loans and advances to employees	10.03	10.20
- Advance to Suppliers	1,120.16	1,077.60
Balance With Government Authorities		
- Input credit under GST	269.91	383.54
- MEIS License	55.88	5.01
- Advance Income Tax and Tax Deducted at Source (Net out provision for tax)	88.99	40.88
<b>TOTAL</b>	<b>1,549.34</b>	<b>1,675.61</b>

## 18. Other Current Assets

Particulars	As at 31st March 2023	As at 31st March 2022
Prepaid Expenses		
- Prepaid Others	3.71	2.24
- Prepaid Insurance	15.73	6.22
- Prepaid IPO Expenses	23.44	-
Margin placed with broker	-	98.74
<b>TOTAL</b>	<b>42.88</b>	<b>107.20</b>

## 19. Revenue from Operations

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Sale of Goods</b>	33,598.10	36,934.03
Sale of Shares	-	-
Other Operating Revenue		
- Liquidity Enhancement Scheme Incentive	132.00	56.57
<b>TOTAL</b>	<b>33,730.10</b>	<b>36,990.60</b>

## 20. Other Income

Particulars	As at 31st March 2023	As at 31st March 2022
Business support Service (Income)	180.00	-
Discount on MEIS License	84.69	5.98
Dividend Income	0.30	0.23
Foreign exchange gain	14.28	16.73
Insurance Claim	23.91	-
Interest Income	4.54	19.05
Miscellaneous income	6.40	3.29
Profit/loss on sale of securities (net)	-	1.55
Refund of Exchange Trading Exps	-	21.19
Sundry Balance w/off	5.15	3.81
<b>TOTAL</b>	<b>319.27</b>	<b>71.83</b>

## 21. Purchase of Stock in Trade

Particulars	As at 31st March 2023	As at 31st March 2022
Purchase of Stock in Trade	28,726.10	34,292.09
Add: Direct Expenses		
Clearing and custodian charges	2,564.31	1,911.82
Freight Inward	51.15	44.07
Marine Insurance	2.73	3.80
<b>TOTAL</b>	<b>31,344</b>	<b>36,252</b>

## 22. Change in Inventories of Stock in Trade

Particulars	As at 31st March 2023	As at 31st March 2022
Inventories at the beginning of the year		
Stock-In-Trade	2,964.39	2,221.45
	<b>2,964.39</b>	<b>2,221.45</b>
Inventories at the end of the year		
Stock-In-Trade	1,855.71	2,964.39
	1,855.71	2,964.39
<b>TOTAL</b>	<b>1,108.68</b>	<b>(742.93)</b>

## 23. Employee Benefits Expenses

Particulars	As at 31st March 2023	As at 31st March 2022
Salaries and Wages	170.71	157.83
Director's Remuneration	202.54	154.42
Staff Welfare Expenses	5.91	4.94
Bonus	35.00	23.15
Gratuity Provided	11.61	7.05
Employer's Contribution to ESIC	0.11	-
Employer's Contribution to Provident Fund	0.69	0.56
<b>TOTAL</b>	<b>426.57</b>	<b>347.96</b>

## 24. Finance Cost

Particulars	As at 31st March 2023	As at 31st March 2022
Interest Paid	124.28	115.90
Other Finance Charges	5.63	11.38
<b>TOTAL</b>	<b>129.92</b>	<b>127.27</b>

## 25. Other Expenses

Particulars	As at 31st March 2023	As at 31st March 2022
Bank Charges & Commission	6.14	4.70
Car expenses	19.45	16.59
Commission and brokerage	76.61	94.04
Computer expenses	3.57	3.37
Conveyance	13.97	-
Discount, Claims and Rate Difference	9.35	9.47
Donation under CSR	-	10.73

Electricity charges	17.58	16.90
Exchange trading expenses	9.99	20.07
Insurance	8.57	5.97
Interest Paid Statutory Payment	7.27	15.42
Labour Charges	166.21	238.46
Legal & Professional Fees - other than payments to auditor	11.61	22.28
Loss on trading in derivative instruments (net)	30.25	101.40
Loading & Unloading	18.81	10.68
ROC expenses	0.88	0.16
Telephone Expenses	4.06	6.46
Office Expenses	20.81	23.61
Packing Expenses	7.84	16.57
Postage and courier	1.19	0.68
Printing & Stationery	4.85	1.99
Rates and taxes	13.86	34.47
Repairs and maintenance - Others	2.81	3.88
Travelling Expenses	9.71	13.82
Repairs and maintenance - Machinery	7.36	0.84
Repairs and maintenance - Building	6.16	5.64
Rent	79.05	72.96
Sales Promotion	11.02	1.75
Transportation & Delivery Charges	63.95	79.19
Warehousing Rent	78.06	85.30
Payment to Auditors	-	-
Audit fees	3.00	2.10
<b>TOTAL</b>	<b>714.00</b>	<b>919.50</b>

## 26. Related Parties

### i. List of related parties and relationship:

Name of related parties by whom control is exercised	Shree JMD Investment Advisors LLP
Name of related parties over whom control is exercised	Proventus Retail Private Limited (Subsidiary company) Proventus Commodities DMCC(Subsidiary company) Prov Foods Private Limited (Subsidiary company) Prov Nova Bio Technologies Private Limited
Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise:	Durga Prasad Jhawar Shalin Khanna Deepak Agrawal
Key managerial Personnel	Durga Prasad Jhawar Shalin Khanna Deepak Agrawal Ankush Bhagchand Jain
Name of relatives of Key managerial personal and related parties	D S Enterprises Binod Agrawal Anupama Khanna



ii. Transactions with related parties :

Nature of Transaction	Related Party Name	2022-2023	2021-2022
Purchase of Equity Shares of Prov Nova Bio Technologies Private Limited	Prov Foods Private Limited	0.51	-
Call money received on Equity Shares for fully paid up	Shree JMD Investment Advisors LLP	684.00	-
<b>Current account transactions</b>			
Loans taken from	Durga Prasad Jhawar	-	213.00
Loans repaid	Durga Prasad Jhawar	750.97	190.50
Remuneration paid to	Durga Prasad Jhawar	74.38	65.66
	Shalin Khanna	62.99	42.89
	Deepak Agrawal	65.17	45.87
	Ankush Jain	47.00	-
	Prov Foods Private Limited	21.00	21.00
Rent paid to	Prov Foods Private Limited	21.00	21.00
Commission paid	D S Enterprises	2.04	1.20
Reimbursement of Electricity paid to	Prov Foods Private Limited	11.37	11.47
Sales net of taxes	Proventus Retail Private Limited	88.79	1,041.56
	Prov Foods Private Limited	16,114.55	13,251.60
	Prov Nova Bio Technologies Private Limited	40.67	32.99
	D S Enterprises	842.44	1,045.45
	Binod Agrawal	0.61	2.32
	Ankush Jain	0.04	-
	Prov Foods Private Limited	180.00	-
Business and Administrative Support Service Income	Prov Foods Private Limited	180.00	-
Sale of Machinery	Prov Foods Private Limited	11.77	-
Purchases net of taxes	Proventus Retail Private Limited	9.45	474.83
	Prov Foods Private Limited	704.45	499.87
	D S Enterprises	-	7.15
<b>Balances with related parties</b>			
<i>Other liabilities</i>			
Short Term Borrowing Payable			
Loan from Director	Durga Prasad Jhawar	-	750.97
Other Payable	Deepak Agrawal	-	0.38
Salary Payable	Deepak Agrawal	2.98	-
Provision for Electricity Expenses	Prov Foods Private Limited	0.87	-
Trade Receivable	Prov Foods Private Limited	1,870.47	297.33
	Prov Nova Bio Technologies Private Limited	4.34	1.06
	D S Enterprises	23.25	22.53
	Proventus Retail Private Limited	3.43	-
	Proventus Foods Private Limited	301.08	301.08
Investment in equity shares	Proventus Retail Private Limited	1.00	1.00
	Proventus Commodities DMCC	423.54	423.54
	Prov Nova Bio Technologies Private Limited	0.51	-

## 27. Ratio

Sr. No.	Ratio Analysis	Numerator	Rs. In lakhs	Denominator	Rs. In lakhs	31st March 2023	31st March 2022	Remarks
1.	<b>Current Ratio</b>	Current Assets	6,976.77	Current Liabilities	1,829.43	3.81	2.86	Decrease in current liabilities as compared to preceeding year
2.	<b>Debt Equity Ratio</b>	<b>Total Borrowings</b> (Long Term & Short Term Borrowings)	1,264.25	<b>Shareholder's Equity</b> Total Shareholders Equity	6,265.64	0.20	0.46	Decrease in Borrowings and increase in shareholders equity fund as compared to preceeding year
3.	<b>Debt Service Coverage Ratio</b>	<b>Net Operating Income</b> Net Profit after tax + non-cash operating expenses like depreciation and other amortization + Interest+ other adjustments like loss on sale of fixed assets,etc.	386.43	<b>Debt Service</b> Current Debt Obligation (Interest + Installments)	135.56	2.85	1.45	Increase in net profit after tax and decrease in debt service as compared to preceeding year
4.	<b>Return on Equity Ratio</b>	<b>Profit for the period</b> Net Profit after taxes - preference dividend (if any)	229.02	<b>Avg. Shareholders Equity</b> (Beginning shareholders' equity + Ending shareholders' equity)/2	5,809.14	0.04	0.02	Increase in net profit after tax as compared to preceeding year
5.	<b>Inventory Turnover Ratio</b>	<b>Cost of Goods sold</b> (Opening Stock + Purchases) – Closing Stock	32,452.97	<b>Average Inventory</b> (Opening Stock + Closing Stock)/2	2,410.05	13.47	13.69	Nil
6.	<b>Trade Receivables Turnover Ratio</b>	<b>Net Credit Sales</b> Net Credit Sales	33,730.10	<b>Average Trade Receivables</b> (Beginning Trade Receivables + Ending Trade Receivables) / 2	2,306.02	14.63	22.39	Increase in trade receivable as compared to preceeding year
7.	<b>Trade Payables Turnover Ratio</b>	<b>Total Purchases</b> Annual Net Credit Purchases	31,344.29	<b>Average Trade Payables</b> (Beginning Trade Payables + Ending Trade Payables) / 2	999.75	31.35	43.51	Decrease in Credit Purchases as compared to preceeding year
8.	<b>Net Capital Turnover Ratio</b>	<b>Net Sales</b> Total Sales - Sales Return	33,730.10	<b>Average Working Capital</b> Current Assets - Current Liabilities	5,147.34	6.55	7.58	Nil
9.	<b>Net Profit Ratio</b>	<b>Net Profit</b> Profit After Tax	229.02	<b>Net Sales</b> Sales	33,730.10	0.007	0.003	Increase in net profit after tax as compared to preceeding year
10.	<b>Return on Capital employed</b>	<b>EBIT</b> Profit before Interest and Taxes	428.34	<b>Capital Employed</b> Total Assets - Current Liabilities	6,589.52	0.07	0.04	Increase in net profit before tax and interest as compared to preceeding year
11.	<b>Return on Investment</b>	<b>Return/Profit/Earnings</b>	-	<b>Investment</b>	<b>726.13</b>	-	-	<b>Nil</b>

