



CIN: U15143HR1991PTC085833

Vatika Professional Point, 3rd Floor, Golf Course Extension Road, Sector-66, Gurgaon – 122018,

Haryana, India

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Website – www.adm.com

NOTICE OF MEETING OF UNSECURED CREDITORS (CONVENED PURSUANT TO ORDER DATED 23 DECEMBER 2022 (AS AMENDED BY ORDER SHEET OF HEARING HELD ON 24 JANUARY 2023) OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH)

| MEETING | | | | | |
|--|--|--|--|--|--|
| Day Thursday | | | | | |
| Date | Date 16 March 2023 | | | | |
| Time | Time 11.00 A.M. (IST) | | | | |
| Venue | Venue Hotel Express Inn Boisar, Next To Big Bazar, Ostwal Empire, Boisar - | | | | |
| Tarapur Road, Boisar, Maharashtra 401501 | | | | | |

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH COMPANY APPLICATION NO. CA(CAA) No. 84/MB/C-1/2022

IN THE MATTER OF:

SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT 2013, READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES 2016.

AND IN THE MATTER OF:

ADM AGRO INDUSTRIES LATUR & VIZAG PRIVATE LIMITED [CIN U15143MH1991PTC378170], A COMPANY INCORPORATED UNDER THE PROVISIONS OF COMPANIES ACT, 1956 AND HAVING ITS REGISTERED OFFICE AT PLOT NOS. G 75-86, MIDC, LATUR- 413531, MAHARASHTRA, Tel. No. +91-124-4937800; Fax No. +91-124-4937889; Email: indialegal@adm.com; Website: www.adm.com

AND IN THE MATTER OF:

SCHEME OF AMALGAMATION BETWEEN ADM AGRO INDUSTRIES LATUR & VIZAG PRIVATE LIMITED ("AMALGAMATING COMPANY 1"), EVIALIS INDIA LIMITED ("AMALGAMATING COMPANY 2"), ADM AGRO INDUSTRIES INDIA PRIVATE LIMITED ("AMALGAMATED COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS FOR INTER ALIA THE AMALAGMATION OF AMALGAMATING COMPANY 1 AND AMALGAMATING COMPANY 2 INTO AND WITH THE AMALGAMATED COMPANY.

NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF ADM AGRO INDUSTRIES LATUR & VIZAG PRIVATE LIMITED

To

The Unsecured Creditors of ADM Agro Industries Latur & Vizag Private Limited

NOTICE is hereby given that by an Order dated 23 December 2022, as amended by Order Sheet of Hearing held on 24 January 2023 (the "Order"), in the above mentioned Company Scheme Application No. CA(CAA) No. 84/MB/C-1/2022, the National Company Law Tribunal, Mumbai Bench has directed a Meeting (the "Meeting") to be held of the Unsecured Creditors of ADM Agro Industries Latur & Vizag Private Limited (the "Company"), for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation between ADM Agro Industries Latur & Vizag Private Limited, Evialis India Limited, ADM Agro Industries India Private Ltd and their respective shareholders and creditors (the "Scheme").

In pursuance of the Order and as directed therein, further Notice is hereby given that a Meeting of the Unsecured Creditors of the Company will be held at Hotel Express Inn Boisar, Next To Big Bazar, Ostwal Empire, Boisar - Tarapur Road, Boisar, Maharashtra 401501 on Thursday, the 16th day of March 2023 at 11:00 AM (IST) to transact the business as stated hereunder, at which time and place the said Unsecured Creditors are requested to attend, and consider and if thought fit, approve with or without modification(s), the resolution set out below in this Notice under Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) with the requisite majority.

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, other applicable enactments, rules, regulations and guidelines, Memorandum and Articles of Association of the Company and subject to the sanction by the National Company Law Tribunal, Mumbai Bench ("NCLT"/ "Tribunal") and subject to other approvals, permissions and sanctions



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as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT, the approval of the Unsecured Creditors of the Company be and is hereby accorded to the proposed Scheme of Amalgamation between ADM Agro Industries Latur& Vizag Private Limited, Evialis India Limited, ADM Agro Industries India Private Limited and their respective shareholders and creditors (the "Scheme")"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangements embroiled in the Scheme and to accept such modification, amendments, limitations and conditions, if any, which may be required and/or imposed by the NCLT and /or any other authority(ies) while sanctioning the Scheme or by any authority under the Law, or as may be required for the purpose of resolving any doubt or difficulties that may arise in giving effect to the Scheme, as the Board may be deem fit and proper, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Unsecured Creditors of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

As permitted by the Order, the Company is sending the Notice through electronic mail to Unsecured Creditors whose electronic mail address is available with the Company. For other Unsecured Creditors, Notice is being sent through registered post or speed post or through courier.

Unsecured Creditors can vote on the resolution at the Meeting.

Explanatory Statement pertaining to the said Resolution setting out the material facts and reasons thereof under Sections 230 and Section 102 of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with copy of the Scheme and other annexures, is enclosed. Copies of the same can also be obtained free of cost from the registered office of the Company. Unsecured Creditors entitled to attend and vote at the meeting (or respective meetings), may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the company at Plot Nos. G 75-86, MIDC, Latur- 413531, Maharashtra not later than 48 hours before the meeting.

Forms of proxy can be had at the registered office of the Company and is also enclosed with the Notice. Unsecured Creditors may submit their representations, if any, to the Tribunal and a copy of such representations to be simultaneously served upon ADM Agro Industries Latur & Vizag Private Limited, Evialis India Limited and ADM Agro Industries India Private Limited.

The National Company Law Tribunal, Mumbai Bench has appointed Mr. M.A. Kuvadia (former Regional Director, Ministry of Corporate Affairs) as the Chairperson and scrutinizer for the Meeting.

The above mentioned Scheme of Amalgamation, if approved in the Meeting, will be subject to the subsequent approval by the National Company Law Tribunal, Mumbai Bench.

Sd/-Mr. M.A. Kuvadia Chairperson

Date: 10 February 2023 Place: Gurugram



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NOTES:

- 1. In accordance with the Order, this Notice is being sent by email to all Unsecured Creditors whose name is recorded in the books of accounts of the Company as on January 31, 2023 (the "Cut-off date").
- 2. Unsecured Creditors attending the Meeting shall be entitled to cast their vote on the resolution for approval of the Scheme of Amalgamation at the Meeting. Voting rights of each Unsecured Creditors shall be reckoned basis the value of the Company's unsecured debt from such Unsecured Creditor as on the Cut-off date. A person who is not an Unsecured Creditors as on the Cut-off Date should treat this Notice of Meeting for information purpose only.
- 3. An Unsecured Creditor entitled to attend and vote at the Meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself/herself and such a proxy/proxies so appointed need not be a creditor of the Company. The form of proxy duly completed should, however, be deposited at the registered office of the Company not later than 48 hours before the time fixed for the Meeting. Form of proxy is annexed to this Notice and can also be obtained from the registered office of the Company.
- 4. All alterations made in the form of Proxy should be initialed.
- 5. An Unsecured Creditor which is a body corporate is entitled to appoint authorised representatives to attend the Meeting, provided that such body corporate sends a scanned copy (PDF) of the board resolution/power of attorney authorizing its representatives to attend and vote at the Meeting on its behalf pursuant to Section 113 of the Act. The said authorization may be sent to the Company (along with a copy of such representative's identification proof) through registered post or by email to indialegal@adm.com not later than 48(forty eight) hours prior to the commencement of the Meeting.
- 6. A statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the business to be transacted at the Meeting is annexed hereto and forms part of this Notice. The Notice, Explanatory Statement and all documents referred to therein shall be available at https://www.adm.com/en-us/about-adm/locations/asia-pacific/.
- 7. In line with the Order, the quorum of the Meeting shall consist of 10 Unsecured Creditors of the Company.
- 8. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if the resolution mentioned in the notice has been approved at the meeting by a majority of persons representing three fourth in value of the Unsecured Creditors present and voting at the Meeting.
- 9. The material documents referred to in the accompanying Explanatory statement and pursuant to applicable provisions, shall be open for inspection from 10:00 a.m. to 5:00 p.m. on all working days (except Sundays and Public Holidays) upto 1 (one) day prior to the date of the Meeting at the registered office of the Company. Copies of the Scheme of Amalgamation and Explanatory Statement can be obtained free of charge at the registered office of the Company or by sending a request through email to indialegal@adm.com
- 10. The Notice convening the aforesaid Meeting will also be published through advertisement in Business Standard (Mumbai and Pune Edition) in English and Lokmat (Mumbai Edition and Latur Pullout – Hello Latur) in Marathi.



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- 11. The Chairperson shall scrutinize the votes cast the Meeting, and declare the result of the Meeting.
- 12. The result of the Meeting declared by the Chairperson will be available on the website of the Company at https://www.adm.com/en-us/about-adm/locations/asia-pacific/.
- 13. Route map for of the Venue of the Meeting is provided and forms part of this Notice.
- 14. Capitalized terms which are used in the Notice or the Explanatory Statement but which are not defined herein shall have the meaning assigned to them in the Scheme, unless otherwise stated.
- 15. **Note:** Please submit the signed attendance sheet along with copy of Identity Proof at the venue of the meeting



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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH COMPANY APPLICATION NO. CA(CAA) No. 84/MB/C-1/2022

IN THE MATER OF:

SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT 2013, READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES 2016.

AND IN THE MATTER OF:

ADM AGRO INDUSTRIES LATUR & VIZAG PRIVATE LIMITED [CIN U15143MH1991PTC378170], A COMPANY INCORPORATED UNDER THE PROVISIONS OF COMPANIES ACT, 1956 AND HAVING ITS REGISTERED OFFICE AT PLOT NOS. G 75-86, MIDC, LATUR- 413531, MAHARASHTRA, Tel. No. +91-124-4937800; Fax No. +91-124-4937889; Email: indialegal@adm.com; Website: www.adm.com

AND IN THE MATTER OF:

SCHEME OF AMALGAMATION BETWEEN ADM AGRO INDUSTRIES LATUR & VIZAG PRIVATE LIMITED ("AMALGAMATING COMPANY 1"), EVIALIS INDIA LIMITED ("AMALGAMATING COMPANY 2"), ADM AGRO INDUSTRIES INDIA PRIVATE LIMITED ("AMALGAMATED COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS FOR INTER ALIA THE AMALAGMATION OF AMALGAMATING COMPANY 1 AND AMALGAMATING COMPANY 2 (TOGETHER THE "AMALGMATING COMPANIES") INTO AND WITH THE AMALGAMATED COMPANY.

EXPLANATORY STATEMENT UNDER SECTIONS 230 AND 102 OF THE COMPANIES ACT, 2013, READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

- 1. The National Company Law Tribunal, Mumbai Bench, ("Tribunal"), by an Order dated 23 December 2022, as amended by Order Sheet of Hearing held on 24 January 2023 (the "Order") in the Company Application referred to above, with respect to the Scheme of Amalgamation between ADM Agro Industries Latur & Vizag Private Limited ("Amalgamating Company 1"), Evialis India Limited ("Amalgamating Company 2"), ADM Agro Industries India Private Limited ("Amalgamated Company") and their respective shareholders and creditors for the amalgamation of Amalgamating Company 1 and Amalgamating Company 2 into and with the Amalgamated Company (the "Scheme") has directed the convening of the Meeting of the Unsecured Creditors of ADM Agro Industries Latur & Vizag Private Limited to be held at 11:00 AM (IST) 16 March 2023 (Thursday) at Hotel Express Inn Boisar, Next To Big Bazar, Ostwal Empire, Boisar Tarapur Road, Boisar, Maharashtra 401501.
- 2. The Order further directs that: (i) the meeting of the shareholders of the Company is dispensed with, as almost 100% of the shareholders of the Company have given their consent affidavit approving the Scheme; and (i) as the Company does not have any secured creditors, the requirement of issuing notice to and conducting meeting of secured creditors does not arise.
- 3. ADM Agro Industries India Private Limited is a private limited company incorporated under the Companies Act, 1956, having its registered office at Plot No J-97, MIDC, Tarapur Industrial Area Doripuja Road, Near Mahavir Chambers, Boisar Palghar Thane, Maharashtra 401506 and email id of Amalgamated Company is indialegal@adm.com. Amalgamated Company was incorporated on April 30, 2009 with the name 'ADM Agro Industries India Private Limited'. The registered office of the Amalgamated Company was shifted from the NCT of Delhi to the State of Maharashtra, as



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recorded in the 'Certificate of Registration of Regional Director order for Change of State' dated February 16, 2017. The CIN of the Amalgamated Company is U01403MH2009PTC291309 and PAN is AAHCA6963E. The shares of the Amalgamated Company are not listed on any stock exchange.

- 4. Amalgamated Company is authorized to and primarily engaged *inter alia* in the business of manufacturing/ extraction/ trading/ refining/ processing and packaging of edible oils from oil seeds and other agro based products, and trading of certain agricultural and imported products and manufacturing and supply of menthol, mint oils and flavours to the oral care, confectionery, chewing gum and pharmaceutical industry.
- 5. The share capital structure of the Amalgamated Company as on January 31, 2023 was as follows:

| Share Capital | Amount in Rs. |
|---|---------------|
| Authorised Capital | |
| 25,50,00,000 equity shares of Rs. 10 each | 255,00,00,000 |
| Issued, Subscribed and Paid-up | |
| 24,91,07,297 equity shares of Rs. 10 each | 249,10,72,970 |

- 6. ADM Agro Industries Latur & Vizag Private Limited is a private limited company incorporated under the provisions of Companies Act, 1956 having its registered office at Plot Nos. G 75-86, MIDC, Latur- 413531, Maharashtra and email id of Amalgamating Company 1 is indialegal@adm.com. The CIN of Amalgamating Company 1 is U15143MH1991PTC378170 and PAN is AAACT0700F. The shares of the Amalgamating Company 1 are not listed on any stock exchange. Amalgamating Company 1 is an associate company of the Amalgamated Company, and its ultimate holding company, i.e., Archer Daniels Midland Company, U.S.A is also the ultimate holding company of the Amalgamated Company.
- 7. Amalgamating Company 1 was incorporated on October 14, 1991, with the name 'Pratham Oils & Chemicals Private Limited in Mumbai. The Amalgamating Company 1 was changed from a private limited company to a public limited company and its name was changed to Tinna Oils & Chemicals Limited on September 03, 1992. Thereafter, its registered office was changed from the State of Maharashtra to the State of Delhi, as recorded in the 'Certificate of Registration of the Order of the CLB confirming transfer of the registered office from one state to another' dated October 08, 1996 issued by the Registrar of Companies, Maharashtra, and certificate dated November 05, 1996 issued by the Registrar of Companies, NCT of Delhi and Haryana. Thereafter, Amalgamating Company 1 was re-converted into a private limited company and consequently its name was changed to Tinna Oils & Chemicals Private Limited, as recorded in the 'Fresh Certificate of Incorporation Consequent Upon Change of Name on Conversion to Private Limited Company' dated October 18, 2011, and thereafter changed to 'ADM Agro Industries Latur & Vizag Private Limited', as recorded in the 'Fresh Certificate of Incorporation Consequent upon Change of Name' dated October 18, 2011. Thereafter, the registered office of Amalgamating Company 1 was shifted from the State of Delhi to the State of Haryana, as recorded in the 'Certificate of Registration of Regional Director order for Change of State' dated March 18, 2020. Subsequently, the registered office of the Amalgamating Company 1 was shifted from the State of Haryana to the State of Maharashtra as recorded in the 'Certificate of Registration of Regional Director order for Change of State' dated March 09, 2022.
- 8. Amalgamating Company 1 is authorized to, and primarily engaged in the business of manufacturing/extraction/trading/refining/processing and packaging of edible oils and other agro based products and deoiled cakes/cattle feed.





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9. The share capital structure of the Amalgamating Company 1 as on January 31, 2023 was as follows:

| Share Capital | Amount in Rs. | | | |
|--|---------------|--|--|--|
| Authorised Capital | | | | |
| 2,70,00,000 equity shares of Rs. 10 each | 27,00,00,000 | | | |
| Issued, Subscribed and Paid-up | | | | |
| 2,03,21,411 equity shares of Rs. 10 each | 20,32,14,110 | | | |

- 10. Evialis India Limited is a public limited company incorporated under the provisions of Companies Act, 1956, having its registered office at Plot No. 32, MIDC, Tarapur District Palghar Thane, Maharashtra 401506 and email id of Amalgamating Company 2 is indialegal@adm.com. The CIN of Amalgamating Company 2 is U15330MH1998PLC113992 and PAN is AABCE6647F. The shares of the Amalgamating Company 2 are not listed on any stock exchange. Amalgamating Company 2 is a step-down subsidiary of the ultimate holding company of the Amalgamated Company, i.e., Archer Daniels Midland Company, U.S.A.
- 11. Amalgamating Company 2 was incorporated on March 16, 1998 with the name 'Nutech Feeds Private Limited'. Its name was changed to Nutech Feeds Limited pursuant to its conversion into a public company, as recorded in the 'Certificate of Change of Name' dated September 05, 2001. Thereafter, its name was changed to 'Evialis India Limited', as recorded in the 'Fresh Certificate of Incorporation consequent on change of name' issued by the Registrar of Companies, Mumbai on December 23, 2003.
- 12. Amalgamating Company 2 is authorized to, and primarily engaged in the business of manufacturing, importing and sale of animal nutritional products like feed concentrates, additives and compounds for animal feed, poultry feed and shrimp feed.
- 13. The share capital structure of the Amalgamating Company 2 as on January 31, 2023 was as follows:

| Share Capital | Amount in Rs. | | | |
|--|---------------|--|--|--|
| Authorised Capital | | | | |
| 25,00,000 equity shares of Rs. 10 each | 2,50,00,000 | | | |
| Issued, Subscribed and Paid-up | | | | |
| 16,00,000 equity shares of Rs. 10 each | 1,60,00,000 | | | |

- 14. The Scheme provides inter alia for amalgamation of Amalgamating Company 1 and Amalgamating Company 2 into and with the Amalgamated Company in accordance with Sections 230-232 of Companies Act, 2013 and Section 2(1B) of the Income Tax Act, 1961.
- 15. The Scheme is in the interest of the Amalgamating Companies and the Amalgamated Company and all their concerned stakeholders, and has the following objects, rationale and the benefits to the company involved in the Scheme and respective members & creditors:
 - (i) consolidation of the businesses presently being carried on by the Amalgamating Companies and the Amalgamated Company, which shall create greater synergies between the business operations of all the companies;
 - (ii) optimal utilisation of resources due to pooling of management, administrative and technical skills of various resources of all the companies, better administration, and cost reduction, including reduction in managerial, administrative and other common costs;
 - (iii) better alignment, coordination and streamlining of day-to-day operations of all the companies, leading to improvement in overall working culture and environment;