### Note:

The formulas are as per Guidance Note on Division I – Non Ind AS Schedule III to the Companies Act, 2013 and Financial Management Study Module.

**ADDITIONAL REGULATORY INFORMATION REQUIRED BY  
SCHEDULE III TO THE COMPANIES ACT , 2013**

**28. Registration of charges or satisfaction with Registrar of Companies (ROC)**

All charges or satisfaction are registered with ROC within the statutory period for the period ended 31st March 2023 and 31 March 2022. No charges or satisfactions are yet to be registered with ROC beyond the statutory period.

**29. Event after reporting date**

There have been no events after the reporting date.

**30. Compliance with number of layers of companies**

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 for the period ended 31 March 2023 and 31 March 2022.

**31. Utilisation of Borrowed funds and share premium**

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 persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has also not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**32. Compliance with approved Scheme(s) of Arrangements**

There is no any scheme of Arrangement or Amalgamation initiated or approved by the Board of Directors and / or Shareholders of the Company or competent authority during the period ended 31 March 2023 and 31 March 2022 or in earlier years.

**33. Undisclosed income**

There are no transactions which have not been recorded in the books of accounts.

**34. Title deeds of Immovable Properties not held in name of the Company**

The Company does not possess any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) during the period ended 31 March 2023 and 31 March 2022.

**35. Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto currency or Virtual currency during the current or preceding financial year.

**36. Details of Benami Property Held**

No proceedings have been initiated during the financial year or pending as at the end of the financial year against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

### 37. Wilful Defaulter

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in the current or preceding financial year.

### 38. Relationship with Struck off Companies

The Company have not entered into any transaction during the current period or previous financial year with the companies whose names have been struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and there is no outstanding receivable from / payable to such companies as at the end of period.

39. The financial statements are approved for issue by the Board of Directors on 22nd August 2023.

40. The previous year's figures have been recast / regrouped / rearranged wherever considered necessary.

41. **There are no Loans or Advances in the nature of loans granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) that are:**

(a) repayable on demand or

(b) without specifying any terms or period of repayment

43. **The said provisions of Corporate Social Responsibility under section 135 of Companies Act, 2013 are applicable to the company. However, current year not liable for contribution to CSR activities.**

### 44. Segment reporting

The Group has operated only in one business segment i.e Agro Commodity business (Major business Dryfruits) during the year. Therefore, the group has only one reportable business segment, the results of which are disclosed in the financial statements. Since business operations of the group are concentrated in India, the group is considered to operate mainly in domestic segment and therefore there is no reportable geographic segment..

45. **The following commodities futures have open interests as on the balance sheet date:**

Open interests in commodities future as on the balance sheet date

Sr. No.	Name of future	For the year ended 31 March 2023	
		Number of contracts	Number of units involved
1	Long Position		
	BSEALMOND (Expiry 19.05.23)	4	4000
2	Short Position		
	BSEALMOND (Expiry 20.04.23)	11	11000

### 46. Details of dues to micro, small and medium enterprises

Trade Payables includes Rs. Nil payable to "Suppliers" registered under the Micro, Small and Medium Enterprises Development Act, 2006. No interest has been paid/is payable by the Company during the period to "Suppliers" registered under this act. The aforementioned is based on the responses received by the Company to its inquiries with suppliers with regard to applicability under the said act.

#### 47. Capital commitments and contingent liabilities

The Company has no capital commitments and contingent liabilities amount Rs. 10 Lakh Bank Guarantee given as at the balance sheet.

#### 48. Foreign currency transaction

The Company has undertaken the following transactions in foreign currency:

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Expenditure incurred in foreign currency. (on accrual basis)		
Import purchase	16831.43	13516.37
Ocean Freight	197.97	60.67
Business Promotion & Exhibition Expenses	7.05	NIL
Foreign Travelling Expenses	1.47	0.78

#### 49 Earnings per share

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
(a) Profit after tax (as per statement of profit and loss)	229.02	100.17
Less: Dividend on preference share capital	-	-
Net profit for the period attributable to equity shareholders	229.02	100.17
(b) Calculation of weighted average number of equity Shares of Rs. 10 each		
Number of shares outstanding at the beginning of the period	27,55,768	27,55,768
Number of Shares issued during the period	-	-
Total number of equity shares outstanding at the end of the period	27,55,768	27,55,768
Weighted average number of equity shares outstanding during the period (based on the date of issue of shares)	25,36,069	24,85,768
(c) Basic and diluted earnings per share (in rupees) (a)/(b)	9.03	4.03

The basic and diluted earnings per share are the same as there are no dilutive potential equity shares.

#### 50 Operating leases

The Company has taken premise on operating lease. Gross rental expenses for the period ended 31 March 2023 aggregated to Rs. 79.05 lakhs (Previous year: Rs. 72.96 lakhs) which has been included under the head other expenses – Rent under note 23 in the statement of profit and loss.

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Minimum lease payments for non-cancellable lease		
- not later than one year	137.62	62.01
- later than one year and not later than five years	294.79	78.43
- later than five years	-	-

#### 51. Disclosure pursuant to Accounting Standard 15 (Revised) - Employee benefits:

The Company has classified the various benefits provided to employees as under:

##### A) Employers Contribution to Employee Provident Fund/ESIC

The expense recognised during the period towards defined contribution plan –

(Amount in Rs. Lakhs, unless mentioned otherwise)

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Employers Contribution to Employee Provident Fund	0.69	0.56
Employers Contribution to ESIC	0.25	-

##### B) Defined contribution plan (gratuity):

Amount of Rs. 11.61 lakhs (Previous period: (7.05) lakhs is recognised as expenses/(Income) and included in "employee benefit" – Notes 23 in the statement of profit and loss.

The following tables summarise the components of the net employee benefit expenses recognised in the statement of profit and loss and amounts recognised in the balance sheet for the gratuity benefit plan.

##### Statement of profit and loss of the year/period

Net employee benefits expenses (recognised in employee cost):

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Current service cost	7.26	7.64
Interest on defined benefit obligation	2.64	2.05
Actuarial loss/(gain)	1.70	(2.64)
Recognised Past Service Cost-Vested	-	-
Recognised Past Service Cost-Unvested	-	-
<b>Total included in employee benefit expenses</b>	<b>11.61</b>	<b>7.05</b>

## Balance sheet

Details of provision for gratuity:

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Liability at the end of the year/period	49.60	37.99
Amount in balance sheet	49.60	37.99

Changes in the present value of the defined benefit obligation are as follows:

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Liability at the beginning of the year/period	37.99	30.94
Transfer in/(out)	-	-
Interest cost	2.64	2.05
Current service cost	7.27	7.64
Benefits Paid	-	-
Actuarial (gain)/loss on obligations	1.70	(2.64)
Liability at the end of the year/period	49.60	37.99

Non-current liability at the end of the year 44.88/- (Previous Year 34.86)

Current liability at the end of the year 4.72/- (Previous Year 3.13)

## 52 Disclosure pursuant to Accounting Standard 15 (Revised) - Employee benefits (continued)

Amount recognised in the balance sheet:

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Liability at the end of the year/period	49.60	37.99
Fair value of plan assets at the end of year/period	-	-
Amount recognized in balance sheet	49.60	37.99

Experience adjustment:

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
On plan liabilities (gain)/loss	2.79	(1.02)
Actuarial loss/(gain) due to change in financial assumptions	(1.09)	(1.62)
On plan assets (gain)/loss	-	-
Estimated contribution for next year/period	-	-
Net actuarial loss/ (gain) for the year	1.70	(2.64)

Principle actuarial assumptions at the balance sheet date:

<b>Particulars</b>	<b>For the Year ended 31st March 2023</b>	<b>For the Year ended 31st March 2022</b>
Discount rate current	7.50%	7.25%
Salary escalation current	8.00%	8.00%
Employees attrition rate	1%-10%	1%-10%

As per our report of even date attached.

For N B T and Co

Chartered Accountants

Firm Registration No.: 140489W

Ashutosh Biyani

Partner

Membership No.: 165017

Mumbai

Date: 22nd August 2023

For and on behalf of the Board of Directors

Durga Prasad Jhawar

Director

DIN: 02005091

Shalin Khanna

Director

DIN: 06734684

Pinal Rakesh Darji

Company Secretary

Ankush Bhaghchand Jain

Chief Financial Officer



## Standalone Cash Flow Statement for the year ended 31st March 2023

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before tax and Extraordinary Items	298.42	127.67
<b>Adjustments for</b>		
Depreciation & Amortization	27.49	31.18
Interest & Finance Charges	129.92	142.70
Dividend on investment	(5.15)	(0.23)
Interest Income	(194.58)	(19.05)
<b>Operating cash flow Before Working Capital Adjustments</b>	<b>256.10</b>	<b>282.27</b>
<b>Changes in Working Capital</b>		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Inventories	1,108.68	(742.93)
Trade receivables	(1,394.07)	86.68
Short-term loans and advances	174.38	(75.40)
Other Non current assets	-	(2.18)
Other current assets	64.32	0.90
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	(328.52)	665.53
Other current liabilities	(7.50)	29.67
Short Term Provision	3.91	7.24
<b>Cash generated from operations</b>	<b>(122.71)</b>	<b>251.78</b>
Direct Tax Paid (Refund) [Net]	48.16	(94.75)
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>(170.87)</b>	<b>346.53</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Capital expenditure on fixed assets, including capital advances	(9.02)	(75.71)
Purchase of investments	(0.51)	-
Proceeds from sale of fixed assets	11.77	-
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>2.24</b>	<b>(75.71)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest & Finance Charges	(129.92)	(142.70)
Dividend on investment	5.15	0.23
Interest Income	194.58	19.05
Proceeds from issue of share capital	684.00	-
Short-term Borrowings	(457.95)	(197.50)
Long Term Borrowing	(742.48)	298.90

<b>Net cash flow from / (used in) financing activities (C)</b>	<b>(446.61)</b>	<b>(22.02)</b>
<b>Net increase (decrease) in cash and cash equivalents (A+B+C)</b>	(615.24)	248.80
<b>Cash and cash equivalents at the beginning of the year</b>	1,141.03	892.22
<b>Cash and cash equivalents at the end of the year</b>	525.79	1,141.03
<b>Cash and cash equivalents at the end of the year comprises :</b>		
(a) Cash on hand	15.06	5.26
(b) Balances with banks		
(i) In current accounts	470.38	1,120.98
(ii) In deposit accounts	40.34	14.78
	<b>525.79</b>	<b>1,141.03</b>

**NOTES:**

1 The Cash Flow Statement has been prepared as per Indirect Method

As per our report of even date attached  
**For N B T and Co**  
Chartered Accountants  
Firm Registration No : 140489W

For and on behalf of the Board of Directors  
**of Proventus Agrocom Limited**

**Ashutosh Biyani**  
Partner  
M. No. 165017  
Place : Mumbai  
Date : 22nd August 2023

**Durga Prasad Jhawar**  
MD and CEO  
(DIN:02005091)

**Shalin Khanna**  
Whole Time Director  
(DIN:06734684)

**Pinal Rakesh Darji**  
Company Secretary

**Ankush Bhagchand Jain**  
Chief Financial Officer



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## Consolidated Balance Sheet as on 31st March 2023

I	Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>1. Shareholders' Funds</b>			
	(a) Share Capital	2	275.58	248.58 3
	(b) Reserves and Surplus	3	6,067.22	5,034.22
			<b>6,342.80</b>	<b>5,282.79</b>
	<b>2. Non-Controlling Interests</b>		9.03	0.34
	<b>3. Non - Current Liabilities</b>			
	(a) Long Term Borrowing	4	369.00	1,121.50
	(b) Other Non Current Liabilities	5	44.88	34.86
			<b>413.88</b>	<b>1,156.36</b>
	<b>4. Current Liabilities</b>			
	(a) Short Term Borrowing	6	2,064.38	2,322.55
	(b) Trade Payables	7		
	(i) Total Outstanding dues of Micro Enterprises and Small Enterprises		-	-
	(ii) Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises		1,290.91	1,261.65
	(c) Other Current Liabilities	8	52.12	91.90
	(d) Short Term Provision	9	20.44	15.55
			<b>3,427.84</b>	<b>3,691.65</b>
	<b>TOTAL</b>		<b>10,193.55</b>	<b>10,131.13</b>
<b>II.</b>	<b>ASSETS</b>			
	<b>1. Non - Current Assets</b>			
	(a) Property, Plant & Equipment and Intangible Assets			
	(i) Property, Plant and Equipment	10	213.13	253.56
	(ii) Intangible Assets		0.37	0.51
	(iii) Capital Work in progress		72.93	-
	(b) Goodwill on consolidation		2.99	2.99
	(C) Deferred Tax Assets (net)	11	647.93	693.89
	(d) Other Non-Current Assets	12	87.34	49.97
			<b>1,024.70</b>	<b>1,000.91</b>
	<b>2. Current Assets</b>			
	(a) Inventories	13	2,934.20	3,739.26
	(b) Trade Receivables	14	3,551.92	1,952.68
	(c) Cash and Cash Equivalents	15	707.39	1,434.29
	(d) Short Term Loans and Advances	16	1,923.25	1,891.18
	(e) Other Current Assets	17	52.09	112.81
			9,168.85	9,130.22
	<b>TOTAL</b>		<b>10,193.55</b>	<b>10,131.13</b>
	Significant accounting policies and notes to financial statements	1 to 51		

As per our report of even date attached  
**For N B T and Co**  
Chartered Accountants  
Firm Registration No : 140489W

For and on behalf of the Board of Directors  
**of Proventus Agrocom Limited**

**Ashutosh Biyani**  
Partner  
M. No. 165017  
Place : Mumbai  
Date : 22nd August 2023

**Durga Prasad Jhawar**  
MD and CEO  
(DIN:02005091)

**Pinal Rakesh Darji**  
Company Secretary

**Shalin Khanna**  
Whole Time Director  
(DIN:06734684)

**Ankush Bhagchand Jain**  
Chief Financial Officer

## Consolidated Statement of Profit and Loss for the year ended 31st March 2023

I	Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
<b>A</b>	<b>CONTINUING OPERATIONS</b>			
I	Revenue from Operations	18	41,891.15	40,326.68
II	Other Income	19	142.33	107.89
<b>III</b>	<b>Total Income (I + II)</b>		<b>42,033.48</b>	<b>40,434.57</b>
IV	Expenses			
	Cost of Materials Consumed	20	23,155.45	15,076.58
	Purchase of Stock in Trade	21	15,105.65	23,751.12
	Changes in Inventories of Stock in Trade	22	960.34	(668.44)
	Employee Benefits Expenses	23	494.27	389.53
	Finance Cost	24	247.84	187.21
	Depreciation and Amortization Expense	10	70.80	88.27
	Other Expenses	25	1,541.12	1,453.87
	<b>Total Expenses</b>		<b>41,575.46</b>	<b>40,278.14</b>
V	Profit / (Loss) before Exceptional and Extraordinary Items and Tax (III-IV)		458.01	156.44
VI	Exceptional Items / Extraordinary Items		-	-
VII.	Profit / (Loss) Before Tax (V-VI)		458.01	156.44
VIII.	Tax Expense:			
	(a) Current Tax		44.73	18.92
	(b) Deferred Tax (Asset) / Liability	11	45.96	23.35
	(c) Short Provision for Tax for Earlier Years		0.14	0.22
			90.83	42.48
IX.	Profit / (Loss) from Continuing operations (VII-VIII)		367.18	113.95
<b>B</b>	<b>DISCONTINUING OPERATIONS</b>			
X.	Profit/(Loss) for the year from Discontinuing Operations		-	-
<b>C</b>	<b>TOTAL OPERATIONS</b>			
XI.	Profit / (Loss) for the Year (IX + X)		367.18	113.95
	<b>Attributable to:</b>			
	Equity Shareholders of the Parent		358.49	113.69
	Minority Interest		8.69	0.27
	Profit/(Loss) for the year		367.18	113.95
XII.	<b>Earnings Per Equity Share of Rs.10/- each :</b>			
	Weighted average no. of shares (Basic & Diluted)	49	2,536,069	2,485,768
	(1) Basic Earning Per Share (Rs.)		14.14	4.57
	(2) Diluted Earning Per Share (Rs.)		14.14	4.57

Significant accounting policies and notes to financial statements 1 to 51

As per our report of even date attached  
**For N B T and Co**  
Chartered Accountants  
Firm Registration No : 140489W

**Ashutosh Biyani**  
Partner  
M. No. 165017  
Place : Mumbai  
Date : 22nd August 2023

For and on behalf of the Board of Directors  
**of Proventus Agrocom Limited**

**Durga Prasad Jhavar**  
MD and CEO  
(DIN:02005091)

**Pinal Rakesh Darji**  
Company Secretary

**Shalin Khanna**  
Whole Time Director  
(DIN:06734684)

**Ankush Bhagchand Jain**  
Chief Financial Officer

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

### Significant accounting policies

#### 1.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with generally accepted accounting principles in India ('Indian GAAP') under the historical cost convention on an accrual basis except for certain financial instruments which are measured at fair values in compliance with all material aspects of the Accounting Standard (AS) Notified under Section 133 of the Companies Act, 2013 read together with rule 7 of the Companies (Accounts) Rules 2014, the provisions of the Companies Act, 2013 (to the extent notified). The financial statements are prepared and presented in Indian rupees.

#### 1.2 Principles of consolidation

(a) The consolidated financial statements relate to Proventus Agrocom Limited ('the Company') and its subsidiaries. The consolidated financial statements have been prepared on the following basis:

- In respect of Subsidiary enterprises, the financial statements have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after as far as possible eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses in accordance with Accounting Standard 21 - Consolidated Financial Statements prescribed by Companies (Accounting Standards) Rules, 2006.
- The excess of cost over the Company's investments in the subsidiary is recognised in the consolidated financial statements as Goodwill. The excess of Company's share in equity and reserves of the subsidiaries over the cost of acquisition is treated as Capital Reserve.
- The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's standalone financial statements.