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- (iv) creation of large asset base and facilitating access to better financial resources; and
- (v) creation of value for various stakeholders and shareholders of both the Amalgamating Companies and that of the Amalgamated Company, as a result of the foregoing.
- 16. The salient features of the Scheme are as follows:
 - (i) Appointed date: April 01, 2021, or such other date as may be directed / approved by the Tribunal. The Scheme shall become effective upon the filing of a certified copy of the order of the Tribunal sanctioning the Scheme with the registrar of companies by each of the Applicant Companies (the "Effective Date"), and shall be deemed to have become effective from the Appointed Date.
 - (ii) The Scheme provides inter-alia for amalgamation of Amalgamating Company 1 and Amalgamating Company 2 into and with the Amalgamated Company.
 - (iii) Upon this Scheme becoming effective, all present and future assets and liabilities and the entire business of each of Amalgamating Company 1 and Amalgamating Company 2 shall stand transferred to and vested in the Amalgamated Company (with effect from the Appointed Date), without any further act or deed, together with all its properties, assets, rights, benefits and interest therein.
 - (iv) In consideration of the amalgamation of Amalgamating Company 1 into and with the Amalgamated Company, the Amalgamated Company shall issue consideration equity shares to the shareholders of the Amalgamating Company 1 (as of the Record Date, to be determined in accordance with the Scheme) as per the "Share Entitlement Ratio" of 1904:100, i.e., each equity shareholder of the Amalgamating Company 1 shall be issued 1904 (one thousand nine hundred and four) fully paid-up equity shares of Rs. 10 (Rupees ten) each of the Amalgamated Company for every 100 (one hundred) fully paid-up equity shares of Rs. 10 each held by such equity shareholder in the Amalgamating Company 1 as on the Record Date, as more fully elaborated in the Scheme.
 - (v) In consideration of the amalgamation of Amalgamating Company 2 into and with the Amalgamated Company, the Amalgamated Company shall issue consideration equity shares to the shareholders of the Amalgamating Company 2 (as of the Record Date, to be determined in accordance with the Scheme) as per the "Share Entitlement Ratio" of 3570:100, i.e., each equity shareholder of the Amalgamating Company 2 shall be issued 3570 (three thousand five hundred and seventy) fully paid-up equity shares of Rs. 10 (Rupees ten) each of the Amalgamated Company for every 100 (one hundred) fully paid-up equity shares of Rs. 10 each held by such equity shareholder in the Amalgamating Company 2 as on the Record Date, as more fully elaborated in the Scheme.
 - (vi) The Amalgamated Company shall not receive any shares in terms of the aforementioned entitlement / share entitlement ratio, in its capacity as a shareholder of the Amalgamating Company 1, and such of its shareholding in the Amalgamating Company 1 (whether held directly or through nominee shareholders) shall stand cancelled without any consideration upon this Scheme becoming effective.
 - (vii) The Scheme does not envisage any cash payout by the Amalgamated Company as a consideration for amalgamation of either Amalgamating Company 1 or Amalgamating Company 2 (collectively referred as "Amalgamating Companies") into and with the Amalgamated Company.
 - (viii) Upon the Scheme becoming effective, and with effect from the Appointed Date, the entire authorized share capital of the Amalgamating Companies shall stand transferred to the Amalgamated Company.



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(ix) Upon this Scheme becoming effective, Amalgamating Company 1 and Amalgamating Company 2 shall stand dissolved, without following the procedure for winding up prescribed under the Insolvency and Bankruptcy Code, 2016 or requiring any further act or deed, and without being wound-up.

The aforesaid are only the salient features of the Scheme. You are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof.

- 17. The amounts due to the Unsecured Creditors of the Amalgamated Company as on 31 January 2023 was Rs. 2,87,06,71,292/- (Rupees Two Hundred and Eighty Seven Crores Six Lakhs Seventy One Thousand Two Hundred and Ninety Two). The Amalgamated Company does not have any secured creditors.
- 18. The amounts due to the Unsecured Creditors of the Company as on 31 January 2023 was Rs. 2,15,47,70,456/- (Rupees Two Hundred and Fifteen Crores Forty Seven Lakhs Seventy Thousand Four Hundred and Fifty Six). The Company does not have any secured creditors. The amounts due to the Unsecured Creditors of the Amalgamating Company 2 as on 31 January 2023 was Rs. 10,24,74,418/- (Rupees Ten Crores Twenty Four Lakhs Seventy Four Thousand Four Hundred and Eighteen). The Amalgamating Company 2 does not have any secured creditors.
- 19. The Scheme shall have no adverse effect on any of the directors, key management personnel, promoters, non-promoter members, creditors and employees of the Amalgamating Companies and Amalgamated Company as detailed hereinafter:

| Category of Stakeholders | Effect of the Scheme on Stakeholders of respective companies involved in the Scheme | | |
|--|---|--|--|
| Directors | Upon the Scheme becoming effective, Amalgamating Companies stand dissolved without winding up and accordingly, board of directors of Amalgamating Companies shall cease to exist. Further, no director of Amalgamating Companies or Amalgamated Company have any material interests in the Scheme. | | |
| Key management personnel and Employee | As per the Scheme, Upon the Scheme becoming effective all the employees of the Amalgamating Companies shall become employees of the Amalgamated Company. Furter, no Key management personnel of Amalgamating Companies or Amalgamated Company have any material interests in the Scheme. | | |
| Promoters and Non- promoter members | Upon the Scheme becoming effective, the Amalgamated Company shall issue shares in consideration to the shareholders of respective Amalgamating companies as detailed in para 16 of explanatory statement. | | |
| Creditors | As per the Scheme, Upon the Scheme becoming effective and with effect from the Appointed Date, all present and future assets and liabilities, whether or not recorded in the books of accounts of the Amalgamating Companies, and the entire business of the Amalgamating Company 1, shall stand transferred to and vested in the Amalgamated Company, as a going concern, without any further act or deed, as per the provisions contained herein. | | |



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| Depositors and Deposit trustee | Not Applicable as neither Amalgamating Companies nor Amalgamated Company have any outstanding public deposits and therefore the effect of the Scheme on any such depositors and deposit trustee does not arise. |
|---|---|
| Debenture holders and debenture trustee | Not Applicable as neither Amalgamating Companies nor Amalgamated Company have any outstanding debentures and therefore the effect of the Scheme on any such debenture holders and debenture trustee does not arise. |

The Scheme is in the interest of all stakeholders of the Company.

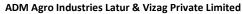
- 20. The Scheme is not subject to approvals, sanctions or no-objection(s) form regulatory or any other government authorities, other than the Tribunal.
- 21. No investigation proceedings have been instituted or are pending in relation to the Amalgamated Company or the Amalgamating Companies under the Companies Act, 1956 or the Companies Act, 2013.
- 22. There is no application under the provisions of the Insolvency and Bankruptcy Code, 2016 or petition pending for winding up of the Amalgamated Company or the Amalgamating Companies.
- 23. The details of the promoter and promoter group of the Company are as under:

| S. No. | Name of the Promoter | Address of the Promoter | No of equity shares held of Rs. 10/- each |
|-----------|--|--|---|
| 1 | Archer Daniels Midland Singapore Pte. Ltd. | 230 Victoria Street, #11-08, Bugis Junction Towers, Singapore 188024 | 1,60,92,212 |
| 2 | ADM Agro Industries India Private Limited | Plot No. J-97, MIDC, Tarapur Industrial Area, Doripuja Road, Near Mahavir Chambers, Boisar, Palghar – 401506, Maharashtra | 42,29,199 |

24. The Board of Directors of the Company in its Meeting held on 17 March 2022 approved the Scheme and filing thereof.

The details of the Directors of the Company who voted in favour of the Resolution, against the Resolution and who did not participate or vote on such Resolution are as under:

| S. No. | Name of Director | Address | Voted for the Resolution | Voted against the Resolution | Did not vote or participate |
|-----------|---------------------------|---|--------------------------------|------------------------------|-----------------------------------|
| 1 | Mr. Apoorve Kumar Garg | 10 Vishnu Road, Near DBS College, Dehradun-248001 Uttarakhand | V | NA | NA |
| 2 | Mr. Pawan Arora* | F-801, Tulip Ivory, Sector-70, Badshahpur, Gurugram, Haryana- 122101 | V | NA | NA |





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| 3 | Mr. Debakanta Dash | Flat No. 24, Enclave H, Ajinky City, Ambajogai Road, Latur-413512 Maharashtra | √ | NA | NA |
|---|--------------------------|--|----------|----|----|
| 5 | Mr. Kshirodh Aggarwal | A101, IDC Apartment, Sector-11, Plot 8C, Dwarka, Delhi-110075 | ~ | NA | NA |

^{*} Mr. Pawan Arora had resigned from the Amalgamating Company 1 w.e.f. 28th July, 2022.

25. The details of the promoter and promoter group of Amalgamating Company 2 are as under:

| S. No. | Name | Address | No of Equity shares held of Rs. 10/- each | |
|-----------|---|-------------------------------------|---|--|
| 1 | Neovia SAS (Formerly known as SAS Invivo NSA) | Talhouet, 56250 Saint-Nolff, France | 1,599,994 | |

26. The Board of Directors of the Amalgamating Company 2 in its Meeting held on 23 March, 2022, approved the Scheme and filing thereof.

The details of the Directors of the Amalgamating Company 2 who voted in favour of the Resolution, against the Resolution and who did not participate or vote on such Resolution are as under:

| S. No. | Name of Director | Address | Voted for the Resolution | Voted against the Resolution | Did not vote or participate |
|-----------|--------------------------|--|--------------------------------|------------------------------------|-----------------------------------|
| 1 | Mr. Kshirodh Aggarwal | A101, IDC Apartment, Sector-11, Plot 8C, Dwarka, Delhi-11007 | V | NA | NA |
| 2 | Mr. Keshav Sharma | 204, Tower-14, Valley View Estate Gwalpahari, Gurgaon 122003 | Leave of absence | Leave of absence | Leave of absence |
| 3 | Mr. Avinash Gawand** | C 2 - 203, Harmony Residency, opposite SBI Bank, Boisar, Palghar | V | NA | NA |

^{**}Mr. Avinash Gawand had resigned from the Amalgamating Company 2 w.e.f. 31st May, 2022.

27. The details of the promoter and promoter group of Amalgamated Company are as under:

| S. No. | Name of the Promoter | Address of the Promoter | No of equity shares held of Rs. 10/- each |
|--------|--|---|---|
| 1 | Archer Daniels Midland | , | 249,107,092 |
| | Singapore Pte. Ltd. | Junction Towers, Singapore 188024 | |
| 2 | ADM Asia Pacific Trading | | 198 |
| | Pte. Ltd Junction Towers, Singapore 188024 | | 190 |
| 2 | Wild Flavors International | Neugasse 22, 6300 Zug, | 1 |
| 3 | GmbH | Switzerland | 1 |



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28. The Board of Directors of the Amalgamated Company in its Meeting held on 17 March, 2022, approved the Scheme and filing thereof.

The details of the Directors of the Amalgamated Company who voted in favour of the Resolution, against the Resolution and who did not participate or vote on such Resolution are as under:

| S. No. | Name of Director | Address | Voted for the Resolution | Voted against the Resolution | Did not vote or participate |
|-----------|-----------------------------------|--|--------------------------|------------------------------|-----------------------------------|
| 1 | Mr. Martin Kropp | 1266, Duillier, Rue De La Rigollete 18, Switzerland | √ | NA | NA |
| 2 | Mr. Amrendra Swaroop Mishra | Apartment No TDP-SA-F05-08, Tower SA, 5th Floor, The Palm Drive, Sector-66, Gurugram – 122002 | V | NA | NA |
| 3 | Mr. Sanjay Prakash Laud | Flat No. 41, Brindaban, 65 Linking Road, Opp. IDBI Bank, Santacruz (West), Mumbai –400054 | Leave of absence | Leave of absence | Leave of absence |
| 4 | Mr. Keshav Kumar Sharma | 204, Tower-14, Valley View Estate Gwalpahari, Gurgaon 122003 | Leave of absence | Leave of absence | Leave of absence |
| 5 | Mr. Prabhat Kumar Gupta | C-1061, SF, Ansal Essencia, Sector 67, Gurugram- 122101 | Leave of absence | Leave of absence | Leave of absence |
| 6 | Mr. Animesh Ballabh | E 864, Second floor, C R Park, Near Market no. 2, Chittaranjan park, Delhi 110019, Delhi | V | NA | NA |
| 7 | Mr. Kshirodh Aggarwal | A101, IDC Apartment, Sector-11, Plot 8C, Dwarka, Delhi-110075 | V | NA | NA |

29. The details of the Directors of the Amalgamated Company and their shareholding in the Amalgamated Company ("A"), Amalgamating Company 1 ("B") and the Amalgamating Company 2 ("C") either singly or jointly are as follows:

| S. | Name of | Address | Age | Position | Equity S | Shares He | ld |
|-----|-----------------------------------|---|------|----------------------|----------|-----------|-----|
| No. | Director | | (Yr) | | A | В | C |
| 1 | Mr. Martin Kropp | 1266, Duillier, Rue De La Rigollete 18, Switzerland | 58 | Director | Nil | Nil | Nil |
| 2 | Mr. Amrendra Swaroop Mishra | Apartment No TDP-SA-F05- 08, Tower SA, 5th Floor, The Palm Drive, | 41 | Managing Director | 5 | Nil | 1 |



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| | | Caston 66 | | | | | |
|---|----------------------------|--|----|------------------------|-----|-----|-----|
| | | Sector-66, Gurugram – | | | | | |
| | | 122002 | | | | | |
| 3 | Mr. Sanjay Prakash Laud | Flat No. 41, Brindaban, 65 Linking Road, Opp. IDBI Bank, Santacruz (West), Mumbai – 400054 | 55 | Whole time Director | Nil | Nil | 1 |
| 4 | Mr. Keshav Kumar Sharma | 204, Tower-14, Valley View Estate Gwalpahari, Gurgaon 122003 | 41 | Whole time Director | Nil | Nil | 1 |
| 5 | Mr. Prabhat Kumar Gupta | C-1061, SF, Ansal Essencia, Sector 67, Gurugram- 122101 | 53 | Whole time Director | Nil | Nil | 1 |
| 6 | Mr. Animesh Ballabh | E 864, Second floor, C R Park, Near Market no. 2, Chittaranjan park, Delhi 110019, Delhi | 39 | Whole time Director | Nil | Nil | Nil |
| 7 | Mr. Kshirodh Aggarwal | A101, IDC Apartment, Sector-11, Plot 8C, Dwarka, Delhi-110075 | 42 | Whole time Director | Nil | Nil | 1 |
| 8 | Ms. Arpita Duarah*** | A-151, 3rd Floor, Vipul World, Sohna Road, Sector- 48, Gurgaon, Haryana, India- 122001 | 45 | Whole time Director | Nil | Nil | 1 |

^{***}Ms. Arpita Duarah was appointed as whole time Director in the Company w.e.f. 12th July, 2022.

30. The details of the Directors of the Company and their shareholding in the Amalgamated Company ("A") and Amalgamating Company 1 ("B") and Amalgamating Company 2 ("C") either singly or jointly are as follows:

| S. | Name | of | Address | Age | Position | Equity S | Shares He | ld |
|-----|----------|----|---------|------|----------|----------|-----------|----|
| No. | Director | | | (Yr) | | A | В | C |





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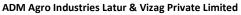
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| 1 | Apoorve Kumar Garg | 10 Vishnu Road, Near DBS College, Dehradun- 248001 Uttarakhand | 49 | Whole Time Director | Nil | Nil | Nil |
|---|-----------------------|--|----|---------------------------|-----|-----|-----|
| 2 | Kshirodh Aggarwal | A101, IDC Appartment, Sector-11, Plot 8C, Dwarka, Delhi-110075 | 42 | Director | Nil | Nil | 1 |
| 3 | Debakanta Dash | Flat No. 24, Enclave H, Ajinky City, Ambajogai Road, Latur- 413512 Maharashtra | 60 | Whole Time Director | Nil | Nil | Nil |

31. The details of the Directors of the Amalgamating Company 2 and their shareholding in the Amalgamated Company ("A") and Amalgamating Company 1 ("B") and Amalgamating Company 2 ("C") either singly or jointly are as follows:

| S.No. | Name of | Address | Age | Position | Equity S | Shares He | ld |
|-------|--------------|-----------------|------|----------|----------|-----------|----|
| | Director | | (Yr) | | A | В | C |
| 1 | Mr. Kshirodh | A101, IDC | | | | | |
| | Aggarwal | Appartment, | | | | | |
| | | Sector-11, Plot | 42 | Director | Nil | Nil | 1 |
| | | 8C, Dwarka, | | | | | |
| | | Delhi-110075 | | | | | |
| 2 | Mr. Keshav | 204, Tower-14, | | | | | |
| | Sharma | Valley View | | | | | |
| | | Estate | 41 | Director | Nil | Nil | 1 |
| | | Gwalpahari, | 41 | Director | INII | INII | 1 |
| | | Gurgaon | | | | | |
| | | 122003 | | | | | |
| 3 | Mr. Prabhat | C-1061, SF, | | | | | |
| | Kumar Gupta | Ansal Essencia, | | | | | |
| | | Sector 67, | 53 | Director | Nil | Nil | 1 |
| | | Gurugram- | | | | | |
| | | 122101 | | | | | |

- 32. No Directors or Key Managerial Personnel of Amalgamating Companies or Amalgamated Company or their relatives except in the capacity of being a shareholder of the companies involved in the scheme are concerned, or interested financially or otherwise, in the Scheme.
- 33. The Scheme does not affect in any manner nor vary the rights in any manner of the Key Managerial Personnel (as defined under the Companies Act 2013) or Directors of the Company or the





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Amalgamating Companies. The Scheme also does not propose any compromise or arrangement with the creditors of the Company or the Amalgamating Companies.