(b) The subsidiaries considered in the consolidated financial statements:

Name of the entity	Country of Incorporation	Proportion of ownership interest as at 31 March 2023
Prov Foods Private Limited	India	100.00%
Proventus Retail Private Limited	India	100.00%
Proventus Commodities DMCC	United Arab Emirates	100.00%
Prov Nova Bio Technologies Pvt Ltd	India	51.00%

#### 1.3 Use of estimates

The preparation of the consolidated financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on

date of the financial statements. Actual results could differ from the estimates. Any revision to the accounting estimates is recognised prospectively in current and future periods.

#### 1.4 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:

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

Current Assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

##### **Liabilities**

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

- a. It is expected to be settled in the company's normal operating cycle.
- b. It is held primarily for the purpose of being traded;
- c. It is due to be settled within 12 months after the reporting date; or
- d. The company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

#### 1.5 Revenue recognition

- Sale of commodity is recognized when all the significant risks and rewards have been passed to the buyer.
- Income from treasury operations comprises of profit/loss on sale of securities and profit/loss on equity derivatives, commodity derivatives and currency derivative instruments.
  - i) Profit/loss on sale of securities is determined based on the cost of the securities sold.
  - ii) Realised profit/ loss on closed positions of derivative instruments is recognised on final settlement on squaring-up of the contracts. Outstanding derivative contracts in the nature of forwards / futures / options are measured at fair value as at the balance sheet date. Fair value is determined using quoted market prices in an actively traded market, for the instrument, wherever available, as the best evidence of fair value. In the absence of quoted market prices in an actively traded market, a valuation technique is used to determine the fair value. In most cases the valuation techniques use observable market data as input parameters in order to ensure reliability of the fair value measure.

- Profit/loss earned on sale of investments is recognised on trade date basis. Profit/loss on sale of investments is determined based on the cost of the investments sold.
- Interest income is recognised on accrual basis.
- Dividend income is recognised when the right to receive payment is established.

## 1.6 Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired based on internal/external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of the depreciable historical cost.

## 1.7 Foreign currency transactions

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transaction. Exchange differences, if any arising out of transactions settled during the year are recognised in statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. The exchange differences, if any, are recognised in statement of profit and loss of the year and related assets and liabilities are accordingly restated in the balance sheet.

## 1.8 Inventories

Raw materials, stores, spares, and trading goods are valued at lower of cost and net realizable value.

Work-in-Progress and finished goods are valued at the lower of cost and net realizable value. Cost includes direct materials and labour and a part of manufacturing overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Cost comprises of cost of Purchase & other costs incurred in bringing them to their respective present location and condition and is determined on average basis.

## 1.9 Investments

- Investments are classified into long term investments and current investments. Investments which are intended to be held for one year or more are classified as long term investments and investments which are intended to be held for less than one year are classified as current investments.
- Long term investments are carried at cost less diminution in value which is other than temporary, determined separately for each investment.
- Current investments are carried at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment. In case of investments in mutual funds, the net asset value of units declared by the mutual funds is considered as the fair value.



## 1.10 Earnings per share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 - Earnings Per Share prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. Basic earnings per share is computed by dividing the net profit after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding for the year.

Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

## 1.11 Fixed assets and depreciation

### 1) Tangible Assets

#### a) Property Plant and Equipment

Fixed assets are stated at cost less accumulated depreciation. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Depreciation is provided on a written down value basis from the date the asset is ready for its intended use or put to use whichever is earlier. In respect of assets sold, depreciation is provided upto the date of disposal.

As per the requirement of Schedule II of the Companies Act, 2013, the Company has evaluated the useful lives of the respective fixed assets which are as per the provisions of Part C of the Schedule for calculating the depreciation. The useful lives of the fixed assets are as follows:

<b>Nature of assets</b>	<b>Useful Life</b>
Motor vehicles	8 years
Office equipment	5 years
Furniture & Fixture	10 years
Leasehold Improvement & Factory Building	5 years
Computers and data processing units - End user devices, such as desktops, laptops, etc (other then server).	3 years
Plant & Equipment	15 years

### 2) Intangible Assets

Intangible assets are amortized over their estimated useful economic lives and validity.

### 3) Capital Work in Progress & Capital Advances

Cost of Assets not ready for intended use, as on the balance sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as Short Term Loans & Advances.

## 1.12 Taxation

Tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).

### **Current tax**

Provision for income tax is recognized based on estimated tax liability computed after adjusting for allowances, disallowances and exemptions in accordance with the Income Tax Act, 1961.

### **Deferred taxation**

The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of the assets. Deferred tax assets are reviewed at each balance sheet date and written down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

### **Minimum Alternative Tax (MAT) credit**

MAT credit asset is recognized where there is convincing evidence that the asset can be realized in future. MAT credit assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably certain to be realised.

## 1.13 Employee Benefits

### **Short Term Employee Benefits**

The short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

### **Post-Employment Benefits**

#### **Defined Contribution Plans**

The company has no policy of encashment and accumulation of leave. Therefore, no provision of leave Encashment is made.

Company's contribution to Provident Fund and other Funds for the year is accounted on accrual basis and charged to the Statement of Profit & Loss for the year.

#### **Defined Benefits Plans**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The company has recognized the gratuity payable to the employees as defined benefit plans. The liability in respect of these benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services

## 1.14 Segment Reporting

### (i) Business Segment

Based on the guiding principles given in Accounting Standard 17 (AS - 17) on Segment Reporting issued by ICAI, the Company has only one reportable Business Segment. The company is an integrated dry fruits conglomerate carrying out business in a variety of dry fruits across the commodity value chain. The primary approach at Proventus is to create expertise in a commodity class and build the revenue stream by moving across the value chain from origination to distribution. The fundamental cornerstone of the Company's approach is to capture the demand and supply stream by developing a strong base of sourcing and distribution.

### (ii) Geographical Segment

The Company activities / operations are major to in India and as such, there is only one geographical segment. Accordingly, the figures appearing in these financial statements relate to the Company's single geographical segment.

## 1.15 Lease

Assets taken on operating lease:

Lease rentals on assets taken on operating lease are recognized as expense in the Statement of Profit and Loss on straight line basis.

## 1.16 Cash Flow Statements

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of 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. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

## 1.17 Provisions and contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognised in the period in which the change occurs.

## Consolidated Notes to Financial Statements for the year ended 31st March, 2023

### 2. Share Capital

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Authorised:</b>		
5,000,000 (5,000,000) Equity Shares of Rs.10/- each with voting rights	500.00	500.00
<b>TOTAL</b>	<b>500.00</b>	<b>500.00</b>
<b>Issued, Subscribed and Paid up:</b>		
24,55,768 (PY 24,55,768) Equity Shares of Rs. 10/- each with voting rights, fully paid up	245.58	245.58
300,000 (PY 3,00,000) Equity shares of Rs.10/- (PY Rs.1) each with voting rights, fully paid up*	30.00	3.00
<b>TOTAL</b>	<b>275.58</b>	<b>248.58</b>

\*Note: During the year 3,00,000 Equity Shares are converted party paid up (Rs .1) to fully paid up of Rs.10/-each and balance Rs. 9 called up dated 23.01.2023.And share issued at Rs. 228 and balance Rs. 219 considered in securities premium.

(i) **Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period :**

Particulars	As at 31st March 2023	As at 31st March 2022
Number of shares at the beginning of the year	2,755,768	2,755,768
Add: Issue of Shares during the year	-	-
Number of shares at the end of the year	<b>2,755,768</b>	<b>2,755,768</b>

(ii) **Terms/rights attached to Equity Shares**

The Company has only one class of equity shares having a par value of Rs 10/- per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

Particulars	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Shalin Sanjiv Khanna	147,189	5.34%	4,998	0.18%
Deepak Kumar Agrawal	208,375	7.56%	-	0.00%
Shree JMD Investment Advisors LLP	2,172,822	78.85%	2,523,388	91.57%
	<b>2,528,386</b>	<b>91.75%</b>	<b>2,528,386</b>	<b>91.75%</b>

(iv) Shareholding of Promoters:

Particulars	Shares held by promoters at the end of the year					
	As at 31st March 2023			As at 31st March 2022		
	No. of Shares	% of Holding	% Change during the year	No. of Shares	% of Holding	% Change during the year
Durga Prasad Jhavar	5,000	0.18%	0.00%	5,000	0.18%	-
Shalin Sanjeev Khanna	147,189	5.34%	5.16%	4,998	0.18%	-
Deepak Kumar Agrawal	208,375	7.56%	7.56%	-	0.00%	-
Ritu Tarun Agrawal	2,000	0.07%	0.00%	2,000	0.07%	-
Sanjeev Jagdish Khanna	8,000	0.29%	0.00%	8,000	0.29%	-
Shree JMD Investment Advisors LLP	2,172,822	78.85%	-12.72%	2,523,388	91.57%	-
	<b>2,543,386</b>	<b>92.29%</b>	<b>0.00%</b>	<b>2,543,386</b>	<b>92.29%</b>	-

v) Employee Stock Ownership Plan Scheme

The company has granted 38700 options as Employees Stock Option on 09.12.2022 as per the provision of PAPL SIP 2022 scheme the grand price per equity share is Rs.250/-and The vesting period of option granted is 4 years and 25% of number of options granted will be vesting every year.