34. Pre and post Scheme shareholding pattern of the Amalgamated Company based on the agreed share entitlement ratio is reproduced below:

| Particulars | | (January 31, 23) | Post-Scheme | | |
|--|---------------------------------|-----------------------|---------------------------------|--------------------|--|
| | Total No. of equity shares held | Shareholding as a% | Total No. of equity shares held | Shareholding as a% | |
| Archer Daniels Midland Singapore Pte. Ltd | 24,91,07,092 | 99.9999 | 55,55,02,808 | 90.6761 | |
| ADM Asia Pacific Trading Pte. Ltd | 189 | 0.0001 | 198 | 0 | |
| Mr. Amrendra Swaroop Mishra (As a nominee of ADM Singapore Pte. Ltd) | 2 | 0 | 2 | 0 | |
| Wild Flavors International GmbH | 1 | 0 | 1 | 0 | |
| Mr. Amrendra Swaroop Mishra | 3 | 0 | 3 | 0 | |
| Mr. Pratik Mohapatra | 1 | 0 | 1 | 0 | |
| Neovia SAS | 0 | 0 | 5,71,20,000 | 9.3238 | |
| Total | 24,91,07,297 | 100 | 61,26,23,013 | 100 | |

- 35. The Scheme is conditional upon and subject to:
 - a) The approval by the requisite majority of unsecured creditors of the Amalgamated Company, Amalgamating Company 2 and the Company under Section 230 to 232 of the 2013 Act.
 - b) The sanction of this Scheme by the Tribunal, whether with or without any modifications or amendments as they may deem fit.
 - c) The filing of the certified copies of the relevant order of the Tribunal with the jurisdictional Registrar of Companies, by the Amalgamated Company and each of the Amalgamating Companies.
 - d) Any other sanctions and orders as may be directed by the Tribunal in respect of the Scheme.
- 36. Corporate Unsecured Creditors may participate and vote at the Meeting of Unsecured Creditors through their authorized representative by lodging a certified true copy of the Board Resolution/Power of Attorney (along with a copy of the identification proof of the authorised representative) with the Company not later than 48 (forty-eight) hours before the time of commencement of the Meeting, authorizing such person to attend and vote on its behalf.



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37. GAA Advisory LLP, an independent registered valuer, which is duly qualified to issue valuation report in terms of rule 6(3)(vii)(b) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, has issued the valuation report dated 16 March 2022 for the purpose of the Scheme. For basis of valuation, please refer the valuation report annexed with the Notice.

- 38. The Amalgamating Companies or Amalgamated Company has not accepted any deposit nor has issued debentures.
- 39. The Scheme is not a capital or corporate debt restructuring scheme.
- 40. Copy of the Notice issued to the Unsecured Creditors of the Company, the Scheme and Explanatory Statement under Sections 102 and 230 of the Companies Act, 2013, have been placed on the website of the Company at https://www.adm.com/en-us/about-adm/locations/asia-pacific/. A copy of the Scheme, along with Explanatory Statement under Sections 102 and 230 of the Companies Act, 2013 is also being forwarded to the jurisdictional Registrar of Companies.
- 41. The following documents will be open for inspection by the Unsecured Creditors and also for obtaining extracts from, or for making of / obtaining copies of, at the Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on all working days (except Sundays and Public Holidays) upto 1 (one) day prior to the date of the Meeting of the Unsecured Creditors:
 - (i) Explanatory Statement under Section 230, and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016.
 - (ii) Copy of the Company Application No. CA(CAA) No.84/MB/C-1/2022.
 - (iii) Copy of the Tribunal's Order dated 23 December 2022, as amended by Order Sheet of Hearing held on 24 January 2023, in the above Company Application.
 - (iv) Copy of the Memorandum and Articles of Association of the Amalgamated Company and each of the Amalgamating Companies.
 - (v) Copy of the Scheme.
 - (vi) Copy of the Valuation Report dated 16 March 2022 issued by GAA Advisory LLP.
 - (vii) Report under Section 232(2)(c) of the Companies Act, 2013 adopted by the Board of Directors of Amalgamated Company and each of the Amalgamating Companies.
 - (viii) Audited Standalone and Consolidated Financial Statements of the Amalgamated Company, and Audited Financial Statement of Amalgamating Company 1 and Amalgamating Company 2 for the period ended 31 March, 2022.
 - (ix) Supplementary Accounting Statement of Amalgamated Company and each of the Amalgamating Companies for the period ended 31 December 2022.
 - (x) Copy of the extracts of the Board Resolutions dated 17 March 2022 for Amalgamated Company and Amalgamating Company 1 and 23 March 2022 for Amalgamating Company 2, respectively approving the Scheme.



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- (xi) Certificate issued by the statutory auditor of the Amalgamated Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
- (xii) List of Unsecured Creditors of the Amalgamating Company 1 as on 31 January 2022 and the Cut-off Date, i.e. 31 January 2023.

SCHEME OF AMALGAMATION (UNDER SECTIONS 230 AND 232 OF THE COMPANIES ACT, 2013)

BETWEEN

ADM AGRO INDUSTRIES LATUR & VIZAG PRIVATE LIMITED

AND

EVIALIS INDIA LIMITED

AND

ADM AGRO INDUSTRIES INDIA PRIVATE LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS







1. OVERVIEW, OBJECTIVES AND BENEFITS OF THIS SCHEME

1.1 Brief overview of each company

1.1.1 ADM Agro Industries Latur & Vizag Private Limited ("Amalgamating Company 1"):

- (i) The Amalgamating Company 1 is a private limited company incorporated under the 1956 Act, having its registered office at Plot Nos. G 75-86, MIDC, Latur-413531, Maharashtra.
- (ii) The CIN of the Amalgamating Company 1 is U15143MH1991PTC378170. The PAN of the Amalgamating Company 1 is AAACT0700F.
- (iii) The Amalgamating Company 1 is authorized to, and primarily engaged in the business of manufacturing/ extraction/ trading/ refining/ processing and packaging of edible oils and other agro based products and deoiled cakes/cattle feed.
- Amalgamating Company 1 was incorporated on October 14, 1991, with the name (iv) 'Pratham Oils & Chemicals Private Limited in Mumbai. The Amalgamating Company 1 was changed from a private limited company to a public limited company and its name was changed to Tinna Oils & Chemicals Limited on September 03, 1992. Thereafter, its registered office was changed from the State of Maharashtra to the State of Delhi, as recorded in the 'Certificate of Registration of the Order of the CLB confirming transfer of the registered office from one state to another' dated October 08, 1996 issued by the Registrar of Companies, Maharashtra, and certificate dated November 05, 1996 issued by the Registrar of Companies, NCT of Delhi and Haryana. Thereafter, Amalgamating Company 1 was re-converted into a private limited company and consequently its name was changed to Tinna Oils & Chemicals Private Limited, as recorded in the 'Fresh Certificate of Incorporation Consequent Upon Change of Name on Conversion to Private Limited Company' dated October 18, 2011, and thereafter changed to 'ADM Agro Industries Latur & Vizag Private Limited', as recorded in the 'Fresh Certificate of Incorporation Consequent upon Change of Name' dated October 18, 2011. Thereafter, the registered office of Amalgamating Company 1 was shifted from the State of Delhi to the State of Haryana, as recorded in the 'Certificate of Registration of Regional Director order for Change of State' dated March 18, 2020. Subsequently, the registered office of the Amalgamating Company 1 was shifted from the State of Haryana to the State of Maharashtra as recorded as recorded in the 'Certificate of Registration of Regional Director order for Change of State' dated March 09, 2022.
- (v) Amalgamating Company 1 is an associate company of the Amalgamated Company, and its ultimate holding company, i.e., Archer Daniels Midland Company, U.S.A is also the ultimate holding company of the Amalgamated Company.







1.1.2 Evialis India Limited ("Amalgamating Company 2"):

- (i) The Amalgamating Company 2 is a public company incorporated under the 1956 Act, having its registered office at Plot No. 32, MIDC, Tarapur District Palghar Thane, Maharashtra 401506.
- (ii) The CIN of the Amalgamating Company 2 is U15330MH1998PLC113992. The PAN of the Amalgamating Company 2 is AABCE6647F.
- (iii) The Amalgamating Company 2 is authorized to, and primarily engaged in the business of manufacturing, importing and sale of animal nutritional products like feed concentrates, additives and compounds for animal feed, poultry feed and shrimp feed.
- (iv) Amalgamating Company 2 was incorporated on March 16, 1998 with the name 'Nutech Feeds Private Limited'. Its name was changed to Nutech Feeds Limited pursuant to its conversion into a public company, as recorded in the 'Certificate of Change of Name' dated September 05, 2001. Thereafter, its name was changed to 'Evialis India Limited', as recorded in the 'Fresh Certificate of Incorporation consequent on change of name' issued by the Registrar of Companies, Mumbai on December 23, 2003.
- (v) Amalgamating Company 2 is a step-down subsidiary of the ultimate holding company of the Amalgamated Company, i.e., Archer Daniels Midland Company, U.S.A.

The Amalgamating Company 1 and the Amalgamating Company 2 may hereinafter be referred to as such, or collectively, as the "Amalgamating Companies", and each individually as an "Amalgamating Company", as the case may be.

1.1.3 ADM Agro Industries India Private Limited ("Amalgamated Company"):

- (i) The Amalgamated Company is a private limited company incorporated under the 1956 Act, having its registered office at Plot No J-97, MIDC, Tarapur Industrial Area Doripuja Road, Near Mahavir Chambers, Boisar Palghar Thane, Maharashtra 401506.
- (ii) The CIN of the Amalgamated Company is U01403MH2009PTC291309. The PAN of the Amalgamated Company is AAHCA6963E.
- (iii) The Amalgamated Company is authorized to and primarily engaged *inter alia* in the business of manufacturing/ extraction/ trading/ refining/ processing and packaging of edible oils from oil seeds and other agro based products, and trading of certain agricultural and imported products and manufacturing and supply of menthol, mint oils and flavours to the oral care, confectionery, chewing gum and pharmaceutical industry.
- (vi) Amalgamated Company was incorporated on April 30, 2009 with the name 'ADM Agro Industries India Private Limited'. The registered office of the Amalgamated Company was shifted from the State of Delhi to the State of Maharashtra, as



recorded in the 'Certificate of Registration of Regional Director order for Change of State' dated February 16, 2017.

1.2 Overview, Objectives and Benefits of this Scheme

- 1.2.1 Pursuant to and under the provisions of Sections 230 and 232 of the 2013 Act and the other relevant provisions made under the 1956 Act and/or the 2013 Act, the Amalgamating Company 1, the Amalgamating Company 2, and the Amalgamated Company propose, through this Scheme, to amalgamate the Amalgamating Companies into and with the Amalgamated Company.
- 1.2.2 This Scheme is segregated into the following five (5) parts:
 - (i) Part I sets-forth the overview, objectives and benefits of this Scheme;
 - (ii) Part II sets-forth the capital structure of the Amalgamating Companies and the Amalgamated Company and also deals with the change in authorised share capital of the Amalgamated Company pursuant to and in terms of this Scheme.
 - (iii) Part III deals with the amalgamation of the Amalgamating Company 1 into and with the Amalgamated Company, in accordance with Section 2(1B) of the Income Tax Act, 1961 and Sections 230 and 232 of the 2013 Act;
 - (iv) Part IV deals with the amalgamation of the Amalgamating Company 2 into and with the Amalgamated Company, in accordance with Section 2(1B) of the Income Tax Act, 1961 and Sections 230 and 232 of the 2013 Act;
 - (v) Part V deals with change in share capital, the payment of consideration by the Amalgamated Company to the shareholders of the Amalgamating Companies and certain specified accounting treatments in the books of the Amalgamated Company pursuant to and in terms of this Scheme; and
 - (vi) Part VI deals with the general terms and conditions applicable to this Scheme.
- 1.2.3 This Scheme of Amalgamation shall result in:
 - consolidation of the businesses presently being carried on by the Amalgamating Companies and the Amalgamated Company, which shall create greater synergies between the business operations of all the companies;
 - (ii) optimal utilisation of resources due to pooling of management, administrative and technical skills of various resources of all the companies, better administration, and cost reduction, including reduction in managerial, administrative and other common costs;
 - (iii) better alignment, coordination and streamlining of day-to-day operations of all the companies, leading to improvement in overall working culture and environment;
 - (iv) creation of large asset base and facilitating access to better financial resources; and







(v) creation of value for various stakeholders and shareholders of both the Amalgamating Companies and that of the Amalgamated Company, as a result of the foregoing.

1.3 **Definitions**

In this Scheme, unless repugnant to the subject, context or meaning thereof, the following capitalised words and expressions shall have the meanings set forth below:

- 1.3.1 "1956 Act" means the Companies Act, 1956 and the rules and regulations made thereunder, and includes any alterations, modifications and amendments made thereto;
- 1.3.2 "2013 Act" means the Companies Act, 2013 and the rules and regulations made thereunder, and includes any alterations, modifications and amendments made thereto and/or any reenactment thereof;
- 1.3.3 "Accounting Standards" means accounting standards prescribed under section 133 of the 2013 Act, read with the Generally Accepted Accounting Principles in India (Indian GAAP), and Accounting Standard 14 (Accounting for Amalgamation) as applicable;
- 1.3.4 "Appointed Date" means April 01, 2021, being the date with effect from which this Scheme shall, post effectiveness of this Scheme, be operative, i.e., the date with effect from which the Amalgamating Companies shall be deemed to have been amalgamated and merged into and with the Amalgamated Company;
- 1.3.5 "Amalgamated Company" has the meaning ascribed to such a term in Clause 1.1.3;
- 1.3.6 "Amalgamating Company 1" has the meaning ascribed to such a term in Clause 1.1.1, and notwithstanding anything to the contrary in this Scheme, means and includes:
 - all assets, wherever located (including in the possession of vendors, third parties or elsewhere), whether real, personal or mixed, tangible, intangible, present, future or contingent, including but not limited to immovable properties, land and buildings, movable assets, and other plant, machinery and equipment, whether licensed, leased or otherwise held, title, interests, financial assets, investments, loans, application monies, advance monies, earnest monies and/or security deposits or advances (including accrued interest) and other payments (in any such case whether paid by or deemed to have been paid by the Amalgamating Company 1), covenants, undertakings and rights and benefits, including rights and benefits pertaining to any security arrangements, receivables, claims against any third parties, guarantees (including bank and performance guarantees), letters of credit, reversions, tenancies and other such arrangements or facilities;
 - (ii) all debts, borrowings, duties, guarantees, assurances, commitments, obligations and liabilities (including deferred tax liabilities and contingent liabilities) of the Amalgamating Company 1, both present and future of every kind, nature or description, whether fixed, contingent or absolute, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising, whether provided for or not in the books of accounts or disclosed in the balance

sheet including, without limitation, whether arising out of any contract or tort based on negligence or strict liability or under any licences or permits or schemes;

- all contracts, agreements, engagements, licenses, leases, memoranda of (iii) undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, arrangements, undertakings, whether written or otherwise, deeds, bonds, schemes, sales tax credits, excise & service tax credits and goods & services tax credits, income tax credits, credit of all taxes paid for which return has not been filed, or return has been filed but refund has not been claimed, or return has been filed, refund has been claimed but not yet received by the Amalgamating Company 1, privileges and benefits of all contracts, agreements and all other rights, including license rights, lease rights, powers and facilities of every kind and description whatsoever or other understandings, deeds and instruments of whatsoever nature to which the Amalgamating Company 1 is a party, including agreements with any government entity, department, commission, board, agency, bureau, official, etc., sale agreements, agreements to sell, equipment purchase agreements, hire purchase agreements, lending agreements and other agreements with the customers, sales orders, purchase orders and other agreements and contracts with the supplier of goods or service providers and all rights, title, interests, claims and benefits there under of whatsoever nature to which the Amalgamating Company 1 is a party;
- (iv) all intellectual property rights, registrations, trademarks, trade names, service marks, copyrights, patents, designs, technical know-how, domain names, including applications for trademarks, trade names, service marks, copyrights, designs and domain names, used by or held for use by the Amalgamating Company 1, whether or not recorded in the books of accounts of the Amalgamating Company 1, and other intellectual rights of any nature whatsoever, books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), drawings, computer programs, manuals, data, catalogues, quotations, list of present and former customers and suppliers, other customer information, customer credit information, customer pricing information and all other records and documents, whether in physical or electronic form relating to the business activities and operations of the Amalgamating Company 1, whether used or held for use by it;
- (v) all permits, licenses, consents, approvals, authorizations, quotas, rights, entitlements, allotments, concessions, exemptions, liberties, advantages, subsidies, tax deferrals, and benefits (including sales tax and service tax), income tax benefits and exemptions (including the right to claim tax holiday under the Income Tax Act, 1961), no-objection certificates, certifications, easements, tenancies, privileges and similar rights, whether statutory or otherwise, and any waiver of the foregoing, issued by any legislative, executive or judicial unit of any governmental or semi-government entity or any department, commission, board, agency, bureau, official or other regulatory, administrative or judicial authority used or held for use by the Amalgamating Company 1;

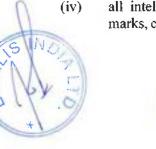
any and all employees, who are on the payrolls of the Amalgamating Company 1, employees/personnel engaged on contract basis and contract labourers and interns/trainees, engaged by the Amalgamating Company 1, at its respective offices, branches or otherwise; and



(vi)

- (vii) all books, records, files, papers, directly or indirectly relating to the Amalgamating Company 1.
- 1.3.7 "Amalgamating Company 2" has the meaning ascribed to such a term in Clause 1.1.2, and notwithstanding anything to the contrary in this Scheme, means and includes:
 - all assets, wherever located (including in the possession of vendors, third parties or elsewhere), whether real, personal or mixed, tangible, intangible, present, future or contingent, including but not limited to immovable properties, land and buildings, movable assets, and other plant, machinery and equipment, whether licensed, leased or otherwise held, title, interests, financial assets, investments, loans, application monies, advance monies, earnest monies and/or security deposits or advances (including accrued interest) and other payments (in any such case whether paid by or deemed to have been paid by the Amalgamating Company 2), covenants, undertakings and rights and benefits, including rights and benefits pertaining to any security arrangements, receivables, claims against any third parties, guarantees (including bank and performance guarantees), letters of credit, reversions, tenancies and other such arrangements or facilities;
 - all debts, borrowings, duties, guarantees, assurances, commitments, obligations and liabilities (including deferred tax liabilities and contingent liabilities) of the Amalgamating Company 2, both present and future of every kind, nature or description, whether fixed, contingent or absolute, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising, whether provided for or not in the books of accounts or disclosed in the balance sheet including, without limitation, whether arising out of any contract or tort based on negligence or strict liability or under any licences or permits or schemes;
 - all contracts, agreements, engagements, licenses, leases, memoranda of (iii) undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, arrangements, undertakings, whether written or otherwise, deeds, bonds, schemes, sales tax credits, excise & service tax credits and goods & services tax credits, income tax credits, credit of all taxes paid for which return has not been filed, or return has been filed but refund has not been claimed, or return has been filed, refund has been claimed but not yet received by the Amalgamating Company 2, privileges and benefits of all contracts, agreements and all other rights, including license rights, lease rights, powers and facilities of every kind and description whatsoever or other understandings, deeds and instruments of whatsoever nature to which the Amalgamating Company 2 is a party, including agreements with any government entity, department, commission, board, agency, bureau, official, etc., sale agreements, agreements to sell, equipment purchase agreements, hire purchase agreements, lending agreements and other agreements with the customers, sales orders, purchase orders and other agreements and contracts with the supplier of goods or service providers and all rights, title, interests, claims and benefits there under of whatsoever nature to which the Amalgamating Company 2 is a party;

all intellectual property rights, registrations, trademarks, trade names, service marks, copyrights, patents, designs, technical know-how, domain names, including



applications for trademarks, trade names, service marks, copyrights, designs and domain names, used by or held for use by the Amalgamating Company 2, whether or not recorded in the books of accounts of the Amalgamating Company 2, and other intellectual rights of any nature whatsoever, books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), drawings, computer programs, manuals, data, catalogues, quotations, list of present and former customers and suppliers, other customer information, customer credit information, customer pricing information and all other records and documents, whether in physical or electronic form relating to the business activities and operations of the Amalgamating Company 2, whether used or held for use by it;