\*Note: During the year 3,00,000 Equity Shares are converted party paid up (Rs .1) to fully paid up of Rs.10/-each and balance Rs. 9 called up dated 23.01.2023.And share issued at Rs. 228 and balance Rs. 219 considered in securities premium.

3. Reserves & Surplus

Particulars	As at	As at
	31st March 2023	31st March 2022
<b>a) Securities Premium</b>		
Opening Balance	4,832.43	4,832.43
Add: Received during the year on issue of Equity Shares	657.00	-
<b>Closing Balance</b>	<b>5,489.43</b>	<b>4,832.43</b>
<b>b) Foreign Currency Translation Reserve</b>		
Opening Balance	25.36	16.97
Add: Current year translation reserve	17.51	8.39
<b>Closing Balance</b>	<b>42.87</b>	<b>25.36</b>
<b>c) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening Balance	176.43	62.75
Add/(Less): Profit/(Loss) for the year	358.49	113.69
<b>Closing Balance</b>	<b>534.92</b>	<b>176.43</b>
<b>TOTAL</b>	<b>6,067.22</b>	<b>5,034.22</b>

## STATEMENT OF MINORITY INTEREST

Particulars	As at	As at
	31st March 2023	31st March 2022
Face value of Equity Shares	0.49	0.49
49% of current periods profit and (loss) in Prov-Nova Bio Technologies Private Limited	8.69	0.27
49% of closing Reserves and Surplus in Prov-Nova Bio Technologies Private Limited	(0.15)	(0.42)
<b>TOTAL</b>	<b>9.03</b>	<b>0.34</b>

### 4 Long Term Borrowing

Particulars	As at	As at
	31st March 2023	31st March 2022
<b>Secured Loan</b>		
(i) Working Capital Term Loan - From Bank (Secured against hypothecation of Stock,book debts & Equitable mortgage of Flat in the name of Director jointly with wife and covered under ECLGS )	369.00	369.00
(ii) Vehicle Term Loan - From Bank (Secured against hypothecation of Car)	-	1.53
<b>Unsecured Loan</b>		
(i) From Director	-	750.97
<b>TOTAL</b>	<b>369.00</b>	<b>1,121.50</b>

i) Repayment profile of Term Loan is set out as below:

Name of Bank / Financial Institution	Nature of Loan	Rate of Interest	Balance No. of Installments w.e.f 01.04.2022	Installments ending on
Canara Bank	Working Capital Term Loan	8.90%	36 (*)	01-12-2026
Canara Bank	Working Capital Term Loan	8.90%	36 (*)	02-11-2026
HDFC Bank	Car Loan	9.00%	17	05-08-2023

(\*) Moratorium period till Dec' 2023. Installment starting from Jan' 2024

(\*) Moratorium period till Nov' 2023. Installment starting from Dec' 2023

## 5. Other Non Current Liabilities

Particulars	As at	As at
	31st March 2023	31st March 2022
Provision For Gratuity	44.88	34.86
	-	
<b>TOTAL</b>	<b>44.88</b>	<b>34.86</b>

## 6. Short Term Borrowings

Particulars	As at	As at
	31st March 2023	31st March 2022
<b>(A) Secured Loan</b>		
(i) Working Capital Facility from Canara Bank against the Hypothecation of Stock and Book Debts, Equitable mortgage of flat in the name of Director jointly with wife. (Rate of Interest 9.05% to 11.15% PA.)	2,059.95	1,771.71
(ii) From Bank (Against pledge of Physical Warehouse receipt/(WR)/Storage Receipt (SR)/ of commodities ) (Rate of Interest 8.00% PA.)	-	530.63
<b>(B) Unsecured Loans</b>		
(i) Loans from Directors and their Relatives	-	12.23
<b>(C) Current maturities of Long Term Borrowings</b>	<b>4.43</b>	<b>7.99</b>
<b>TOTAL</b>	<b>2,064.38</b>	<b>2,322.55</b>

## 7. Trade Payables

Particulars	As at	As at
	31st March 2023	31st March 2022
<b>Other than Acceptance:</b>		
Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises*	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
(i) Creditors for Goods	1,029.34	1,126.62
(ii) Creditors for Expenses	261.57	135.03
<b>TOTAL</b>	<b>1,290.91</b>	<b>1,261.65</b>

\*Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006")

Particulars	As at	As at
	31st March 2023	31st March 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	-	-
The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

#### Trade Payables ageing schedule as at 31st March 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due for payment	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-	-
Others	1,266.59	22.53	1.08	0.71	-	1,290.91
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Other	-	-	-	-	-	-
<b>Total</b>	<b>1,266.59</b>	<b>22.53</b>	<b>1.08</b>	<b>0.71</b>	<b>-</b>	<b>1,290.91</b>

#### Trade Payables ageing schedule as at 31st March 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due for payment	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-	-
Others	1,247.79	12.52	0.80	0.54	-	1,261.65
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Other	-	-	-	-	-	-
<b>Total</b>	<b>1,247.79</b>	<b>12.52</b>	<b>0.80</b>	<b>0.54</b>	<b>-</b>	<b>1,261.65</b>



## 8. Other Current Liabilities

(Rs in lakhs)

Particulars	As at	As at
	31st March 2023	31st March 2022
Payable to directors, related party	-	0.38
Advance from customers	36.09	64.73
Statutory Remittances	15.78	26.39
Security deposit	0.25	0.40
<b>TOTAL</b>	<b>52.12</b>	<b>91.90</b>

## 9. Other Current Liabilities

Particulars	As at	As at
	31st March 2023	31st March 2022
Provision For Gratuity	4.72	3.13
Salary Payable 7.47	8.75	
Audit Fees Payable	5.08	3.18
Provision For Expenses	3.17	0.19
Provision for taxation (net of advance tax and tax deducted at source)	-	0.31
<b>TOTAL</b>	<b>20.44</b>	<b>15.55</b>

## 10. (i) Property, Plant and Equipments :

Particulars	Leasehold improvements	Building	Less than Equipment	Furnitures and Fixtures	Computer	Vehicles	Office Equipment	Total
<b>Gross block</b>								
<b>Balance as at 31 March 2021</b>	<b>42.30</b>	<b>108.33</b>	<b>175.51</b>	<b>16.09</b>	<b>18.69</b>	<b>58.26</b>	<b>13.31</b>	<b>432.48</b>
Additions	0.36	25.87	60.55	-	3.62	-	1.28	91.69
Disposals	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2022</b>	<b>42.66</b>	<b>134.21</b>	<b>236.05</b>	<b>16.09</b>	<b>22.31</b>	<b>58.26</b>	<b>14.59</b>	<b>524.17</b>
Additions	-	6.31	15.20	2.67	3.49	-	2.58	30.24
Disposals	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2023</b>	<b>42.66</b>	<b>140.51</b>	<b>251.25</b>	<b>18.76</b>	<b>25.80</b>	<b>58.26</b>	<b>17.17</b>	<b>554.41</b>
<b>Accumulated depreciation</b>								
<b>Balance as at 31 March 2021</b>	<b>39.96</b>	<b>34.62</b>	<b>29.58</b>	<b>9.02</b>	<b>17.86</b>	<b>43.34</b>	<b>9.64</b>	<b>184.02</b>
Charge for the year	1.18	40.05	34.92	1.91	1.64	4.66	2.23	86.59
Disposals	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2022</b>	<b>41.14</b>	<b>74.67</b>	<b>64.50</b>	<b>10.93</b>	<b>19.50</b>	<b>48.00</b>	<b>11.87</b>	<b>270.61</b>
Charge for the year	0.13	28.40	33.44	1.78	1.90	3.20	1.82	70.67
Disposals	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2023</b>	<b>41.27</b>	<b>103.07</b>	<b>97.94</b>	<b>12.70</b>	<b>21.40</b>	<b>51.20</b>	<b>13.69</b>	<b>341.28</b>
Net carrying amount as at 31 March 2022	1.52	59.53	171.55	5.17	2.81	10.26	2.71	253.56
<b>Net carrying amount as at 31 March 2023</b>	<b>1.39</b>	<b>37.44</b>	<b>153.31</b>	<b>6.06</b>	<b>4.40</b>	<b>7.06</b>	<b>3.48</b>	<b>213.13</b>

(ii) Intangible assets

Particulars	Software	Total
Gross block		
<b>Balance as at 31 March 2021</b>	<b>14.14</b>	<b>14.14</b>
Additions	-	-
Disposals	-	-
<b>Balance as at 31 March 2022</b>	<b>14.14</b>	<b>14.14</b>
Additions	-	-
Disposals	-	-
<b>Balance as at 31 March 2023</b>	<b>14.14</b>	<b>14.14</b>
Accumulated depreciation		
<b>Balance as at 31 March 2021</b>	<b>11.96</b>	<b>11.96</b>
Charge for the year	1.67	1.67
Disposals	-	-
<b>Balance as at 31 March 2022</b>	<b>13.64</b>	<b>13.64</b>
Charge for the year	0.14	0.14
Disposals	-	-
<b>Balance as at 31 March 2023</b>	<b>13.77</b>	<b>13.77</b>
Net carrying amount as at 31 March 2022	0.51	0.51
Net carrying amount as at 31 March 2023	0.37	0.37

**11. Deferred Tax Assets**

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Deferred Tax Assets</b>		
Tax Effect of item constituting deferred tax Assets		
- on disallowances under the provisions of Income Tax Act		
- on difference in WDV of Property, Plant & Equipment as per books and income tax	34.67	25.02
- on brought forward losses and unabsorbed depreciation	599.74	653.12
- Unrealised loss on equity/derivative instruments (net)	0.55	6.73
Others-NotAllowable Preliminary Exps & Gratuity exps under the provisions of Income Tax Act	12.97	10.37
Tax Effect of item constituting deferred tax liability		
- Unrealised gain on equity/derivative instruments (net)	-	1.35
<b>TOTAL</b>	<b>647.93</b>	<b>693.89</b>