- (v) all permits, licenses, consents, approvals, authorizations, quotas, rights, entitlements, allotments, concessions, exemptions, liberties, advantages, subsidies, tax deferrals, and benefits (including sales tax and service tax), income tax benefits and exemptions (including the right to claim tax holiday under the Income Tax Act, 1961), no-objection certificates, certifications, easements, tenancies, privileges and similar rights, whether statutory or otherwise, and any waiver of the foregoing, issued by any legislative, executive or judicial unit of any governmental or semi-government entity or any department, commission, board, agency, bureau, official or other regulatory, administrative or judicial authority used or held for use by the Amalgamating Company 2;
- (vi) any and all employees, who are on the payrolls of the Amalgamating Company 2, employees/personnel engaged on contract basis and contract labourers and interns/trainees, engaged by the Amalgamating Company 2, at its respective offices, branches or otherwise; and
- (vii) all books, records, files, papers, directly or indirectly relating to the Amalgamating Company 2.
- 1.3.8 "Board of Directors" in relation to either of the Amalgamating Companies and/or the Amalgamated Company, as the case may be, means their respective board of directors, and unless repugnant to the subject, context or meaning thereof, shall be deemed to include every committee (including any committee of directors) or any person authorised by the board of directors or by any such committee;
- 1.3.9 "Effective Date" means the date on which all the conditions and matters referred to in Clause 6.4 of this Scheme have been fulfilled. Any references in this Scheme to "upon this Scheme becoming effective" or "effectiveness of this Scheme" means and refers to the Effective Date;
- 1.3.10 "NCLT" means the Hon'ble National Company Law Tribunal, Mumbai Bench;

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- 1.3.11 "Record Date" means the date to be fixed by the Board of Directors of the Amalgamated Company in terms of Clause 6.6, in consultation with the Board of Directors of the Amalgamating Company 1 and Amalgamating Company 2;
- 1.3.12 "Scheme" means this Scheme of Amalgamation for the amalgamation of the Amalgamating Companies into and with the Amalgamated Company, along with all

annexures, schedules and appendices, if any, and as modified or amended from time to time in accordance with applicable laws and with the requisite approval of NCLT; and

1.3.13 "Valuation Report" has the meaning ascribed to such a term in Clause 5.3.3.

1.4 Interpretation

- 1.4.1 Terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the meaning ascribed to such terms and expressions under the 2013 Act, and if not defined therein then under other relevant statutes, such as the Income Tax Act, 1961, the Securities Contracts (Regulation) Act, 1956 and other applicable laws, rules, regulations, bye-laws, as the case may be, including any statutory modification or re-enactment thereof.
- 1.4.2 In this Scheme, unless the context otherwise requires: (i) references to "persons" shall include individuals, bodies corporate (wherever incorporated), unincorporated associations and partnerships; (ii) the headings are inserted for ease of reference only and shall not affect the construction or interpretation of the relevant provision; (iii) references to one gender includes all genders; and (iv) words in the singular shall include plural and vice versa.







2. CAPITAL STRUCTURE

2.1 Amalgamating Company 1

The capital structure of the Amalgamating Company 1, as of February 28, 2022, is as under:

| Share Capital | Amount in Rs. |
|--|---------------|
| Authorised Capital | |
| 2,70,00,000 equity shares of Rs. 10 each | 27,00,00,000 |
| Issued, Subscribed and Paid-up | |
| 2,03,21,411 equity shares of Rs. 10 each | 20,32,14,110 |

The Amalgamating Company 1 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.

2.2 Amalgamating Company 2

The capital structure of the Amalgamating Company 2, as of February 28, 2022, is as under:

| Share Capital | Amount in Rs. |
|--|---------------|
| Authorised Capital | |
| 25,00,000 equity shares of Rs. 10 each | 2,50,00,000 |
| Issued, Subscribed and Paid-up | |
| 16,00,000 equity shares of Rs. 10 each | 1,60,00,000 |

The Amalgamating Company 2 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.

2.3 Amalgamated Company

The capital structure of the Amalgamated Company, as of February 28, 2022 is as under:

| Share Capital | Amount in Rs. | | | | |
|---|---------------|--|--|--|--|
| Authorised | | | | | |
| 25,50,00,000 equity shares of Rs. 10 each | 255,00,00,000 | | | | |
| Issued, Subscribed and Paid-up | | | | | |
| 24,91,07,297 equity shares of Rs. 10 each | 249,10,72,970 | | | | |

The Amalgamated 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.







- 2.4 Transfer of authorised share capital of the Amalgamating Companies to the Amalgamated Company and Increase in authorised share capital
- 2.4.1 Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised share capital of the Amalgamating Companies, shall stand transferred to and be merged with the authorised share capital of the Amalgamated Company. In addition, the authorised share capital of the Amalgamated Company shall also be increased by an additional Rs. 470,50,00,000 (Rupees four hundred and seventy crore and fifty lakh) divided into 47,05,00,000 (forty-seven crore and five lakh) equity shares of Rs. 10 (Rupees ten) each, as an integral part of the Scheme.
- 2.4.2 Upon this Scheme coming into effect and with effect from the Appointed Date, and consequent to transfer of the existing authorised share capital of the Amalgamating Companies and increase in authorised capital, in accordance with Clause 2.4.1, the authorised share capital of the Amalgamated Company of Rs. 255,00,00,000 (Rupees two hundred and fifty-five crore) divided into 25,50,00,000 (twenty-five crore and fifty lakh) equity shares of Rs. 10 (Rupees ten) each, shall stand enhanced by an aggregate amount of Rs. 500,00,00,000 (Rupees five hundred crore), and the resultant authorised share capital of the Amalgamated Company shall be Rs. 755,00,00,000 (Rupees seven hundred and fifty-five crore), divided into 75,50,00,000 (seventy-five crore and fifty lakh) equity shares of Rs. 10 (Rupees ten) each. Accordingly, clause V of the Memorandum of Association of the Amalgamated Company shall stand modified and be substituted by the following:

"V. The Authorised Share Capital of the Company is Rs. 755,00,00,000 (Rupees seven hundred and fifty-five crore), divided into 75,50,00,000 (seventy-five crore and fifty lakh) equity shares of Rs. 10 (Rupees ten). The shares in the capital of the Company for the time being, whether original, increased or decreased, may be divided into several classes with any preferential, qualified or other special rights, privileges, conditions or restrictions attached thereto, whether in regard to dividend, voting, return of capital or otherwise. The Company shall have power to issue redeemable preference shares. The rights of the holders of any class of shares forming part of the capital for the time being of the Company may be modified, affected, varied extended surrendered or abrogated in such manner as is, or may be provided by the Articles of Association of the Company as originally registered or altered from time to time."

2.5 Alteration of the main objects

The main objects (Clause III-A of the Memorandum of Association) of the Amalgamated Company shall stand altered (to include the main objects of Amalgamating Company 2) by adding 1 (one) new paragraph namely Paragraph 8, which shall stand inserted immediately after paragraph 7 of Clause III-A of the Memorandum of Association and shall read as under:

"8. To carry on the business in India and/or elsewhere as makers, manufacturers, packers, job workers, fabricators, stitchers, developers, traders, buyers, sellers, importers, exporters, dealers, distributors or as representative, consultants, agents, distributors, franchise of makers, manufacturers, producers, fabricators, stitchers, developers, or to provide any services related to storage, warehouse, transport, distribution, in all classes, kinds, types, nature or description, of tin, can, aerosol and all types of by-products and other related products, in compliance with applicable laws."



2.6 It is hereby clarified that the consent of the shareholders of the Amalgamating Companies and the Amalgamated Company to this Scheme shall be sufficient for the purposes of effecting the aforesaid amendments in the Memorandum of Association of the Amalgamated Company and that no further resolutions, whether under Sections 13 of the 2013 Act, or any other applicable provisions or under the Articles of Association, shall be required to be separately passed in relation to such increase in its authorised share capital. Upon filing of the certified copy of this Scheme (as sanctioned by the NCLT in terms of Section 230-232 of the 2013 Act), together with the Order of the NCLT sanctioning the Scheme, and a copy of the (amended) Memorandum of Association, the Registrar of Companies, Mumbai shall register the same and make / record the necessary alteration in the Memorandum of Association of the Amalgamated Company and shall certify the registration thereof in accordance with the provisions of the 2013 Act.







3. AMALGAMATION OF AMALGAMATING COMPANY 1 INTO AND WITH THE AMALGAMATED COMPANY

3.1 Transfer and vesting of assets and liabilities and entire business of the Amalgamating Company 1

Upon this Scheme becoming effective and with effect from the Appointed Date, all present and future assets and liabilities, whether or not recorded in the books of accounts of the Amalgamating Company 1, and the entire business of the Amalgamating Company 1, shall stand transferred to and vested in the Amalgamated Company, as a going concern, without any further act or deed, as per the provisions contained herein.

- 3.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, with effect from the Appointed Date and upon this Scheme becoming effective:
 - (i) all assets of the Amalgamating Company 1, that are movable in nature or incorporeal property or are otherwise capable of transfer by physical or constructive delivery and/or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, shall stand vested in the Amalgamated Company and shall become the property and an integral part of the Amalgamated Company. The vesting pursuant to this sub-clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, as appropriate to the property being vested, and title to the property shall be deemed to have been transferred accordingly.
 - (ii) all other movable properties of the Amalgamating Company 1, including investments in shares and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received. bank balances and deposits, if any, with government, semi-government, local and other authorities and bodies, customers and other persons, shall without any further act, instrument or deed, become the property of the Amalgamated Company, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard. The Amalgamated Company may, if it so deems appropriate, give notice in such form as it deems fit and proper. to each such debtor or obligor, that pursuant to the sanction of this Scheme by NCLT, such debt, loan, advance, claim, bank balance, deposit or other asset be paid or made good or held on account of the Amalgamated Company as the person entitled thereto, to the end and intent that the right of the Amalgamating Company 1 to recover or realise all such debts (including the debts payable by such debtor or obligor to the Amalgamating Company 1) stands transferred and assigned to the Amalgamated Company and that appropriate entries should be passed in the books of accounts of the relevant debtors or obligors to record such change. The authorised personnel of Amalgamated Company shall be entitled to operate each of the bank accounts of the Amalgamating Company 1, until the account name / ownership of such bank account(s) of the Amalgamating Company 1 is transferred and recorded in the name of the Amalgamated Company in the records of the relevant bank(s). It is hereby clarified that investments, if any, made by the Amalgamating Company I and all the rights, title and interest of the Amalgamating

Company 1 in any licensed properties or leasehold properties shall, pursuant to Section 232 of the 2013 Act and the provisions of this Scheme, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to and vested in the Amalgamated Company.

- (iii) all immovable properties of the Amalgamating Company 1, including land together with the buildings and structures standing thereon and rights and interests in immovable properties of the Amalgamating Company 1, whether freehold or leasehold or licensed or otherwise and all documents of title, rights and ensements in relation thereto shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in the Amalgamated Company, without any further act or deed done or being required to be done by the Amalgamating Company 1 and/or the Amalgamated Company. The Amalgamated Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent and taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Amalgamated Company by the appropriate authorities pursuant to the sanction of this Scheme by NCLT in accordance with the terms hereof.
- (iv) all debts, liabilities, contingent liabilities, duties and obligations, whether secured or unsecured or whether provided for or not in the books of account or disclosed in the financial statements of the Amalgamating Company 1, shall be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company, and the Amalgamated Company shall, and does hereby undertake to meet, discharge and satisfy the same in terms of their respective terms and conditions, if any. It is hereby clarified that subject to the requirements under applicable law, it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause 3.2.
- (v) all loans, advances and other obligations due from the Amalgamating Company 1 to the Amalgamated Company or vice versa shall stand cancelled and shall have no effect.
- all contracts, deeds, bonds, agreements, schemes, arrangements, approvals, (vi) certificates, leases, registrations and other instruments, permits, rights, subsidies, concessions, entitlements, licenses (including the licenses granted by any governmental, statutory or regulatory bodies) for the purpose of carrying on the business of the Amalgamating Company 1, and in relation thereto, and those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Amalgamating Company 1, or to the benefit of which, the Amalgamating Company 1 may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on, against or in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company 1, the Amalgamated Company had been a party or beneficiary or obligor thereto. Without prejudice to the generality of the foregoing, all leave and licence agreements, deeds, lease agreements/deeds, bank guarantees, performance

guarantees, letters of credit, agreements with any government entity, department, commission, board, agency, bureau or official, hire purchase agreements, lending agreements and such other agreements, deeds, documents and arrangements pertaining to the business of the Amalgamating Company 1 or to the benefit of which the Amalgamating Company 1 may be eligible and which are subsisting or having effect immediately before the Effective Date, including all rights and benefits (including benefits of any deposit, advances, receivables or claims) arising or accruing therefrom, shall, with effect from the Appointed Date and upon this Scheme becoming effective, by operation of law pursuant to the vesting orders of NCLT, be deemed to be contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licenses of the Amalgamated Company. In relation to the same any procedural requirements required to be fulfilled solely by the Amalgamating Company 1 (and not by any of its successors) shall be fulfilled by the Amalgamated Company as if it is the duly constituted attorney of that Amalgamating Company 1. All agreements entered into by the Amalgamating Company 1 shall stand transferred and be vested in favour of the Amalgamated Company on the same terms and conditions. The Amalgamated Company and the other parties to such agreements shall continue to comply with the terms, conditions and covenants thereunder.

- (vii) any notice, disputes, pending suits, appeals or other proceedings of whatsoever nature relating to the Amalgamating Company 1, whether by or against it, shall not abate, be discontinued or in any way be prejudicially affected by reason of the amalgamation of the Amalgamating Company 1 or of anything contained in this Scheme, but the proceedings shall continue and any prosecution shall be enforced by or against the Amalgamated Company in the same manner and to the same extent as would or might have been continued, prosecuted and/or enforced by or against the Amalgamating Company 1 as if this Scheme had not been implemented.
- (viii) all employees, who are on the payrolls of the Amalgamating Company 1, employees/ personnel engaged on contract basis and contract labourers and interns/trainees of the Amalgamating Company 1, who are on its payrolls shall become employees, employees/personnel engaged on contract basis, contract labourers or interns/trainees, as the case may be, of the Amalgamated Company with effect from the Effective Date, on such terms and conditions as are no less favourable in aggregate than those on which they are currently engaged by the Amalgamating Company 1, without any interruption of service as a result of this amalgamation and transfer. With regard to provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme, leave encashment and any other special scheme or benefits created or existing for the benefit of such employees of the Amalgamating Company 1, upon this Scheme becoming effective, the Amalgamated Company shall stand substituted for the Amalgamating Company 1 for all purposes whatsoever, including with regard to the obligation to make contributions to relevant authorities, such as the Regional Provident Fund Commissioner or to such other funds and/or schemes maintained by the Amalgamating Company 1, in accordance with the provisions of applicable laws, the provisions of such funds and/or schemes in the respective trust deeds or other documents or otherwise. It is hereby clarified that upon this Scheme becoming effective, the aforesaid benefits or schemes shall continue to be provided to the transferred employees and the services of all the transferred employees of

the Amalgamating Company 1 for such purpose shall be treated as having been continuous.

The existing provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme and any other special scheme or benefits created by the Amalgamating Company 1 for its employees shall be continued on the same terms and conditions or be transferred to the existing provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme, etc., being maintained by the Amalgamated Company or as may be created by the Amalgamated Company for such purpose. Pending such transfer, the contributions required to be made in respect of such employees shall continue to be made by the Amalgamated Company to the existing funds maintained by the Amalgamating Company 1.

The Amalgamated Company undertakes that for the purpose of payment of any retrenchment compensation, gratuity and other terminal benefits to the employees of the Amalgamating Company 1, the past services of such employees with the Amalgamating Company 1 shall also be taken into account and it shall pay the same accordingly, as and when such amounts are due and payable. Upon this Scheme becoming effective, the Amalgamating Company 1 will transfer/handover to the Amalgamated Company, copies of employment information, including but not limited to, personnel files (including hiring documents, existing employment contracts, and documents reflecting changes in an employee's position, compensation, or benefits), payroll records, medical documents (including documents relating to past or ongoing leaves of absence, on the job injuries or illness, or fitness for work examinations), disciplinary records, supervisory files relating to its and all forms, notifications, orders and contribution/identity cards issued by the concerned authorities relating to benefits transferred pursuant to this sub-clause.

The Amalgamated Company shall continue to abide by any agreement(s)/ settlement(s) entered into by the Amalgamating Company 1 with any of its employees prior to the Appointed Date, and/or from the Appointed Date till the Effective Date.