**12. Non Current Assets**

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Unsecured, Considered good</b>		
Vat Deposit	0.20	0.48
Security Deposits	87.14	49.49
<b>TOTAL</b>	<b>87.34</b>	<b>49.97</b>

### 13. Inventories

Particulars	As at 31st March 2023	As at 31st March 2022
(As taken, valued and certified by the Management)		
(Valued at Cost or Market value, whichever is lower)		
Raw Material	632.13	563.73
Packing Material	137.87	51.01
Finished Goods	308.48	160.14
Stock-in-Trade	1,855.71	2,964.39
<b>TOTAL</b>	<b>2,934.20</b>	<b>3,739.26</b>

### 14. Trade Receivable

Particulars	As at 31st March 2023	As at 31st March 2022
Trade Receivables: (Unsecured)		
- Considered Good		
Due for a period exceeding six months	505.40	360.83
Others	3,046.52	1,591.85
<b>TOTAL</b>	<b>3,551.92</b>	<b>1,952.68</b>

#### Trade Receivables ageing schedule as at 31st March 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables						
- considered goods	3,046.52	75.57	212.33	158.99	58.53	3,551.92
Undisputed Trade Receivables						
- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables						
- considered goods	-	-	-	-	-	-
Disputed Trade Receivables						
- considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>3,046.52</b>	<b>75.57</b>	<b>212.33</b>	<b>158.99</b>	<b>58.53</b>	<b>3,551.92</b>

#### Trade Receivables ageing schedule as at 31st March 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables						
- considered goods	1,591.85	25.78	270.54	48.17	16.35	1,952.68

Undisputed Trade Receivables						
- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables						
- considered goods	-	-	-	-	-	-
Disputed Trade Receivables						
- considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>1,591.85</b>	<b>25.78</b>	<b>270.54</b>	<b>48.17</b>	<b>16.35</b>	<b>1,952.68</b>

## 15. Cash and Cash Equivalents

Particulars	As at 31st March 2023	As at 31st March 2022
Cash and Cash Equivalents		
Cash on Hand	20.14	9.27
Balance with Scheduled Banks		
- In Current Accounts	643.79	1,407.18
- In Fixed Deposit - maturing after 12 months	43.46	17.84
<b>TOTAL</b>	<b>707.39</b>	<b>1,434.29</b>

## 16. Short Term Loans and Advances

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Unsecured, Considered good</b>		
Other Loans and Advances		
- Advances recoverable in cash or in kind or for value to be received	86.91	215.30
- Loans and advances to employees	10.03	10.20
- Advance to Suppliers	1,212.84	1,087.35
Balance With Government Authorities		
- Input credit under GST	474.41	509.42
- MEIS License	55.88	5.01
- Advance Income Tax and Tax Deducted at Source (Net out provision for tax)	83.17	63.90
<b>TOTAL</b>	<b>1,923.25</b>	<b>1,891.18</b>

## 17. Other Current Assets

Particulars	As at 31st March 2023	As at 31st March 2022
Prepaid Expenses		
- Prepaid Others	9.67	4.80
- Prepaid Insurance	18.98	9.27
- Prepaid IPO Expenses	23.44	-
Margin placed with broker	-	98.74
<b>TOTAL</b>	<b>52.09</b>	<b>112.81</b>

## 18. Revenue from Operations

Particulars	As at 31st March 2023	As at 31st March 2022
Sale of Goods	41,759.15	40,270.11
Sale of Shares	-	-
Other Operating Revenue		
- Liquidity Enhancement Scheme Incentive	132.00	56.57
<b>TOTAL</b>	<b>41,891.15</b>	<b>40,326.68</b>

## 19. Other Income

Particulars	As at 31st March 2023	As at 31st March 2022
Commission & Brokerage	-	0.70
Discount on MEIS License	84.69	5.98
Dividend Income	0.30	0.23
Foreign exchange gain	14.28	16.73
Insurance Claim	23.91	-
Interest Income	5.79	19.11
Miscellaneous income	6.40	3.29
Profit/loss on sale of securities (net)	-	34.53
Refund of Exchange Trading Exps	-	21.19
Sundry Balance w/off	6.96	6.13
<b>TOTAL</b>	<b>142.33</b>	<b>107.89</b>

## 20. Purchase of Stock in Trade

Particulars	As at 31st March 2023	As at 31st March 2022
Opening Stock		
Raw Material	563.73	80.33
Packing Material	51.01	9.26
	614.74	89.59
Add : Purchases of Raw Material & Packing Material	22,937.49	15,435.54
Add : Direct Expenses		
Electricity charges	17.87	17.21
Labour Charges	266.14	96.93
Factory Rent	33.93	31.09
Freight Inward Expenses	9.19	4.26
Repairs and maintenance - Plant & Machinery	26.35	9.33
Testing and inspection Charges	2.18	1.50
Warehousing Rent	13.32	5.88
Factory Expenses	4.25	-
Closing Stock		
Raw Material	632.13	563.73
Packing Material	137.87	51.01
	770.01	614.74
<b>TOTAL</b>	<b>23,155.45</b>	<b>15,076.58</b>

## 21. Purchase of Stock in Trade

Particulars	As at 31st March 2023	As at 31st March 2022
Purchase of Stock in Trade	12,487.46	21,791.43
Add:Direct Expenses		
Clearing and custodian charges	2,564.31	1,911.82
Freight Inward	51.15	44.07
Marine Insurance	2.73	3.80
<b>TOTAL</b>	<b>15,105.65</b>	<b>23,751.12</b>

## 22. Change in Inventories of Stock in Trade

Particulars	As at 31st March 2023	As at 31st March 2022
<b><u>Inventories at the end of the year</u></b>		
Finished Goods	308.48	160.14
Stock-In-Trade	1,855.71	2,964.39
	<b>2,164.19</b>	<b>3,124.52</b>
<b><u>Inventories at the beginning of the year</u></b>		
Finished Goods	160.14	234.63
Stock-In-Trade	2,964.39	2,221.45
	<b>3,124.52</b>	<b>2,456.09</b>
<b>Net(Increase)/decrease</b>	<b>(960.34)</b>	<b>668.44</b>

## 23. Employee Benefits Expenses

Particulars	As at 31st March 2023	As at 31st March 2022
Salaries and Wages	234.65	197.90
Director's Remuneration	202.54	154.42
Staff Welfare Expenses	9.52	6.14
Bonus	35.00	23.45
Gratuity Provided	11.61	7.05
Employer's Contribution to ESIC	0.25	-
Employer's Contribution to Provident Fund	0.69	0.56
<b>TOTAL</b>	<b>494.27</b>	<b>389.53</b>

## 24. Finance Cost

Particulars	As at 31st March 2023	As at 31st March 2022
Interest Paid	229.93	170.78
Other Finance Charges	17.90	16.43
<b>TOTAL</b>	<b>247.84</b>	<b>187.21</b>

## 25. Other Expenses

Particulars	As at 31st March 2023	As at 31st March 2022
Advertisement	71.77	21.02
Bank Charges & Commission	18.55	12.60
Car expenses	19.45	16.59
Commission and brokerage	102.70	95.50
Computer expenses	3.57	3.37
Conveyance	13.97	-
Discount, Claims and Rate Difference	17.84	10.77
Donation under CSR	-	10.73
Electricity charges	17.58	16.90
Exchange trading expenses	10.13	21.57
Insurance	14.19	9.49
Interest Paid Statutory Payment	7.27	13.28
Labour Charges	166.21	251.87
Legal & Professional Fees - other than payments to auditor	33.58	27.03
Loading & Unloading	19.77	10.68
Loss on trading in derivative instruments (net)	13.61	101.40
Marketing & Branding Expenses	27.03	60.00
Office Expenses	24.84	24.47
Other Selling and Distribution Expenses	4.05	4.35
Packing Expenses	424.93	252.41
Postage and courier	1.26	0.68
Printing & Stationery	11.06	7.08
Rates and taxes	19.01	41.77
Office Rent	82.87	76.51
Repairs and maintenance - Building	15.04	8.75
Repairs and maintenance - Others	2.81	4.84
Repairs and maintenance - Machinery	7.36	-
ROC expenses	0.89	0.17
Sales Promotion	21.47	26.55
Security Charges	6.40	5.19
Telephone Expenses	4.19	6.60
Testing and inspection Charges	-	1.05
Transportation & Delivery Charges	263.16	205.58
Travelling Expenses	11.30	14.29
Warehousing Rent	78.06	85.57
Payment to Auditors	-	-
Audit fees	5.20	5.20
<b>TOTAL</b>	<b>1,541.12</b>	<b>1,453.87</b>

## 26. Related Parties

### i. List of related parties and relationship:

Name of related parties by whom control is exercised	Shree JMD Investment Advisors LLP
Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise:	Durga Prasad Jhawar Shalin Khanna Deepak Agrawal
Key managerial Personnel	Durga Prasad Jhawar Shalin Khanna Deepak Agrawal Ankush Bhagchand Jain
Name of relatives of Directors and related parties	D S Enterprises Binod Agrawal Anupama Khanna
Name of Directors of subsidiary and their related parties	Purshottam Bhutra Dilip Toshniwal Chetana Toshniwal Lalita Bhootra Nilesh Toshniwal Rakhi Toshniwal Pinky Maheshwari