- (ix) all the intellectual property rights of any nature whatsoever, including any and all registrations, goodwill, licenses, trademarks, service marks, copyrights, domain names, patents, applications for copyrights, patents, trade names and trade marks, appertaining to the Amalgamating Company 1 shall stand transferred to and vested in the Amalgamated Company.
- all taxes (including but not limited to advance tax, tax deducted at source, minimum alternate tax credits, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) payable by or refundable to or being the entitlement of the Amalgamating Company 1, including all or any refunds or claims shall be treated as the tax liability or refunds/credits/claims, as the case may be, of the Amalgamated Company, and any tax incentives, advantages, privileges, exemptions, credits, holidays, remissions, reductions, tax losses including throught forward business loss, unabsorbed depreciation, etc., as





- would have been available to the Amalgamating Company 1, shall upon to this Scheme becoming effective, be available to the Amalgamated Company.
- (xi) the accounts of the Amalgamated Company as on the Appointed Date shall be revised in accordance with the applicable provisions and terms of this Scheme. The Amalgamated Company shall be entitled to revise its Income Tax returns, TDS returns, GST returns and other statutory returns as may be required under respective statutes pertaining to Indirect Taxes, such as Sales-Tax, Value Added Tax, Excise Duties, Service Tax and/or duties under Central Goods and Services Tax Act, 2017, the relevant State / Union Territory's legislation in terms of the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Act, etc.
- (xii) all approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses (including the licenses granted by any governmental, statutory or regulatory bodies for the purpose of carrying on its business or in connection therewith), and certificates of every kind and description whatsoever in relation to the Amalgamating Company 1, or to the benefit of which the Amalgamating Company 1 may be eligible/entitled, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company 1, the Amalgamated Company had been a party or beneficiary or obligee thereto.
- (xiii) benefits of any and all corporate approvals as may have already been taken by the Amalgamating Company 1, whether being in the nature of compliances or otherwise, including without limitation, approvals under Sections 180, 186 and 188 of the 2013 Act and any other approvals under either the 1956 Act or the 2013 Act shall stand transferred to the Amalgamated Company and the said corporate approvals and compliances shall be deemed to have been taken/complied with by the Amalgamated Company to the extent permitted under the 2013 Act.
- (xiv) all estates, assets, rights, title, interests and authorities accrued to and/or acquired by the Amalgamating Company 1 shall be deemed to have been accrued to and/or acquired for and on behalf of the Amalgamated Company and shall, upon this Scheme becoming effective, pursuant to Section 232 of the 2013 Act and other applicable provisions of the 2013 Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Amalgamated Company to that extent and shall become the estates, assets, right, title, interests and authorities of the Amalgamated Company.
- all lease/license or rent agreements entered into by the Amalgamating Company 1 with various landlords, owners and lessors, together with security deposits and advance/prepaid lease/license fee, etc., shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The Amalgamated Company shall continue to pay rent, or lease or license fee as provided for in such agreements, and the Amalgamated Company and the relevant landlords, owners and lessors shall continue to comply with the terms, conditions and covenants thereunder. Without limiting the generality of the



foregoing, the Amalgamated Company shall also be entitled to refund of security deposits paid under such agreements by the Amalgamating Company 1.

- (xvi) all electricity connections and tariff rates in respect thereof sanctioned by various public sector and private companies, boards, agencies and authorities to the Amalgamating Company 1, together with security deposits and all other advances paid, shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act. instrument, deed, matter or thing being made, done or executed. The relevant electricity companies, boards, agencies and authorities shall issue invoices in the name of the Amalgamated Company with effect from the billing cycle commencing from the month immediately succeeding the month in which an intimation of the approval of this Scheme by NCLT and of the effectiveness of the Scheme is filed by the Amalgamated Company with them. The Amalgamated Company and the relevant electricity companies, boards, agencies and authorities shall continue to comply with the terms, conditions and covenants associated with the grant of such connection. Without limiting the generality of the foregoing, the Amalgamated Company shall also be entitled to refund of security deposits paid to or placed with such electricity companies, boards, agencies, municipal corporation, statutory and other authorities by the Amalgamating Company 1.
- 3.3 Upon this Scheme becoming effective and the consequent amalgamation of the Amalgamating Company 1 into and with the Amalgamated Company, the secured creditors of the Amalgamated Company shall only continue to be entitled to security over such properties and assets forming part of the Amalgamated Company, as existing immediately prior to the amalgamation of the Amalgamating Company 1 into and with the Amalgamated Company and the secured creditors of the Amalgamating Company 1 shall continue to be entitled to security over such properties, assets, rights, benefits and interest of and in the Amalgamating Company 1, as existing immediately prior to the amalgamation of the Amalgamating Company 1 into and with the Amalgamated Company. It is hereby clarified that all the assets of Amalgamated Company and the Amalgamating Company 1, which are not currently encumbered, shall remain free and available for creation of any security thereon in future in relation to any new indebtedness that may be incurred by the Amalgamated Company. For this purpose, no further consent from the existing secured creditors shall be required and sanction of this Scheme shall be considered as a specific consent of such secured creditors of the Amalgamating Company 1 or of the Amalgamated Company, as the case may be.
- 3.4 The Amalgamating Company 1 and/or the Amalgamated Company, as the case may be, shall, at any time after this Scheme comes into effect in accordance with the provisions hereof, if so required under any law or otherwise, execute appropriate deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to which the Amalgamating Company 1 has been a party, including any filings with the regulatory authorities, in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions hereof, be deemed to be authorised to execute any such writings for and on behalf of the Amalgamating Company 1 and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Company 1.

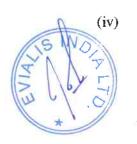
3.5 The Amalgamating Company 1 and/or the Amalgamated Company, as the case may be, shall, at any time after this Scheme comes into effect in accordance with the provisions

hereof, if so required under any law or otherwise, do all such acts or things as may be necessary to transfer/ obtain the approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses and certificates which were held or enjoyed by the Amalgamating Company 1. It is hereby clarified that if the consent of any third party or government authority is required to give effect to the provisions of this clause, the said third party or government authority shall make and duly record the necessary substitution/endorsement in the name of the Amalgamated Company pursuant to the sanction of this Scheme by NCLT, and upon this Scheme becoming effective in accordance with the terms hereof. For this purpose, the Amalgamated Company shall file appropriate applications/documents with relevant authorities concerned for information and record purposes. The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Amalgamating Company 1 and to carry out or perform all such acts, formalities or compliances referred to above as may be required in this regard.

3.6 Conduct of Businesses till Effective Date

- 3.6.1 With effect from the Appointed Date and up to and including the Effective Date:
 - the Amalgamating Company 1 undertakes to carry on and shall be deemed to have carried on all its business activities and stand possessed of its properties and assets, for and on account of and in trust for the Amalgamated Company;
 - all profits or income arising or accruing in favour of the Amalgamating Company 1 and all taxes paid thereon (including but not limited to advance tax, tax deducted at source, minimum alternate tax credit, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) or losses arising or incurred by the Amalgamating Company 1 shall, for all purposes, be treated as and deemed to be the profits or income, taxes or losses, as the case may be, of the Amalgamated Company;
 - the Amalgamating Company 1 shall carry on its business with reasonable diligence and business prudence and in the same manner as it had been doing hitherto, and shall not undertake any additional financial commitment of any nature whatsoever, borrow any amount or incur any other liabilities or expenditure, issue any additional guarantee, indemnity, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:
 - (a) when the same is expressly provided in the Scheme;
 - (b) when the same is in the ordinary course of business as carried on by the Amalgamating Company 1; or
 - (c) when written consent of the Amalgamated Company has been obtained in this regard.

except (a) by mutual consent of the Boards of Directors of the Amalgamating Company 1 and the Amalgamated Company or (b) pursuant to any prior



commitment, obligation or arrangement existing or undertaken by the Amalgamating Company 1 and/or the Amalgamated Company as on the date of filing of this Scheme with NCLT, or (c) as contemplated in this Scheme; pending sanction of this Scheme by NCLT, the Amalgamating Company 1 and/or the Amalgamated Company shall not make any change in their capital structures either by way of any increase (by issue of equity shares, bonus shares, convertible debentures or otherwise), decrease, reduction, reclassification, sub-division or consolidation, re-organisation or in any other manner, which would have the effect of re-organisation of capital of such company(ies). In the event that the Amalgamating Company 1 and/or the Amalgamated Company change their capital structures either by way of any increase (by issue of equity shares, bonus shares, convertible securities or otherwise), decrease, reduction, reclassification, subdivision, consolidation, or re-organisation in any other manner, which would have the effect of bringing some change to the capital structures of such company(ies), the relevant provisions of this Scheme, including Clause 2.4.2, shall stand modified / adjusted accordingly to take into account the effect of such corporate actions;

- (v) the Amalgamating Company 1 shall not alter or substantially expand its business, except with the prior written consent of the Amalgamated Company; and
- (vi) the Amalgamating Company 1 shall not amend its memorandum of association or articles of association, except with the prior written consent of the Amalgamated Company.
- 3.7 With effect from the Effective Date, the Amalgamated Company shall carry on and shall be entitled to carry on the business, as carried on by the Amalgamating Company 1 immediately prior to the Scheme becoming effective.
- 3.8 For the purpose of giving effect to the amalgamation order passed under Sections 230 and 232 of the 2013 Act and such other provisions thereof in respect of this Scheme by NCLT, the Amalgamated Company shall, at any time pursuant to the orders approving this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the amalgamation of the Amalgamating Company 1, in accordance with the provisions of Sections 230 and 232 of the 2013 Act and such other provisions thereof, as applicable. The Amalgamated Company is and shall always be deemed to have been authorised to execute any pleadings, applications, forms, etc., as may be required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme.
- 3.9 The Amalgamated Company unconditionally and irrevocably agrees and undertakes to pay, discharge and satisfy, upon this Scheme becoming effective, all liabilities and obligations of the Amalgamating Company 1 with effect from the Appointed Date (to the extent the same has already not been paid by the Amalgamating Company 1), in order to give effect to the foregoing provisions.
- 3.10 Upon this Scheme becoming effective, the Amalgamating Company 1 shall stand dissolved, without any further act or deed, without being wound-up.







4. AMALGAMATION OF AMALGAMATING COMPANY 2 INTO AND WITH THE AMALGAMATED COMPANY

4.1 Transfer and vesting of assets and liabilities and entire business of the Amalgamating Company 2

Upon this Scheme becoming effective and with effect from the Appointed Date, all present and future assets and liabilities, whether or not recorded in the books of accounts of the Amalgamating Company 2, and the entire business of the Amalgamating Company 2, shall stand transferred to and vested in the Amalgamated Company, as a going concern, without any further act or deed, as per the provisions contained herein.

- 4.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, with effect from the Appointed Date and upon this Scheme becoming effective:
 - (i) all assets of the Amalgamating Company 2, that are movable in nature or incorporeal property or are otherwise capable of transfer by physical or constructive delivery and/or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, shall stand vested in the Amalgamated Company and shall become the property and an integral part of the Amalgamated Company. The vesting pursuant to this sub-clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, as appropriate to the property being vested, and title to the property shall be deemed to have been transferred accordingly.
 - (ii) all other movable properties of the Amalgamating Company 2, including investments in shares and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi-government, local and other authorities and bodies, customers and other persons, shall without any further act, instrument or deed, become the property of the Amalgamated Company, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard. The Amalgamated Company may, if it so deems appropriate, give notice in such form as it deems fit and proper, to each such debtor or obligor, that pursuant to the sanction of this Scheme by NCLT, such debt, loan, advance, claim, bank balance, deposit or other asset be paid or made good or held on account of the Amalgamated Company as the person entitled thereto, to the end and intent that the right of the Amalgamating Company 2 to recover or realise all such debts (including the debts payable by such debtor or obligor to the Amalgamating Company 2) stands transferred and assigned to the Amalgamated Company and that appropriate entries should be passed in the books of accounts of the relevant debtors or obligors to record such change. The authorised personnel of Amalgamated Company shall be entitled to operate each of the bank accounts of the Amalgamating Company 2, until the account name / ownership of such bank account(s) of the Amalgamating Company 2 is transferred and recorded in the name of the Amalgamated Company in the records of the relevant bank(s). It is hereby clarified that investments, if any, made by the Amalgamating Company 2 and all the rights, title and interest of the Amalgamating

Company 2 in any licensed properties or leasehold properties shall, pursuant to Section 232 of the 2013 Act and the provisions of this Scheme, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to and vested in the Amalgamated Company.

- all immovable properties of the Amalgamating Company 2, including land (iii) together with the buildings and structures standing thereon and rights and interests in immovable properties of the Amalgamating Company 2, whether freehold or leasehold or licensed or otherwise and all documents of title, rights and easements in relation thereto shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in the Amalgamated Company, without any further act or deed done or being required to be done by the Amalgamating Company 2 and/or the Amalgamated Company. The Amalgamated Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent and taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Amalgamated Company by the appropriate authorities pursuant to the sanction of this Scheme by NCLT in accordance with the terms hereof.
- (iv) all debts, liabilities, contingent liabilities, duties and obligations, whether secured or unsecured or whether provided for or not in the books of account or disclosed in the financial statements of the Amalgamating Company 2, shall be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company, and the Amalgamated Company shall, and does hereby undertake to meet, discharge and satisfy the same in terms of their respective terms and conditions, if any. It is hereby clarified that subject to the requirements under applicable law, it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause 4.2.
- (v) all loans, advances and other obligations due from the Amalgamating Company 2 to the Amalgamated Company or *vice versa* shall stand cancelled and shall have no effect.
- (vi) all contracts, deeds, bonds, agreements, schemes, arrangements, approvals, certificates, leases, registrations and other instruments, permits, rights, subsidies, concessions, entitlements, licenses (including the licenses granted by any governmental, statutory or regulatory bodies) for the purpose of carrying on the business of the Amalgamating Company 2, and in relation thereto, and those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Amalgamating Company 2, or to the benefit of which, the Amalgamating Company 2 may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on, against or in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company 2, the Amalgamated Company had been a party or beneficiary or obligor thereto. Without prejudice to the generality of the foregoing, all leave and licence agreements, deeds, lease agreements/deeds, bank guarantees, performance

guarantees, letters of credit, agreements with any government entity, department, commission, board, agency, bureau or official, hire purchase agreements, lending agreements and such other agreements, deeds, documents and arrangements pertaining to the business of the Amalgamating Company 2 or to the benefit of which the Amalgamating Company 2 may be eligible and which are subsisting or having effect immediately before the Effective Date, including all rights and benefits (including benefits of any deposit, advances, receivables or claims) arising or accruing therefrom, shall, with effect from the Appointed Date and upon this Scheme becoming effective, by operation of law pursuant to the vesting orders of NCLT, be deemed to be contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licenses of the Amalgamated Company. In relation to the same any procedural requirements required to be fulfilled solely by the Amalgamating Company 2 (and not by any of its successors) shall be fulfilled by the Amalgamated Company as if it is the duly constituted attorney of that Amalgamating Company 2. All agreements entered into by the Amalgamating Company 2 shall stand transferred and be vested in favour of the Amalgamated Company on the same terms and conditions. The Amalgamated Company and the other parties to such agreements shall continue to comply with the terms, conditions and covenants thereunder.

- (vii) any notice, disputes, pending suits, appeals or other proceedings of whatsoever nature relating to the Amalgamating Company 2, whether by or against it, shall not abate, be discontinued or in any way be prejudicially affected by reason of the amalgamation of the Amalgamating Company 2 or of anything contained in this Scheme, but the proceedings shall continue and any prosecution shall be enforced by or against the Amalgamated Company in the same manner and to the same extent as would or might have been continued, prosecuted and/or enforced by or against the Amalgamating Company 2 as if this Scheme had not been implemented.
- (viii) all employees, who are on the payrolls of the Amalgamating Company 2, employees/personnel engaged on contract basis and contract labourers and interns/trainees of the Amalgamating Company 2, who are on its payrolls shall become employees, employees/personnel engaged on contract basis, contract labourers or interns/trainees, as the case may be, of the Amalgamated Company with effect from the Effective Date, on such terms and conditions as are no less favourable in aggregate than those on which they are currently engaged by the Amalgamating Company 2, without any interruption of service as a result of this amalgamation and transfer. With regard to provident fund, employee state insurance contribution, gratuity fund, , superannuation fund, staff welfare scheme, leave encashment and any other special scheme or benefits created or existing for the benefit of such employees of the Amalgamating Company 2, upon this Scheme becoming effective, the Amalgamated Company shall stand substituted for the Amalgamating Company 2 for all purposes whatsoever, including with regard to the obligation to make contributions to relevant authorities, such as the Regional Provident Fund Commissioner or to such other funds and/or schemes maintained by the Amalgamating Company 2, in accordance with the provisions of applicable laws, the provisions of such funds and/or schemes in the respective trust deeds or other documents or otherwise. It is hereby clarified that upon this Scheme becoming effective, the aforesaid benefits or schemes shall continue to be provided to the transferred employees and the services of all the transferred employees of





the Amalgamating Company 2 for such purpose shall be treated as having been continuous.

The existing provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme and any other special scheme or benefits created by the Amalgamating Company 2 for its employees shall be continued on the same terms and conditions or be transferred to the existing provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme, etc., being maintained by the Amalgamated Company or as may be created by the Amalgamated Company for such purpose. Pending such transfer, the contributions required to be made in respect of such employees shall continue to be made by the Amalgamated Company to the existing funds maintained by the Amalgamating Company 2.

The Amalgamated Company undertakes that for the purpose of payment of any retrenchment compensation, gratuity and other terminal benefits to the employees of the Amalgamating Company 2, the past services of such employees with the Amalgamating Company 2 shall also be taken into account and it shall pay the same accordingly, as and when such amounts are due and payable. Upon this Scheme becoming effective, the Amalgamating Company 2 will transfer/handover to the Amalgamated Company, copies of employment information, including but not limited to, personnel files (including hiring documents, existing employment contracts, and documents reflecting changes in an employee's position, compensation, or benefits), payroll records, medical documents (including documents relating to past or ongoing leaves of absence, on the job injuries or illness, or fitness for work examinations), disciplinary records, supervisory files relating to its and all forms, notifications, orders and contribution/identity cards issued by the concerned authorities relating to benefits transferred pursuant to this sub-clause.

The Amalgamated Company shall continue to abide by any agreement(s)/ settlement(s) entered into by the Amalgamating Company 2 with any of its employees prior to the Appointed Date, and/or from the Appointed Date till the Effective Date.