### ii. Transactions with related parties :

Nature of Transaction	Related Party Name	2022-2023	2021-2022
<b>Current account transactions</b>			
Call money received on Equity Shares for fully paid up	Shree JMD Investment Advisors LLP	684.00	-
Loans taken from	Durga Prasad Jhawar	-	213.00
Interest paid	Chetna Toshniwal	0.10	-
	Lalita Bhootra	0.21	-
	Nilesh Toshniwal	0.40	-
	Pinky Maheshwari	0.30	-
Loans repaid	Durga Prasad Jhawar	750.97	190.50
Remuneration paid to	Durga Prasad Jhawar	74.38	65.66
	Shalin Khanna	62.99	42.89
	Deepak Agrawal	65.17	45.87
	Ankush Jain	47.00	-
Commission paid	D S Enterprises	2.04	1.20
	Binod Agrawal	-	0.27
Salary Paid	Pinky Maheshwari	6.00	1.50
	Rakhi Toshniwal	4.80	1.50
	Nilesh Toshniwal	1.20	-



Sales net of taxes	D S Enterprises	931.91	1,133.38
	Binod Agrawal	4.94	13.75
	Anupama Khanna	5.55	9.67
	Ankush Jain	0.04	-
Purchases net of taxes	D S Enterprises	0.19	7.15
Balances with related parties			
<i>Other liabilities</i>			
Long Term & Short Term Borrowing Payable			
Loan from Directors/Relatives	Durga Prasad Jhawar	-	750.97
	Chetana Toshniwal	-	1.25
	Lalita Bhootra	-	2.50
	Nilesh Toshniwal	-	4.85
	Pinky Maheshwari	-	3.63
Interest Payable	Chetna Toshniwal	0.09	-
	Lalita Bhootra	0.19	-
	Nilesh Toshniwal	0.36	-
	Pinky Maheshwari	0.27	-
Other Payable	Deepak Agrawal	-	0.38
	Pinky Maheshwari	-	1.50
	Rakhi Toshniwal	-	1.50
Salary Payable	Deepak Agrawal	2.98	-
	Nilesh Toshniwal	0.30	-
	Rakhi Toshniwal	0.20	-
	Pinky Maheshwari	0.50	-
Trade Receivable/Receivable	D S Enterprises	28.72	22.96
	Anuppama Khanna	0.01	-
	Binod Agrawal	0.42	0.01

## 27. Ratio

Sr. No.	Ratio Analysis	Numerator	Rs. In lakhs	Denominator	Rs. In lakhs	31st March 2023	31st March 2022	Remarks
1.	<b>Current Ratio</b>	Current Assets	9,168.85	Current Liabilities	3,427.84	2.67	2.47	Decrease in current liabilities as compared to preceeding year
2.	<b>Debt Equity Ratio</b>	<b>Total Borrowings</b> (Long Term & Short Term Borrowings)	2,478.26	<b>Shareholder's Equity</b> Total Shareholders Equity	6,342.80	0.39	0.66	Decrease in Borrowings and increase in shareholders equity fund as compared to preceeding year
3.	<b>Debt Service Coverage Ratio</b>	<b>Net Operating Income</b> Net Profit after tax + non-cash operating expenses like depreciation and other amortization + Interest+ other adjustments like loss on sale of fixed assets,etc.	685.82	<b>Debt Service</b> Current Debt Obligation (Interest + Installments)	253.48	2.71	1.65	Increase in net profit after tax and decrease in debt service as compared to preceeding year
4.	<b>Return on Equity Ratio</b>	<b>Profit for the period</b> Net Profit after taxes - preference dividend (if any)	367.18	<b>Avg. Shareholders Equity</b> (Beginning shareholders' equity + Ending shareholders' equity)/2	5,812.79	0.06	0.02	Increase in net profit after tax as compared to preceeding year
5.	<b>Inventory Turnover Ratio</b>	<b>Cost of Goods sold</b> (Opening Stock + Purchases) – Closing Stock	39,221.44	<b>Average Inventory</b> (Opening Stock + Closing Stock)/2	3,336.73	11.75	12.14	Nil
6.	<b>Trade Receivables Turnover Ratio</b>	<b>Net Credit Sales</b> Net Credit Sales	41,891.15	<b>Average Trade Receivables</b> (Beginning Trade Receivables + Ending Trade Receivables) / 2	2,752.30	15.22	20.82	Increase in trade receivable as compared to preceeding year
7.	<b>Trade Payables Turnover Ratio</b>	<b>Total Purchases</b> Annual Net Credit Purchases	35,424.95	<b>Average Trade Payables</b> (Beginning Trade Payables + Ending Trade Payables) / 2	1,276.28	27.76	38.96	Decrease in Credit Purchases as compared to preceeding year
8.	<b>Net Capital Turnover Ratio</b>	<b>Net Sales</b> Total Sales - Sales Return	41,891.15	<b>Average Working Capital</b> Current Assets - Current Liabilities	5,741.01	7.30	7.41	Nil
9.	<b>Net Profit Ratio</b>	<b>Net Profit</b> Profit After Tax	367.18	<b>Net Sales</b> Sales	41,891.15	0.009	0.003	Increase in net profit after tax as compared to preceeding year
10.	<b>Return on Capital employed</b>	<b>EBIT</b> Profit before Interest and Taxes	705.85	<b>Capital Employed</b> Total Assets - Current Liabilities	6,765.71	0.10	0.05	Increase in net profit before tax and interest as compared to preceeding year

### Note:

The formulas are as per Guidance Note on Division I – Non Ind AS Schedule III to the Companies Act, 2013 and Financial Management Study Module.

## **ADDITIONAL REGULATORY INFORMATION REQUIRED BY SCHEDULE III TO THE COMPANIES ACT , 2013**

### **28 Registration of charges or satisfaction with Registrar of Companies (ROC)**

All charges or satisfaction are registered with ROC within the statutory period for the period ended 31st March 2023 and 31 March 2022. No charges or satisfactions are yet to be registered with ROC beyond the statutory period.

### **29 Event after reporting date**

There have been no events after the reporting date.

### **30 Compliance with number of layers of companies**

The Group 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 for the period ended 31st March 2023 and 31 March 2022.

### **31 Utilisation of Borrowed funds and share premium**

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 Group to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries). The Group has also not received any fund from any parties (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

### **32 Compliance with approved Scheme(s) of Arrangements**

There is no any scheme of Arrangement or Amalgamation initiated or approved by the Board of Directors and / or Shareholders of the Group or competent authority during the period ended 31 March 2023 and 31 March 2022 or in earlier years.

### **33 Undisclosed income**

There are no transactions which have not been recorded in the books of accounts.

### **34 Title deeds of Immovable Properties not held in name of the Group**

The Group does not possess any immovable property (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee) during the period ended 31 March 2023 and 31 March 2022.

### **35 Details of Crypto Currency or Virtual Currency**

The Group has not traded or invested in Crypto currency or Virtual currency during the current or preceding financial year.

### **36 Details of Benami Property Held**

No proceedings have been initiated during the financial year or pending as at the end of the financial year against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

### 37 Wilful Defaulter

The Group has not been declared as a wilful defaulter by any bank or financial institution or other lender in the current or preceding financial year.

### 38 Relationship with Struck off Companies

The Group have not entered into any transaction during the current or previous financial year with the companies whose names have been struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and there is no outstanding receivable from / payable to such companies as at the end of year.

39 The previous year's figures have been recast / regrouped / rearranged wherever considered necessary.

### 40 There are no Loans or Advances in the nature of loans granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) that are:

(a) repayable on demand or

(b) without specifying any terms or period of repayment

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loan and Advances in the nature of loans
Promoters	Nil	Nil
Directors	Nil	Nil
KMP's	Nil	Nil
Related Parties	Nil	Nil

41 Balance of Debtors & Creditors & Loans & advances Taken & giving are subject to confirmation and subject to consequential adjustments, if any. Debtors & creditors balance has been shown separately and the advances received and paid from/to the parties is shown as advance from customer and advance to suppliers.

42 The said provisions of Corporate Social Responsibility under section 135 of Companies Act, 2013 are applicable to the company. However, current year not liable for contribution to CSR activities.

43. (i) Additional regulatory information required by schedule iii to the companies act , 2013.  
*As at 31st March 2023*

Name of the entity in	Net Assets i.e., total assets minus total liabilities		Share in profit or loss	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount
	2	3	4	5
Parent				
Proventus Agrocom Limited	98.78%	6,265.64	63.88%	229.02
Subsidiaries Indian				
Proventus Retail Private Limited	-0.18%	(11.23)	-17.51%	(62.76)
Prov Foods Private Limited	8.93%	566.22	49.43%	177.19
Prov Nova-Bio Technologies Private Limited	0.29%	18.43	4.95%	17.74
Foreign				
Proventus DMCC	3.72%	235.89	1.67%	5.99

Minority interest in all subsidiaries Associates  
(Investment as per equity method)

Prov Nova-Bio Technologies Private Limited	-0.14%	(9.03)	-2.43%	(8.69)
Inter - Company Elimination & Consolidated Adjustment	-11.40%	(723.14)	-	-
<b>Total</b>	<b>100.00%</b>	<b>6,342.80</b>	<b>100.00%</b>	<b>358.49</b>

(ii) Additional regulatory information required by schedule iii to the companies act , 2013.  
**As at 31st March 2022**

Name of the entity in	Net Assets i.e., total assets minus total liabilities		Share in profit or loss	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount
	2	3	4	5
Parent				
Proventus Agrocom Private Limited	101.32%	5,352.64	88.11%	100.17
Subsidiaries Indian				
Proventus Retail Private Limited	0.98%	51.54	4.59%	5.21
Prov Foods Private Limited	7.36%	389.03	48.88%	55.57
Prov Nova-Bio Technologies Private Limited	0.01%	0.69	0.48%	0.54
Foreign				
Proventus DMCC	4.02%	212.40	-41.83%	(47.55)
Minority interest in all subsidiaries Associates (Investment as per equity method)				
Prov Nova-Bio Technologies Private Limited	-0.01%	(0.34)	-0.23%	(0.27)
Inter - Company Elimination & Consolidated Adjustment	-13.69%	(723.17)	-	-
<b>Total</b>	<b>100.00%</b>	<b>5,282.79</b>	<b>100.00%</b>	<b>113.69</b>

#### 44. Segment reporting

The Group has operated only in one business segment i.e Agro Commodity business (Major business Dryfruits) during the year. Therefore, the group has only one reportable business segment, the results of which are disclosed in the financial statements. Since business operations of the group are concentrated in India, the group is considered to operate mainly in domestic segment and therefore there is no reportable geographic segment.