- (ix) all the intellectual property rights of any nature whatsoever, including any and all registrations, goodwill, licenses, trademarks, service marks, copyrights, domain names, patents, applications for copyrights, patents, trade names and trade marks, appertaining to the Amalgamating Company 2, shall stand transferred to and vested in the Amalgamated Company.
- all taxes (including but not limited to advance tax, tax deducted at source, minimum alternate tax credits, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) payable by or refundable to or being the entitlement of the Amalgamating Company 2, including all or any refunds or claims shall be treated as the tax liability or refunds/credits/claims, as the case may be, of the Amalgamated Company, and any tax incentives, advantages, privileges, exemptions, credits, holidays, remissions, reductions, tax losses including brought forward business loss, unabsorbed depreciation, etc., as

- would have been available to the Amalgamating Company 2, shall upon to this Scheme becoming effective, be available to the Amalgamated Company.
- the accounts of the Amalgamated Company as on the Appointed Date shall be revised in accordance with the applicable provisions and terms of this Scheme. The Amalgamated Company shall be entitled to revise its Income Tax returns, Wealth tax returns, TDS returns, GST returns and other statutory returns as may be required under respective statutes pertaining to Indirect Taxes, such as Sales-Tax, Value Added Tax, Excise Duties, Service Tax, and/or duties under Central Goods and Services Tax Act, 2017, the relevant State / Union Territory's legislation in terms of the Central Goods and Services Tax Act, 2017, etc.
- (xii) all approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses (including the licenses granted by any governmental, statutory or regulatory bodies for the purpose of carrying on its business or in connection therewith), and certificates of every kind and description whatsoever in relation to the Amalgamating Company 2, or to the benefit of which the Amalgamating Company 2 may be eligible/entitled, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company 2, the Amalgamated Company had been a party or beneficiary or obligee thereto.
- (xiii) benefits of any and all corporate approvals as may have already been taken by the Amalgamating Company 2, whether being in the nature of compliances or otherwise, including without limitation, approvals under Sections 180, 186 and 188 of the 2013 Act and any other approvals under either the 1956 Act or the 2013 Act shall stand transferred to the Amalgamated Company and the said corporate approvals and compliances shall be deemed to have been taken/complied with by the Amalgamated Company to the extent permitted under the 2013 Act.
- (xiv) all estates, assets, rights, title, interests and authorities accrued to and/or acquired by the Amalgamating Company 2 shall be deemed to have been accrued to and/or acquired for and on behalf of the Amalgamated Company and shall, upon this Scheme becoming effective, pursuant to Section 232 of the 2013 Act and other applicable provisions, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Amalgamated Company to that extent and shall become the estates, assets, right, title, interests and authorities of the Amalgamated Company.
- all lease/license or rent agreements entered into by the Amalgamating Company 2 with various landlords, owners and lessors, together with security deposits and advance/prepaid lease/license fee, etc., shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The Amalgamated Company shall continue to pay rent, or lease or license fee as provided for in such agreements, and the Amalgamated Company and the relevant landlords, owners and lessors shall continue to comply with the terms, conditions and covenants thereunder. Without limiting the generality of the foregoing, the Amalgamated Company shall also be entitled to refund of security deposits paid under such agreements by the Amalgamating Company 2.





- (xvi) all electricity connections and tariff rates in respect thereof sanctioned by various public sector and private companies, boards, agencies and authorities to the Amalgamating Company 2, together with security deposits and all other advances paid, shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The relevant electricity companies, boards, agencies and authorities shall issue invoices in the name of the Amalgamated Company with effect from the billing cycle commencing from the month immediately succeeding the month in which an intimation of the approval of this Scheme by NCLT and of the effectiveness of the Scheme is filed by the Amalgamated Company with them. The Amalgamated Company and the relevant electricity companies, boards, agencies and authorities shall continue to comply with the terms, conditions and covenants associated with the grant of such connection. Without limiting the generality of the foregoing, the Amalgamated Company shall also be entitled to refund of security deposits paid to or placed with such electricity companies, boards, agencies, municipal corporation, statutory and other authorities by the Amalgamating Company 2.
- 4.3 Upon this Scheme becoming effective and the consequent amalgamation of the Amalgamating Company 2 into and with the Amalgamated Company, the secured creditors of the Amalgamated Company shall only continue to be entitled to security over such properties and assets forming part of the Amalgamated Company, as existing immediately prior to the amalgamation of the Amalgamating Company 2 into and with the Amalgamated Company and the secured creditors of the Amalgamating Company 2 shall continue to be entitled to security over such properties, assets, rights, benefits and interest of and in the Amalgamating Company 2, as existing immediately prior to the amalgamation of the Amalgamating Company 2 into and with the Amalgamated Company. It is hereby clarified that all the assets of Amalgamated Company and the Amalgamating Company 2, which are not currently encumbered, shall remain free and available for creation of any security thereon in future in relation to any new indebtedness that may be incurred by the Amalgamated Company. For this purpose, no further consent from the existing secured creditors shall be required and sanction of this Scheme shall be considered as a specific consent of such secured creditors, of the Amalgamating Company 2 or of the Amalgamated Company, as the case may be.
- 4.4 The Amalgamating Company 2 and/or the Amalgamated Company, as the case may be, shall, at any time after this Scheme comes into effect in accordance with the provisions hereof, if so required under any law or otherwise, execute appropriate deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to which the Amalgamating Company 2 has been a party, including any filings with the regulatory authorities, in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions hereof, be deemed to be authorised to execute any such writings for and on behalf of the Amalgamating Company 2 and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Company 2.
- 4.5 The Amalgamating Company 2 and/or the Amalgamated Company, as the case may be, shall, at any time after this Scheme comes into effect in accordance with the provisions hereof, if so required under any law or otherwise, do all such acts or things as may be necessary to transfer/obtain the approvals, consents, exemptions, registrations, no-

objection certificates, permits, quotas, rights, entitlements, licenses and certificates which were held or enjoyed by the Amalgamating Company 2. It is hereby clarified that if the consent of any third party or government authority is required to give effect to the provisions of this clause, the said third party or government authority shall make and duly record the necessary substitution/endorsement in the name of the Amalgamated Company pursuant to the sanction of this Scheme by NCLT, and upon this Scheme becoming effective in accordance with the terms hereof. For this purpose, the Amalgamated Company shall file appropriate applications/documents with relevant authorities concerned for information and record purposes. The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Amalgamating Company 2 and to carry out or perform all such acts, formalities or compliances referred to above as may be required in this regard.

4.6 Conduct of Businesses till Effective Date

- 4.6.1 With effect from the Appointed Date and up to and including the Effective Date:
 - (i) the Amalgamating Company 2 undertakes to carry on and shall be deemed to have carried on all its business activities and stand possessed of its properties and assets, for and on account of and in trust for the Amalgamated Company;
 - all profits or income arising or accruing in favour of the Amalgamating Company 2 and all taxes paid thereon (including but not limited to advance tax, tax deducted at source, minimum alternate tax credit, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) or losses arising or incurred by the Amalgamating Company 2 shall, for all purposes, be treated as and deemed to be the profits or income, taxes or losses, as the case may be, of the Amalgamated Company;
 - the Amalgamating Company 2 shall carry on its business with reasonable diligence and business prudence and in the same manner as it had been doing hitherto, and shall not undertake any additional financial commitment of any nature whatsoever, borrow any amount or incur any other liabilities or expenditure, issue any additional guarantee, indemnity, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:
 - (a) when the same is expressly provided in the Scheme;
 - (b) when the same is in the ordinary course of business as carried on by the Amalgamating Company 2; or
 - (c) when written consent of the Amalgamated Company has been obtained in this regard.
 - except (a) by mutual consent of the Boards of Directors of the Amalgamating Company 2 and the Amalgamated Company, or (b) pursuant to any prior commitment, obligation or arrangement existing or undertaken by the Amalgamating Company 2 and/or the Amalgamated Company as on the date of



(iv)

filing of this Scheme with NCLT, or (c) as contemplated in this Scheme; pending sanction of this Scheme by NCLT, the Amalgamating Company 2 and/or the Amalgamated Company shall not make any change in their capital structures either by way of any increase (by issue of equity shares, bonus shares, convertible debentures or otherwise), decrease, reduction, reclassification, sub-division or consolidation, re-organisation or in any other manner, which would have the effect of re-organisation of capital of such company(ies). In the event that the Amalgamating Company 2 and/or the Amalgamated Company change their capital structures either by way of any increase (by issue of equity shares, bonus shares, convertible securities or otherwise), decrease, reduction, reclassification, sub-division, consolidation, or re-organisation in any other manner, which would have the effect of bringing some change to the capital structures of such company(ies), the relevant provisions of this Scheme, including Clause 2.4.2, shall stand modified / adjusted accordingly to take into account the effect of such corporate actions;

- (v) the Amalgamating Company 2 shall not after or substantially expand its business, except with the prior written consent of the Amalgamated Company; and
- (vi) the Amalgamating Company 2 shall not amend its memorandum of association or articles of association, except with the prior written consent of the Amalgamated Company.
- 4.7 With effect from the Effective Date, the Amalgamated Company shall carry on and shall be entitled to carry on the business, as carried on by the Amalgamating Company 2 immediately prior to the Scheme becoming effective.
- 4.8 For the purpose of giving effect to the amalgamation order passed under Sections 230 and 232 of the 2013 Act and such other provisions thereof, in respect of this Scheme by NCLT, the Amalgamated Company shall, at any time pursuant to the orders approving this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the amalgamation of the Amalgamating Company 2, in accordance with the provisions of Sections 230 and 232 of the 2013 Act and such other provisions thereof, as applicable. The Amalgamated Company is and shall always be deemed to have been authorised to execute any pleadings, applications, forms, etc., as may be required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme.
- 4.9 The Amalgamated Company unconditionally and irrevocably agrees and undertakes to pay, discharge and satisfy, upon this Scheme becoming effective, all liabilities and obligations of the Amalgamating Company 2 with effect from the Appointed Date (to the extent the same has already not been paid by the Amalgamating Company 2), in order to give effect to the foregoing provisions.
- 4.10 Upon this Scheme becoming effective, the Amalgamating Company 2 shall stand dissolved, without any further act or deed, without being wound-up.







- 5. CHANGE IN SHARE CAPITAL, CONSIDERATION, CANCELLATION OF SHARES AND ACCOUNTING TREATMENT
- 5.1 In consideration of the provisions of Part III and Part IV of this Scheme and as an integral part of this Scheme, the share capital of the Amalgamated Company shall be restructured in the manner set forth in this Clause 5.
- 5.2 Upon this Scheme becoming effective and after the allotment of the new equity shares by the Amalgamated Company in terms of Clause 5.3, the issued, subscribed and paid-up capital of the Amalgamated Company shall stand increased by the aggregate face value of new equity shares to be issued to the shareholder(s) of the Amalgamating Company 1 and Amalgamating Company 2 in terms of Clause 5.3.

5.3 Payment of Consideration

- Upon this Scheme becoming effective, in consideration of the transfer and vesting of all 5.3.1 assets and liabilities of the Amalgamating Company 1 into and with the Amalgamated Company in terms of Part - III of this Scheme, the Amalgamated Company shall issue fully paid-up equity shares of Rs. 10 (Rupees ten) each to the shareholder(s) of the Amalgamating Company 1 (other than the Amalgamated Company) whose names are recorded in the register of members of the Amalgamating Company 1 on the Record Date, in a manner that each such equity shareholder of the Amalgamating Company 1 shall be issued 1904 (one thousand nine hundred and four) fully paid-up equity shares of Rs. 10 (Rupees ten) each of the Amalgamated Company for every 100 (one hundred) fully paidup equity shares of Rs. 10 each held by such equity shareholder in the Amalgamating Company 1 as on the Record Date. Subject to the provisions of Clause 5.4, the Amalgamated Company shall not receive any shares in terms of the aforementioned entitlement, in its capacity as a shareholder of the Amalgamating Company 1, and such of its shareholding in the Amalgamating Company 1 (whether held directly or through nominee shareholders) shall stand cancelled without any consideration in terms of Clause 5.4.
- 5.3.2 Upon this Scheme becoming effective, in consideration of the transfer and vesting of all assets and liabilities of the Amalgamating Company 2 into and with the Amalgamated Company in terms of Part IV of this Scheme, the Amalgamated Company shall issue fully paid-up equity shares of Rs. 10 (Rupees ten) each to the shareholders of the Amalgamating Company 2 whose names are recorded in the register of members of the Amalgamating Company 2 on the Record Date, in a manner that each such equity shareholder of the Amalgamating Company 2 shall be issued 3570 (three thousand five hundred and seventy) fully paid-up equity shares of Rs. 10 (Rupees ten) each of the Amalgamated Company for every 100 (one hundred) fully paid-up equity shares of Rs. 10 each held by such equity shareholder in the Amalgamating Company 2 as on the Record Date.
- 5.3.3 The issuance of fully paid-up equity shares to the shareholders of the Amalgamating Company 1 in terms of Clause 5.3.1 is based on the share exchange ratio of 1904:100, i.e., each equity shareholder of the Amalgamating Company 1 shall be issued 1904 (one thousand nine hundred and four) fully paid-up equity shares of Rs. 10 (Rupees ten) each of the Amalgamated Company for every 100 (one hundred) fully paid-up equity shares of Rs. 10 each held by such equity shareholder in the Amalgamating Company 1 as on the





Record Date, approved by the Boards of Directors of the Amalgamated Company and the Amalgamating Company 1, based on their independent judgment and after taking into consideration the valuation report dated March 16, 2022 provided by GAA Advisory LLP, an independent valuer engaged by the Amalgamated Company ("Valuation Report"). The Board of Directors of the Amalgamated Company and the Amalgamating Company 1 based on and relying upon the aforesaid expert advice/opinion, and on the basis of their independent evaluation and judgment, have come to the conclusion that the proposed share exchange ratio is fair and reasonable.

5.3.4 The issuance of fully paid-up equity shares to the shareholders of the Amalgamating Company 2 in terms of Clause 5.3.2 is based on the share exchange ratio of 3570:100, i.e., each equity shareholder of the Amalgamating Company 2 shall be issued 3570 (three thousand five hundred and seventy) fully paid-up equity shares of Rs. 10 (Rupees ten) each of the Amalgamated Company for every 100 (one hundred) fully paid-up equity shares of Rs. 10 each held by such equity shareholder in the Amalgamating Company 2 as on the Record Date, approved by the Boards of Directors of the Amalgamated Company and the Amalgamating Company 2, based on their independent judgment and after taking into consideration the Valuation Report dated March 16, 2022 provided by GAA Advisory LLP, an independent valuer engaged by the Amalgamated Company. The Board of Directors of the Amalgamated Company and the Amalgamating Company 2 based on and relying upon the aforesaid expert advice/opinion, and on the basis of their independent evaluation and judgment, have come to the conclusion that the proposed share exchange ratio is fair and reasonable.

5.4 Cancellation of Shares and other arrangements

- 5.4.1 As stated in Clause 5.3.1 above, upon this Scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 1 into and with the Amalgamated Company in accordance with Part III of this Scheme, no shares shall be allotted by the Amalgamated Company to itself or to any of its nominee shareholders holding shares in Amalgamating Company 1.
- 5.4.2 Upon this Scheme becoming effective, in the (consolidated/merged) balance sheet of the Amalgamated Company, investments of the Amalgamated Company being equity shares held in the Amalgamating Company 1, whether held in its own name or through nominee shareholders, shall stand cancelled in entirety without any consideration and without any further act or deed and without any liability towards capital gains tax under the Income-tax Act, 1961.

5.5 Issuance mechanics and other relevant provisions

5.5.1 In the event that any Amalgamating Company and/or the Amalgamated Company changes its capital structure, either (A) by way of any increase (by issue of equity shares, bonus shares, convertible securities or otherwise, save and except (i) shares issued pursuant to exercise of any rights/options granted to / vested in employees of the Amalgamated Company pursuant to any security linked benefit scheme of the Amalgamated Company and/or (ii) shares issued pursuant to conversion of any convertible instruments issued by the Amalgamated Company pursuant to the terms thereof), or (B) decrease, reduction, reclassification, sub-division, consolidation, or re-organisation; or (C) in any other manner, which would have the effect of bringing some change to the capital structure of such







- company(ies), the share exchange ratio mentioned in Clause 5.3 shall be modified/adjusted accordingly to take into account the effect of such corporate actions.
- 5.5.2 The shareholders of respective Amalgamating Companies shall provide such confirmation, information and details as may be required or requested by the Amalgamated Company to enable it to issue the equity shares of the Amalgamated Company to such shareholders of the respective Amalgamating Companies, in terms of Part V of this Scheme.
- 5.5.3 In case the number of equity shares in the Amalgamated Company to be issued to any of the shareholders of the Amalgamating Companies in terms of Clause 5.3 contains a fraction of a share, then the Board of the Amalgamated Company shall round-off such fraction in the following manner and there shall be no settlement of any fractional entitlement by way of payment of cash or any other consideration:
 - i. If fraction is less than 0.5 then such fraction shall be rounded-off to the lower side (to the immediately preceding whole number) and will be ignored in determining the number of equity shares of the Amalgamated Company to be allotted; and
 - ii. If such fraction is more than or equal to 0.5, then such fraction shall be round-off to the higher side to the next whole number in determining the number of equity shares of the Amalgamated Company to be allotted.
- 5.5.4 Equity shares to be issued by the Amalgamated Company pursuant to Clause 5.3 in respect of such of the equity shares of the shareholders of the Amalgamating Companies which are held in abeyance shall also be kept in abeyance.
- 5.5.5 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Amalgamating Company 1 or Amalgamating Company 2, the Board of Directors of the Amalgamating Company 1 or the Amalgamating Company 2 (as applicable) shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer in the Amalgamating Company 1 or the Amalgamating Company 2 (as applicable) as if such changes in registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor/transferee of the shares in the Amalgamating Company 1 or the Amalgamating Company 2 (as applicable) and in relation to the equity shares issued by the Amalgamated Company after the effectiveness of this Scheme. The Board of Directors of the Amalgamated Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new members in the Amalgamated Company on account of difficulties faced in the transition period.
- 5.5.6 The equity shares to be issued and allotted by the Amalgamated Company in terms of Clause 5.3, shall be subject to the provisions of the Memorandum and Articles of Association of the Amalgamated Company and shall rank *pari passu* in all respects with the existing equity shares of the Amalgamated Company.
- 5.5.7 Notwithstanding anything to the contrary, upon the issue and allotment of shares of the Amalgamated Company to the eligible shareholders of the Amalgamating Companies (whose name appears in the respective register of members of the Amalgamating Companies on the relevant Record Date(s)), the share certificates in relation to the shares held by each such shareholder in the Amalgamating Company (and the shared held by the



Amalgamated Company) shall be deemed to have been automatically cancelled and be of no effect, on and from the Effective Date.

5.5.8 The issue and allotment of equity shares by the Amalgamated Company in terms of Clause 5.3, shall be deemed to have been undertaken in compliance with the provisions of Section 62 of the 2013 Act (with requiring any further act or deed), such issue being an integral part of this Scheme.

5.6 Accounting Treatment

(vi)

- 5.6.1 Upon this Scheme becoming effective, the Amalgamated Company shall account for the amalgamation of the Amalgamating Companies in its books of accounts as given below and the provisions of this Clause 5.6 shall operate notwithstanding anything to the contrary contained in any other instrument, deed or writing:
 - (i) for the purpose of accounting for and dealing with the value of the assets, liabilities, reserves, etc., as dealt with hereinbelow in the books of account of the Amalgamated Company, statements of accounts and financial statements of the Amalgamating Companies as on the close of business of the date immediately preceding the Appointed Date shall be drawn-up on the basis of the books of accounts of the Amalgamating Companies, as audited by the auditors. Such statements of accounts shall be drawn up considering the book value of the assets and liabilities of the Amalgamating Companies;
 - (ii) the Amalgamated Company shall record the assets and liabilities of the Amalgamating Companies transferred pursuant to the Scheme at its book value in the books of accounts of the Amalgamated Company as on the Appointed Date;
 - (iii) investment in the share capital of the Amalgamating Companies in the books of accounts of the Amalgamated Company shall stand cancelled;
 - (iv) to the extent that there are inter-company loans, deposits, obligations, balances or other outstanding between any of the Amalgamating Companies and the Amalgamated Company, appearing in the books of account of the Amalgamated Company and the Amalgamating Companies as on the Appointed Date, the obligations in respect thereof shall stand cancelled and there shall be no liability in that behalf and corresponding effect shall be given in the books of accounts and records of the Amalgamated Company for the reductions of such assets or liabilities, as the case may be, and there would be no accrual of interest or other charges in respect of any such inter-corporate loans, deposits, advances and other balances or obligations as between the Amalgamating Companies and the Amalgamated Company with effect from the Appointed Date;
 - (v) the Amalgamated Company shall credit the aggregate par value of the equity shares issued to the shareholders of the Amalgamating Company 1 and Amalgamating Company 2 pursuant to this Scheme to the 'equity share capital account' in its books of accounts;

the aggregate excess or deficit, if any, of the net assets of the Amalgamating Companies over the value of new equity shares to be issued and allotted to the shareholders of the Amalgamating Companies by the Amalgamated Company,



post considering the net effect of adjustments as detailed and referred to in this Clause 5.6 shall be credited or debited (as applicable) to the 'Reserve Account' in the books of the Amalgamated Company; and

- (vii) The Amalgamated Company shall account for the amalgamation of the Amalgamating Companies in accordance with the Accounting Standards.
- 5.6.2 Upon this Scheme becoming effective, the accounts of the Amalgamated Company as on the Appointed Date shall be reconstructed in accordance with the terms of this Scheme. The Amalgamated Company shall be entitled to revise its income tax returns, TDS returns, and other statutory returns as may be required under respective statutes pertaining to indirect taxes, such as sales-tax, value added tax, excise duties, service tax, goods and services tax, etc., and shall also have the right to claim refunds, advance tax credits, credit of tax under Section 115JB of the Income-tax Act, 1961, credit of tax deducted at source, credit of foreign taxes paid/ withheld, etc., if any, as may be required consequent to implementation of this Scheme.
- 5.6.3 All reserves of the Amalgamating Companies shall be recorded in the financial statements of Amalgamated Company in the same form in which they appeared in the financial statements of the Amalgamating Companies, as on the date immediately preceding the Appointed Date. Accordingly, if prior to this Scheme becoming effective there is any reserve in the financial statements of either of the Amalgamating Companies available for distribution to shareholders, whether as bonus shares or dividend or otherwise, the same would continue to remain available for such distribution by the Amalgamated Company, subsequent to this Scheme becoming effective.
- 5.6.4 The Amalgamated Company shall record in its books of account, all transactions of the Amalgamating Companies in respect of assets, liabilities, income and expenses, from the Appointed Date till the Effective Date.
- 5.6.5 In case of any differences in accounting policies followed by either of the Amalgamating Companies from that of the Amalgamated Company, a uniform set of accounting policies shall be adopted following the amalgamation. The effect on the financial statements of any changes in the accounting policies are to be reported in accordance with the Accounting Standards.
- 5.6.6 Notwithstanding the above, the Board of Directors of the Amalgamated Company, in consultation with its statutory auditors, is authorised to account any of the balances in any other manner, if such accounting treatment is considered more appropriate and is permissible under applicable laws.

5.7 Miscellaneous Provisions

It is hereby clarified that pursuant to amalgamation of the Amalgamating Companies into and with the Amalgamated Company, the control over the Amalgamated Company shall not change.







PART - VI

6. GENERAL TERMS AND CONDITIONS

- 6.1 This Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the tax laws, specifically Section 2(1B) of the Income-tax Act, 1961 and other relevant sections of the Income-tax Act, 1961. If any terms or provisions of this Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the provisions of the tax laws shall prevail. This Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of this Scheme. Notwithstanding the other provisions of this Scheme, but subject to applicable laws, the power to make such amendments/modifications as may become necessary, whether before or after the effectiveness of the Scheme, shall vest with the Board of Directors of the Amalgamated Company, which power shall be exercised reasonably in the best interests of the companies concerned and their shareholders, and which power can be exercised at any time.
- 6.2 The Amalgamated Company and the Amalgamating Companies shall, with all reasonable dispatch, make a joint application to NCLT, under Sections 230 and 232 of the 2013 Act and other applicable provisions thereof, seeking orders for dispensing with or convening, holding and/or conducting of the meetings of such classes of their respective shareholders and/or creditors and for sanctioning this Scheme with such modifications, as may be approved by NCLT.
- 6.3 Upon this Scheme being approved by the requisite majority of the shareholders, secured creditors and unsecured creditors of the Amalgamated Company and the Amalgamating Companies (wherever required), the Amalgamating Companies and the Amalgamated Company shall, with all reasonable dispatch, file a petition before NCLT for sanction of this Scheme under Sections 230 to 232 of the 2013 Act, and other applicable provisions thereof, and for such other order or orders, as NCLT may deem fit for sanctioning/giving effect to this Scheme. Upon this Scheme becoming effective, the shareholders of both, the Amalgamated Company and the Amalgamating Companies, shall be deemed to have also accorded their approval under all relevant provisions of the 2013 Act, as applicable, for giving effect to the provisions contained in this Scheme.
- 6.4 The effectiveness of this Scheme is conditional upon and subject to:
 - (i) this Scheme being approved by the respective requisite majority of the various classes of shareholders, secured creditors and unsecured creditors (as applicable) of each of the Amalgamating Companies and the Amalgamated Company, as required under the 2013 Act;
 - (ii) the Scheme being sanctioned by NCLT, and appropriate orders being passed by it pursuant to Sections 230 and 232 of the 2013 Act and other relevant provisions thereto; and

certified copies of the relevant Orders of NCLT being filed with the Registrar of Companies, Mumbai by each of the Amalgamating Companies and the Amalgamated Company.

6.5 Sequence of Events

Upon the sanction of this Scheme and upon this Scheme becoming effective, the following shall be deemed to have occurred on the Appointed Date, as the case may be and become effective and operative only in the sequence and in the order mentioned hereunder:

- (i) alteration of the main objects of the Amalgamated Company in accordance with Clause 2.5;
- (ii) amalgamation of the Amalgamating Company 1 and Amalgamating Company 2 into and with the Amalgamated Company in accordance with Part III and Part IV of this Scheme;
- (iii) increase in the authorised share capital of the Amalgamated Company, including pursuant to transfer of the authorised share capital of the Amalgamating Company 1 and Amalgamating Company 2 to the Amalgamated Company, in accordance with Part - II of this Scheme; and
- (iv) issuance and allotment of fully paid-up equity shares of the Amalgamated Company to the shareholders of the Amalgamating Company 1 and Amalgamating Company 2 in terms of Clause 5.3 of this Scheme.

6.6 Record Date

- 6.6.1 After this Scheme is sanctioned but before it becomes effective, the Board of Directors of the Amalgamated Company shall, in consultation with the Board of Directors of the Amalgamating Company 1, determine the record date, for issuance and allotment of fully paid-up equity shares of the Amalgamated Company to the shareholders of the Amalgamating Company 1 in terms of Clause 5.3. On determination of such record date, the Amalgamating Company 1 shall provide to the Amalgamated Company, the list of its shareholders as on such record date, who are entitled to receive the fully paid-up equity shares in the Amalgamated Company in terms of this Scheme in order to enable the Amalgamated Company to issue and allot such fully paid-up equity shares to such shareholders of the Amalgamating Company 1.
- 6.6.2 After this Scheme is sanctioned but before it becomes effective, the Board of Directors of the Amalgamated Company shall, in consultation with the Board of Directors of the Amalgamating Company 2, determine the record date, for issuance and allotment of fully paid-up equity shares of the Amalgamated Company to the shareholders of the Amalgamating Company 2 in terms of Clause 5.3. On determination of such record date, the Amalgamating Company 2 shall provide to the Amalgamated Company, the list of its shareholders as on such record date, who are entitled to receive the fully paid-up equity shares in the Amalgamated Company in terms of this Scheme in order to enable the Amalgamated Company to issue and allot such fully paid-up equity shares to such shareholders of the Amalgamating Company 2.
- 6.7 The transfer of properties and liabilities to, and the continuance of proceedings by or against the Amalgamated Company, as envisaged in Part III and Part IV above shall not affect any transaction or proceedings already concluded by either of the Amalgamating Companies on or before the Appointed Date, and after the Appointed Date till the Effective



Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the Amalgamating Companies in respect thereto as done and executed on behalf of itself.

- 6.8 (i) The Amalgamating Companies and the Amalgamated Company shall be entitled to declare and pay dividends, whether interim and/or final, to their respective shareholders prior to the Effective Date. The shareholders of the Amalgamating Companies shall not be entitled to dividend (whether interim and/or final), if any, declared and paid by the Amalgamated Company to their shareholders prior to the Effective Date and *vice versa*.
 - (ii) The holders of the shares of the Amalgamating Companies and the Amalgamated Company shall, save as expressly provided otherwise in this Scheme, continue to enjoy their existing rights under their respective Articles of Association, including the right to receive dividends.
 - (iii) It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Amalgamating Companies and/or of the Amalgamated Company to demand or claim any dividend which, subject to the provisions of the 2013 Act, shall be entirely at the discretion of the respective Boards of Directors of the Amalgamating Companies and the Amalgamated Company, and if applicable as per the provisions of the Articles of Association, and/or the 2013 Act, as applicable, be subject to the approval of the shareholders of the Amalgamating Companies and the Amalgamated Company respectively.
- 6.9 Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.
- 6.10 The Amalgamated Company and the Amalgamating Companies (acting through their respective Boards of Directors) may assent to any modifications or amendments to this Scheme, which NCLT and/or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out this Scheme.
- 6.11 The Amalgamated Company and the Amalgamating Companies acting through their respective Boards of Directors, be and are hereby authorised to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions, whether by reason of any orders of NCLT or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.
- 6.12 Notwithstanding anything else to the contrary in this Scheme, the Amalgamated Company and the Amalgamating Companies acting through their respective Boards of Directors, shall be at liberty to withdraw from this Scheme in case any condition or alteration imposed by NCLT, or any other authority is not acceptable to them, or for any other reason, as they may deem fit, and in the interest of the Amalgamated Company or the Amalgamating Companies or any of them.





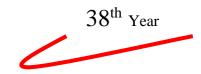
- 6.13 All costs, expenses, charges, fees, taxes, duties, levies and all incidental expenses arising out of or incurred in carrying out and implementing the terms and conditions or provisions of this Scheme and matters incidental thereto shall be borne and paid by the Amalgamated Company.
- 6.14 In the event of any inconsistency between any of the terms and conditions of any earlier arrangement between the Amalgamated Company, either of the Amalgamating Companies, and/or their respective shareholders, and/or creditors, and the terms and conditions of this Scheme, the latter shall prevail.
- 6.15 If any part of this Scheme is invalid, ruled illegal by any court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the Amalgamated Company and the Amalgamating Companies acting through their respective Boards of Directors, shall attempt to bring about appropriate modifications to this Scheme, as will best preserve for the parties, the benefits and obligations of this Scheme, including but not limited to such part.











Share Valuation Report for ascertaining Share Swap Ratio
Of proposed merger scheme of ADM India group companies being done for
M/s ADM Agro Industries India Pvt. Limited
located in PAN India

Undertaken for: **ADM Agro Industries India Pvt. Limited** MUM22- 5764

Private & Confidential

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DELHI | MUMBAI | BENGALURU | GURGAON | TORONTO

Abbreviations

| FY | Financial Year | FSSAI | Food Safety and Standards Authority of India |
|--------------|---|--------|--|
| CY | Calendar Year | CII | Confederation of Indian Industry |
| Cr. | Crores | DPIIT | Department for promotion of Industry and Internal Trade |
| GAA | GA Advisory LLP | CAGR | Cumulative Average Growth Rate |
| ADM India | Archer-Daniels-Midland India | GTM | Go-To-Market |
| EIL | Evialis India Limited | COGS | Cost of Goods Sold |
| AILV | ADM Agro Industries Latur & Vizag Private Limited | PBT | Profit Before Tax |
| AKAL | ADM Agro industries Kota & Akola Private Limited | PAT | Profit After Tax |
| AAIL | ADM Agro Industries India Private Limited | EBITDA | Earnings Before Interest, Tax, Depreciation & Amortization |
| DCF | Discounted Cash Flow | FCFF | Free Cash Flow to Firm |
| WACC | Weighted Average Cost of Capital | FCFE | Free Cash Flow to Equity |
| Rf | Risk Free Rate | BV | Book Value |
| Rm | Market Premium | FV | Fair Value |
| TV | Terminal Value | MT | Metric Ton |

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1. Executive Summary

| General Information | | | | | |
|--|--|--|--|--|--|
| Name of the Company | ADM Agro Industries India Private Limited ("AAIL") | | | | |
| Name of the Client/Owner | ADM Agro Industries India Private Limited ("AAIL") | | | | |
| Type of Company | Manufacturing and trading of Agro commodities | | | | |
| Location of the company | PAN India | | | | |
| Scope of this Report | Equity valuation of the four Indian entities of ADM Group. For the purpose of ascertaining the Share Swap Ratio | | | | |
| Appointment/Work Order Details | Work Order dated 4 th February 2022 | | | | |
| Purpose of Valuation | The purpose of valuation is to understand the equity value of four entities as on 31 st December 2021 for a proposed Merger basis Share Swap Agreement. | | | | |
| Company/Management Representative | Mr Kshirodh Aggarwal (Finance Director) and Mr Mohit Agarwal (Senior Manager) | | | | |
| | Methodology of Valuation | | | | |
| Method adopted | Net Asset Valuation for Equity Valuation | | | | |
| Brief Description about Methodology of Equity Valuation | The methodology adopted in the subject instance is Net Asset Value which is based on the estimating the Equity value by doing Mark to Market all the assets and liabilities of an entity. The subject method of valuation is considered appropriate as all entities are related and closely held with ultimate holding company being ADM USA. Also, considering the historical financials of the companies and commodity markets, it is difficult to draw a trend and estimate future projections with certainty. | | | | |
| Management Representation | Management has represented that all its financial assets except for Tangible assets and Inventories are Mark to Market and as on 31st December 2021 it is not expecting any credit loss. Inventory is valued at cost or market prices whichever is lower. All the liabilities as on 31st December 2021 are fully accounted for and there are no contingent liabilities. Management has represented that 3rd Party reports, dated 17th November 2021 provided for the valuation of movable assets located at Latur and Tarapur plant depicts the Fair Value of all the assets in its books. All the tangible assets, except for land and building, mentioned in FAR of Dharwad units Tarapur (AAIL) unit are present at site. Basis the Management representation and considering that there is no expected loss in the inventory value, hence only Tangible assets are being revalued on Fair Value basis. | | | | |

| | | Equity Valuation Key Points | | |
|--|--|---|---|---|
| Evialis India Ltd. | products. As p was a loss-mal • Fair Valuation management. | nents: Currently operations of EIL are divided er the information shared by company, it also king business, the company decided it to closs of the Tangible assets located at Tarapur plethe share price is tabulated below: - Company Equity Value of Evialis India Ltd. | o used to run a pet food business ed down in November 2021. | s segment. Since this |
| ADM Agro Industries Latur and Vizag Pvt. Ltd | the business of cake/cattle feet AILV has one of the valuating dated 16th Nov. We have not in representation | uilding has been valued basis the information | ning / processing and packaging of so engaged in cargo handling activature, Fixtures etc AILV has provide is assumed as Fair Value. Export, and value is considered ba | f edible oils, deoiled vities. led a 3 rd Party report sis the management |
| | | Company | Value Per Share | |
| | | Equity Value of ADM Agro Industries Latur and Vizag Pvt. Ltd | ₹ 64.72 | |
| ADM Agro Industries Kota and Akola Pvt. Ltd | AKAI three husiness segments namely Commodity Trading Oil Trading and Pulses Trading | | MI. 5% of total revenue. | |

| | AKAL has only | plant, located at Akola which is closed since 2 | 015. The valuation of same is don | e basis the site visit |
|------------------------------------|---|---|-----------------------------------|------------------------|
| | done by team of GAA. | | | |
| | | Company Value | | |
| | | Net Worth of ADM Agro Industries Kota and Akola Pvt. Ltd | ₹ 16,11,96,333 | |
| ADM Agro Industries India Pvt. Ltd | ADM Agro Industries India Pvt. Ltd ("AAIL") was incorporated on April 30, 2009 and is primarily engaged in business of manufacturing/ extraction/ trading/ refining/ processing and packaging of edible oils and other a based products. Business Segments: It also includes manufacturing and supply of menthol, mint oils and flavours to the oral of confectionery and chewing gum industry. AAIL entire Crushing and Refining business is bifurcated into five segments namely crushing and refining, Gi Trading, Tolling, bottling and Human Nutrition. AAIL has investment in AKAL and AILV and both the investments are considered on Fair value basis the NAV. AAIL has 3 plants; 1 at Dharwad divided into 2 units, Karnataka, 1 at Nagpur, Maharashtra and 1 at Taraf Maharashtra. Plant at Nagpur and one unit at Dharwad are non-operational since 2015. Remaining 2 plants are operational in nature. Company Value Per Share Equity Value of ADM Agro Industries India Pvt. Ltd ₹ 3.40 | | | |

Basis, the assumptions, limitations and equity value arrived at the share swap ratio in post-merger ADM Agro Industries India Private Limited is tabulated below:-

Share Swap Ratio

| S.No | Particulars | Number of shares in ADM Agro Industries India Private Limited |
|------|--|---|
| 1 | Evialis India Limited for every 100 shares shall get | 3570 |
| 2 | ADM Agro Industries Latur and Vizag Private Limited for every 100 shares shall get | 1904 |

^{*}Shares to the effect of AAIL holding in ADMLV shall be considered cancelled.

This executive summary forms part of the main report and should be read in conjunction to the assumption, which form integral part of it.

Mr. Nitin Garg (Partner)

(GAA Advisory LLP Reg No. IBBI/RV-E/02/2020/114)

Sachin Garg (Partner)

(GAA Advisory LLP Reg No. IBBI/RV-E/02/2020/114)

Swaroop Rawool (Sr.Associate Valuation)

Saloni Shah (Associate Valuation)

(.Associate Valuaiton)

(Associate Valuation)

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2. Preamble

Archer Daniels Midland ("ADM") is a fortune 500 company and is majorly in agricultural related products. ADM has presence in India for last 23 years and operates in origination & oilseeds processing, animal nutrition and human nutrition. As part of internal group restructuring, it proposes to amalgamate its various businesses in India, on going-concern basis. As per the proposed amalgamation scheme it is proposed that Evialis India Limited ("EIL") and ADM Agro Industries Latur & Vizag Pvt Ltd ("AILV") will merge into ADM Agro Industries India (P) Limited ("AAIL"). The amalgamation is proposed to be a share swap deal. For the purpose of same AAIL wishes to ascertains the equity value of the companies to ascertain the share swap ratio. Thus, for the purpose of the same, GAA is appointed as a consult vide work order dated 4th February 2022 to express its opinion on the share valuation of each of the company.