#### 45. The following commodities futures have open interests as on the balance sheet date:

Open interests commodities future as on the balance sheet date

Sr. No.	Name of future	For the year ended 31 March 2023	
		Number of contracts	Number of units involved
	Long Position		
1	BSEALMOND (Expiry 19.05.23)	4	4000
	Short Position		
2	BSEALMOND (Expiry 20.04.23)	11	11000

#### 46. Details of dues to micro, small and medium enterprises

Trade Payables includes Rs. Nil payable to "Suppliers" registered under the Micro, Small and Medium Enterprises Development Act, 2006. No interest has been paid/is payable by the Company during the period to "Suppliers" registered under this act. The aforementioned is based on the responses received by the Company to its inquiries with suppliers with regard to applicability under the said act.

#### 47. Capital commitments and contingent liabilities

The Company has no capital commitments and contingent liabilities amount Rs. 10 Lakh Bank Guarantee given as at the balance sheet.

#### 48. Foreign currency transaction

The Company has undertaken the following transactions in foreign currency:

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Expenditure incurred in foreign currency. (on accrual basis)		
Import purchase	16831.43	13516.37
Ocean Freight	197.97	60.67
Business Promotion & Exhibition Expenses	7.05	NIL
Foreign Travelling Expenses	1.47	0.78

#### 49. Earnings per share

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
(a) Profit after tax (as per statement of profit and loss)	358.49	113.69
Less: Dividend on preference share capital	-	-
Net profit for the period attributable to equity shareholders	358.49	113.69
(b) Calculation of weighted average number of equity Shares of Rs. 10 each		
Number of shares outstanding at the beginning of the year	27,55,768	27,55,768
Number of Shares issued during the year	-	-
Total number of equity shares outstanding at the end of the year	27,55,768	27,55,768
Weighted average number of equity shares outstanding during the year (based on the date of issue of shares)*`	25,36,069	24,85,768
(c) Basic and diluted earnings per share (in rupees) (a)/(b)	14.14	4.57

**\*Note:** During the year 3,00,000 Equity Shares are converted partly paid up (Rs 1) to fully paid up of Rs.10/-each and balance Rs. 9 called up dated 23.01.2023 and accordingly weighted number of shares calculated.

## 50. Operating leases

The Company has taken premise on operating lease. Gross rental expenses for the year ended 31 March 2023 aggregated to Rs. 116.80 lakhs (Previous year: Rs. 107.60 lakhs) which has been included under the head Operating expenses – Rent under note 23 in the statement of profit and loss.

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Minimum lease payments for non-cancellable lease		
- not later than one year	137.62	62.01
- later than one year and not later than five years	294.79	78.43
- later than five years	-	-

## 51. Disclosure pursuant to Accounting Standard 15 (Revised) - Employee benefits:

The Company has classified the various benefits provided to employees as under:

### A) Employers Contribution to Employee Provident Fund/ESIC

The expense recognised during the period towards defined contribution plan –

(Amount in Rs. Lakhs, unless mentioned otherwise)

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Employers Contribution to Employee Provident Fund	0.69	0.56
Employers Contribution to ESIC	0.25	-

### B) Defined contribution plan (gratuity):

Amount of Rs. 11.61 lakhs (Previous period: (7.05) lakhs is recognised as expenses/(Income) and included in "employee benefit" – Notes 23 in the statement of profit and loss.

The following tables summarise the components of the net employee benefit expenses recognised in the statement of profit and loss and amounts recognised in the balance sheet for the gratuity benefit plan.

#### Statement of profit and loss of the year/period

Net employee benefits expenses (recognised in employee cost):

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Current service cost	7.26	7.64
Interest on defined benefit obligation	2.64	2.05
Actuarial loss/(gain)	1.70	(2.64)
Recognised Past Service Cost-Vested	-	-
Recognised Past Service Cost-Unvested	-	-
<b>Total included in employee benefit expenses</b>	<b>11.61</b>	<b>7.05</b>

## Balance sheet

Details of provision for gratuity:

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Liability at the end of the year/period	49.60	37.99
Amount in balance sheet	49.60	37.99

Changes in the present value of the defined benefit obligation are as follows:

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Liability at the beginning of the year/period	37.99	30.94
Transfer in/(out)	-	-
Interest cost	2.64	2.05
Current service cost	7.27	7.64
Benefits Paid	-	-
Actuarial (gain)/loss on obligations	1.70	(2.64)
Liability at the end of the year/period	49.60	37.99

Amount recognised in the balance sheet:

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Liability at the end of the year/period	49.60	37.99
Fair value of plan assets at the end of year/period	-	-
Amount recognized in balance sheet	49.60	37.99

Non-current liability at the end of the year 44.88/- (Previous Year 34.86)

Current liability at the end of the year 4.72/- (Previous Year 3.13)

Experience adjustment:

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
On plan liabilities (gain)/loss	2.79	(1.02)
Actuarial loss/(gain) due to change in financial assumptions	(1.09)	(1.62)
On plan assets (gain)/loss	-	-
Estimated contribution for next year/period	-	-
Net actuarial loss/ (gain) for the year	1.70	(2.64)



Principle actuarial assumptions at the balance sheet date:

<b>Particulars</b>	<b>For the Year ended 31st March 2023</b>	<b>For the Year ended 31st March 2022</b>
Discount rate current	7.50%	7.25%
Salary escalation current	8.00%	8.00%
Employees attrition rate	1%-10%	1%-10%

As per our report of even date attached.

For N B T and Co

Chartered Accountants

Firm Registration No.: 140489W

Ashutosh Biyani

Partner

Membership No.: 165017

Mumbai

Date: 22nd August 2023

For and on behalf of the Board of Directors

Durga Prasad Jhawar

Director

DIN: 02005091

Shalin Khanna

Director

DIN: 06734684

Pinal Rakesh Darji

Company Secretary

Ankush Bhaghchand Jain

Chief Financial Officer

## Standalone Cash Flow Statement for the year ended 31st March 2023

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before tax and Extraordinary Items	458.01	156.44
<b>Adjustments for</b>		
Depreciation & Amortization	70.80	88.27
Interest & Finance Charges	247.84	200.49
Dividend on investment	(6.96)	(0.23)
Interest Income	(5.79)	(19.11)
<b>Operating cash flow Before Working Capital Adjustments</b>	<b>763.90</b>	<b>425.86</b>
<b>Changes in Working Capital</b>		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Inventories	805.07	(1,193.59)
Trade receivables	(1,394.07)	86.68
Short-term loans and advances	(12.80)	(17.85)
Other Non current assets	(37.37)	(2.96)
Other current assets	60.72	0.90
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	29.26	618.38
Other current liabilities	(39.78)	52.65
Short Term Provision	5.20	7.24
<b>Cash generated from operations</b>	<b>(25.06)</b>	<b>(140.58)</b>
Direct Tax Paid (Refund) [Net]	64.45	(36.49)
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>(89.50)</b>	<b>(104.08)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Capital expenditure on fixed assets, including capital advances	(103.18)	(91.69)
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>(103.18)</b>	<b>(91.69)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest & Finance Charges	(247.84)	(200.49)
Dividend on investment	6.96	0.23
Interest Income	5.79	19.11
Proceeds from issue of share capital	684.00	-
Short-term Borrowings	(258.17)	102.68
Long Term Borrowing	(742.48)	400.65
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>(551.73)</b>	<b>322.18</b>
D. Change in foreign exchange translation reserve - D	17.51	8.39

<b>Net increase (decrease) in cash and cash equivalents (A+B+C+D)</b>	(726.90)	134.80
<b>Cash and cash equivalents at the beginning of the year</b>	1,434.29	1,299.50
<b>Cash and cash equivalents at the end of the year</b>	<b>707.39</b>	<b>1,434.29</b>
<b>Cash and cash equivalents at the end of the year comprises :</b>		
(a) Cash on hand	20.14	9.27
(b) Balances with banks		
(i) In current accounts	643.79	1,407.18
(ii) In deposit accounts	43.46	17.84
	<b>707.39</b>	<b>1,434.29</b>

**NOTES:**

**1 The Cash Flow Statement has been prepared as per Indirect Method**

As per our report of even date attached  
**For N B T and Co**  
Chartered Accountants  
Firm Registration No : 140489W

For and on behalf of the Board of Directors  
**of Proventus Agrocom Limited**

**Ashutosh Biyani**  
Partner  
M. No. 165017  
Place : Mumbai  
Date : 22nd August 2023

**Durga Prasad Jhavar**  
MD and CEO  
(DIN:02005091)

**Shalin Khanna**  
Whole Time Director  
(DIN:06734684)

**Pinal Rakesh Darji**  
Company Secretary

**Ankush Bhagchand Jain**  
Chief Financial Officer











**PROVENTUS**  
A g r o c o m

**Regd Office :** Unit 515, 5th Floor, C Wing,  
1 MTR Cabin, Atrium, Village Mulgaon, MV Road,  
Andheri (East), Near Acme Plaza, Mumbai-400 069,  
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