3. Date of Valuation

The valuation is as on 31st December 2021

4. Date of Report

The Valuation Report bears reference code as of 4th March 2022 and is issued on 16th March 2022.

5. Valuation Approach

Market based valuations normally employs one or more of the valuation approaches by applying the principle of substitution, using market – derived data. This principle holds that a prudent person would not pay more for a good or service than the cost of acquiring an equally satisfactory substitute good or service, in the absence of the complicating factors of time, greater risk, or inconvenience. The lowest cost of the best alternatives, whether a substitute or the original, tends to establish Fair Value.

Sales Comparison

This comparative approach considers the sales of similar or substitute properties and related market data and establish a value estimate by processes involving comparison. In general, a property being valued (a subject property) is compared with sales of similar properties that have been transacted in the market. Listings and offering may also be considered.

Cost Approach

This comparative approach considers the possibility that, as a substitute for the purchase of a given property, one could construct another property that is either a replica of the original or one that could furnish equal utility. In a real estate context, one would normally not be justified in paying more for a given property than cost of acquiring equivalent land and constructing an alternative structure, unless undue time, inconvenience, and risk are involved. In practice, the approach also involves an estimate of depreciation for older and / or less functional properties where an estimate of cost new unreasonably exceeds the likely price that would be paid for the appraised property.

Income Approach

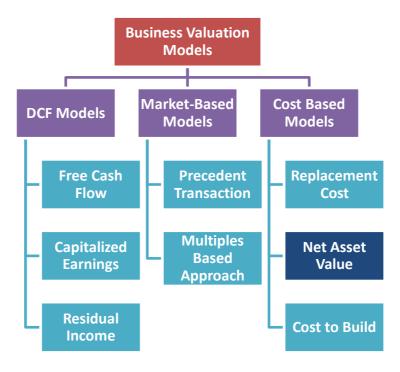
This comparative approach considers income and expense data relating to the property being valued and estimates value through a capitalization process. Capitalization relates income (usually a net income figure) and a defined value type by converting an income amount into a value estimate. This process may consider direct relationships (known as capitalization rates), yield or discount rates (reflecting measures of return on investment), or both. In general, the principle of substitution holds that the income stream

which produces the highest return commensurate with a given level of risk leads to the most probable value figure. Depending upon the nature of the property and its marketability; out of these methods one is employed for estimation of the fair value.

Definition of Fair Value as per IVS is as follows:

Fair value/Market value is the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently, and without compulsion.

6. Method adopted for Equity Value of company



The methods available for share valuation and to arrive at the fair value recoverable to the equity holders are:

i. Cost Based Models

In cost-based models, instead of looking at the income, the focus is on cost or fair value of assets owned by the company. This approach ignores any future cash flows or income that may be generated in future. Due to this reason, the cost approach is not used for going concern companies. There are 3 different types cost-based approaches one is Replacement cost where cost needed to replace the asset or business is considered as value of the same. The Second is net asset value; here fair value

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of assets is subtracted by fair value of liabilities to arrive the value available for equity shareholders. And the last one is Cost to build wherein cost expensed to build the assets or business in its present form, is taken into account.

ii. Market-Based Models

Market based models or relative valuation approach follows the premise of law of one price, which states that two identical assets should have a same price or value. The valuation of asset or business is done on the basis of comparable or similar assets or business. This approach provides an observable value for the companies, based on other comparable companies are worth. In market-based model, 2 different types of approaches can be used for valuing a business or asset. First one is precedent transaction where subject company is compared to other companies or businesses in the same industry that have been recently sold or acquired. Second one is multiple-based approach that uses multiples like P/E, EV/EBITDA of similar businesses as benchmark for valuing the subject company. Since, FTPL is a newly formed entity and does not have stabilized cash flows hence, using the said method would not be appropriate as appropriate data for similar listed or transacted entity would not be possible.

iii. Discounted Cash Flow (DCF) Method

Discounted cash flow (DCF) is a fundamental valuation method, which focuses on income or cash flow that may be generated in foreseeable future by the asset or company and then discount these cash flow or income by an appropriate discount rate to estimate the present value of all future cash flows or income. It is the most detailed of the two approaches and requires numerous estimates and assumptions. There are 3 different approaches that are used while estimating value using DCF Method. First one is Free cash flow, where free cash flow available to distribute to the firm or the equity is discounted by WACC or cost of equity respectively and second one is capitalized earnings that capitalize expected earnings using a capitalization rate to estimate the value of business. The last one is residual income method that involves discounting abnormal earnings and adding present value of those abnormal earnings to current book value of the company.

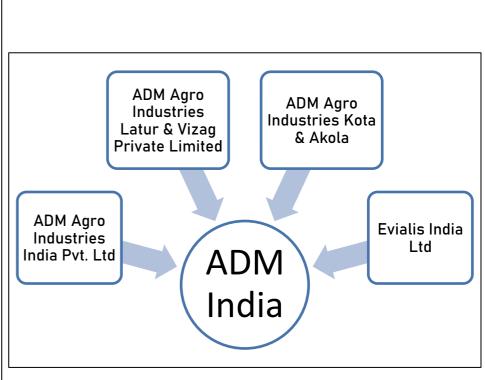
Method Adopted

The amalgamation scheme involves merging of 3 related entities, where ultimate holding company is ADM USA. Considering the historical financials of the entities and commodity market business, it is difficult to draw a trend and estimate future projections with certainty. Thus, Net Asset Value method is considered as the most appropriate method to arrive at equity valuation of the companies and to estimate the Share Swap Ratio for proposed merger.

CHAPTER-1 BRIEF OVERVIEW OF THE COMPANY

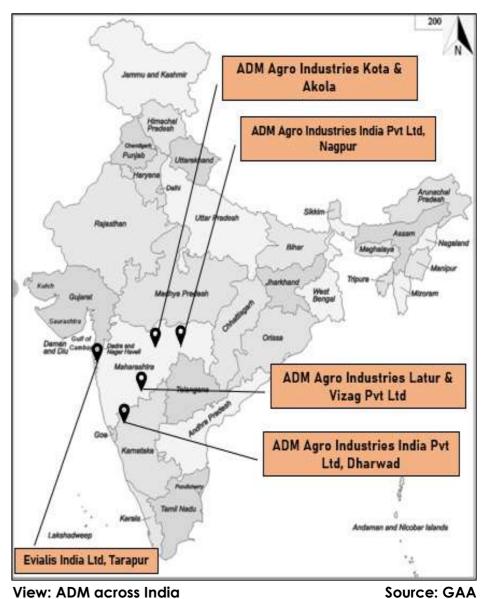
1.1 Description about the company and its entities

- In India, ADM operates oilseeds processing, animal nutrition and human nutrition business segments.
- ADM is operating in India for past 23 years and has linked the Indian farmer to domestic and global consumers.
 India operations include a head office in Gurgaon, near New Delhi, two oilseeds crush & refinery units, two nutrition facilities and three trading offices, altogether 642 full-time and 1117 contractual employees.
- ADM India runs two oilseeds crushing and refining units of 1500 TPD crush capacity and 350 TPD refining capacity in the state of Maharashtra (Latur) and Karnataka (Dharwad) respectively where the soyabean seeds is procure from local farmers.
- This involves processing various oils and oilseeds Soybean, Rapeseed/Mustard, Sunflower and Cotton, to produce crude oil and meal. The meal is primarily used in the production of animal feeds; while the oil is refined into edible oils, sold in bulk and under own brand names Health Fit® and ParamparaTM to household and institutional customers in India through 8 sales depots present in Uttar Pradesh, Rajasthan & Maharashtra.

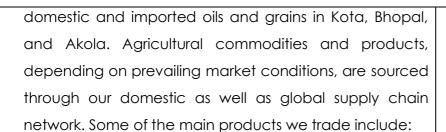


View: ADM India Footprint Source: GAA

- ADM in India is an active member of the Federation of Indian Chambers of Commerce & Industry (FICCI), the Confederation of Indian Industry (CII), the Soybeans Processors Association of India (SOPA), the Indian Vanaspati Producers Association (IVPA) and the US India Strategic Partnership Forum (USISPF).
- ADM Agro Industries India Private Limited was incorporated on 30 April 2009 and is engaged in the business of manufacturing / extraction / trading / refining / processing and packaging of edible oils, de-oiled cake/cattle feed and other Agro based products and manufacturing and supply of menthol, mint oils and flavors to the oral care, confectionery, chewing gums and pharmaceutical industry.
- ADM Agro Industries Latur & Vizag Private Limited ('ADMLV' or 'the Company') was incorporated on 14 October 1991 and is engaged in the business of manufacturing/extraction/trading/refining/processing and packaging of edible oils, deoiled cake/cattle feed and other Agro based products and is also engaged in cargo handling activities.
- ADM Agro Industries Kota & Akola Commodities Trading, ADM operates three offices responsible for the trading of



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- Under Grain products, Corn, Chickpea, Pigeon pea, Lentils, Guar
- Under Feedstuff and Oilseed products, Soybeans, Castor, Rapeseed, Soybean Oil, Crude Palm Oil, Soybean Meal, Pellets
- Evialis India Ltd Animal Health and Nutrition In India,
 ADM Animal Health & Nutrition groups is supplying feeds,
 concentrates, premix solutions and specialty nutritional
 additives & supplements for poultry, dairy and aqua
 segments. Company also runs a second facility in Tarapur,
 Maharashtra which manufactures concentrates and
 premix solutions.

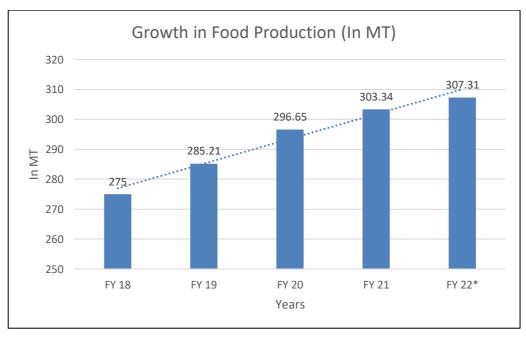
| | | Company | | | | | | |
|---------|-----------------------|---|---|---|---|--|--|--|
| Sr. No. | Particular | ADM Kota and Akola | ADM India | Evialis India | ADM Latur & Vizag | | | |
| 1 | Date of Incorporation | 29th April 1991 | 30th Apr 2009 | March 1998 | 14th Oct. 1991 | | | |
| 2 | Location | Kota, Bhopal and Akola | Dharwad | Palghar | Latur | | | |
| 3 | Status | Operational | Operational | Operational | Operational | | | |
| 4 | Businesses | ■ Commodities Trading | Manufacturing Extraction Trading Refining Processing Packaging | Manufacturing and Trading animal feeds Premix(s) Aquaculture and Other pet products | Manufacturing Extraction Trading Refining Processing Packaging | | | |
| 5 | Main Products | Grain products Feedstuff and Oilseed products | Agro based products | Feeds Concentrates Premix solutions Specialty nutritional additives & supplements | Agro based products | | | |

CHAPTER-2 Indian Agro Industry Overview

2.1 Indian Agro Commodity Industry

Introduction:

Agriculture is the primary source of livelihood for about 58% of India's population. India has the second largest agricultural resources in the world. Out of the total 20-agri-climatic regions, India has the 15 major climates in the world. There are 60 types of soil in the world of which 46 is present in India. India is the largest producer of spices, pulses, milk, tea, cashew, jute and second largest producer of wheat, rice, fruits, vegetables and is the largest producer of mango and banana. As per Economic Survey of India 2020-21, the food production in FY2020 reached a record of 296.65 MT up by 11.44 MT from FY2019. In 2020-21, India attained food grain production of 303.34MT. For FY2020, Gross Value added by agriculture, forestry and allied sector was estimated at Rs. 19.48 lakhs crore. In FY2020 agriculture and allied sectors contribute 17.8% in total GDP of India.

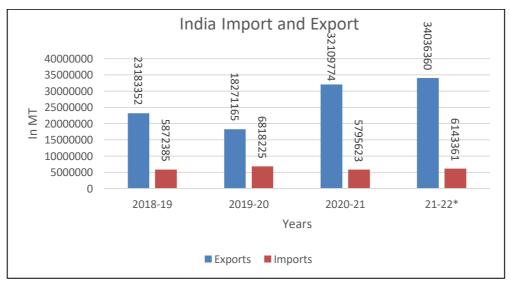


View: Growth in Food Production Source: IBEF/GAA

India Import and Export of Agro commodities:

According to the World Trade Centre, India can be among the top five exporters of agro-commodities if focus is shifted towards cultivation and effectively handholding farmer. The total agricultural and allied products exports stood at US\$ 41.25 billion in FY2021. The Agricultural Export Policy 2018, India is aimed to increase India's agricultural export to Rs. 4,19,340 crore (US\$ 14.31 billions) by 2024-2025. According to Department for promotion of Industry and Internal Trade (DPIIT), India food processing industry attracted Foreign Direct Investment (FDI) equity inflow of about US\$ 10.43 billion between April 2000-June 2021.

In October 2021, APEDA signed a Memorandum of Understanding (MoU) with ICAR-Central Citrus Research Institute (ICAR-CCRI), Nagpur, for boosting exports of citrus and its value-added products. Between April 2020 and February 2021, the total value of processed food products exports was Rs. 43,798 crore (US\$ 6.02 billion). India exported key processed food products such as pulses, processed vegetables, processed fruits and juices, groundnuts, guar gum, cereal preparations, milled products, alcoholic beverages and oil meals. For year 2019-20, due to the COVID-19 there is decrease in the EXIM operation. India's import and export of agro commodities for FY 22(till December 2021) stood at 6.14 Mn. MT and 34 Mn. MT respectively.



View: India Import and Export of agro commodities Source: APEDA/GAA

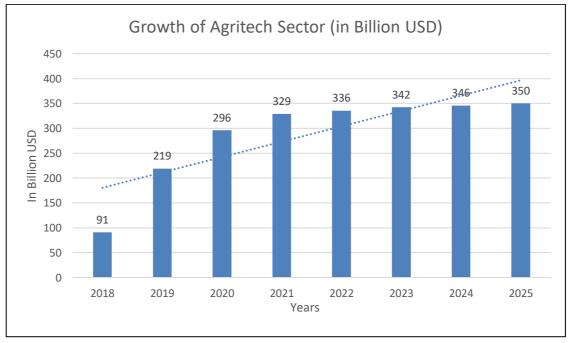
Government Initiatives:

- In October 2021, the Union Minister of Home Affairs and Cooporation launched the 'Dairy Sahakar' scheme in Anand, Gujarat.
- Ministry of Civil Aviation launched the Krishi UDAN 2.0 scheme in October 2021. The scheme proposes assistance and incentive for movement of Agri-produce by air transport. The Krishi UDAN 2.0 will be implemented at 53 airports across the country, largely focusing on Northeast and tribal regions, and is expected to benefit farmers, freight forwarders and airlines.
- In October 2021, the Union Ministry of Agriculture and Farmers Welfare announced that 820,600 seed mini-kits will be distributed free of cost in 343 identified districts across 15 major producing states under a special programme. This is likely to boost production and productivity by speeding the seed replacement rate and subsequently help in increasing farmer's income.
- The Indian government has initiated Digital Agriculture Mission for 2021-25 for agriculture projects based on new technologies such as artificial intelligence, block chain, remote sensing and GIS technology, drones, robots and others.
- As per Union Budget 2021-22, Rs. 4,000 crore (US\$ 551.08 million) was allocated towards implementing Pradhan Mantri Krishi Sinchayee Yojana (PMKSY-PDMC).
- To boost farmer incomes and growth of the agricultural economy, the Indian government released funds in June 2021 for farm mechanization such as establishment of custom hiring centers, farm machinery bank and high-tech hubs in different states.
- In April 2021, the Government of India approved a PLI scheme for the food processing sector with an incentive outlay of Rs 10,900 crore (US\$ 1,484 million) over a period of six years starting from FY22.
- The Agriculture Export Policy, 2018 was approved by the Government of India in December 2018. The new policy aimed to increase India's agricultural export to US\$ 60 billion by 2022 and US\$ 100 billion in the next few years with a stable trade policy regime.
- The Government of India launched the Pradhan Mantri Krishi Sinchai Yojana (PMKSY) with an investment of Rs. 50,000 crore (US\$ 7.7 billion) aimed at development of irrigation sources for providing a permanent solution from drought.
- The Government of India has allowed 100% FDI in marketing of food products and in food product E-commerce under the automatic route.

Future Development:

- The increase in local and foreign direct investment, agriculture sector in India is expected to generate better momentum in next few years. Further, India is expecting to achieve the goal of doubling farm income by the end of 2022.
- Due to the growth in technologies and growing use of genetically modified crops the yield of the crop has improved. India is expected to be self-sufficient in pulses in the coming few years due to concerted efforts of scientist to get maturing varieties of pulses and the increase in minimum support price.
- For fisheries sector the central government is aiming to invest US\$ 9 billions in next five years under PM Matsya Sampada Yojana.

 Also, government is targeting to raise fish production to 220 tonnes by 2024-25.
- According to Indian Agriculture: Ripe for Disruption report, the Agritech sector in expected to peg the market valuation of US\$ 30-35 billion by 2025 with expected CAGR of 18% Y-o-Y.



View: Growth of Agritech Sector Source: GAA

CHAPTER-3 Equity Valuation of Evialis India Limited ("EIL")

EIL was established in India in year 1998 and is into business of animal nutrition products. It is 100% holding of SAS Neovia (Formerly known as Invivo USA). In year 2019 SAS Neovia, global business was purchased by ADM Global and as part of the acquisition SAS Neovia India business also got acquired and is being managed by EIL. In India, EIL is into Animal Health & Nutrition groups is supplying feeds, concentrates, premix solutions and specialty nutritional additives and supplements for poultry, dairy, and aqua segments. EIL, had a facility in Tarapur, which became non-operational in year 2015. Since, then the facility is non-operational and EIL is doing all its business through job work

3.1 Historical Performance Balance Sheet

| | FY2017 | FY2018 | FY2019 | FY2020 | FY2021 | Dec 2021 |
|-------------------------------|---------|---------|---------|---------|---------|----------|
| Balance Sheet | (Rs Cr) |
| Equity and Liabilities | , , | , , | , , | , , | , , | , |
| Share capital | 1.60 | 1.60 | 1.60 | 1.60 | 1.60 | 1.60 |
| Reserves and surplus | 14.31 | 13.80 | 9.23 | 12.54 | 13.33 | 15.86 |
| Total A (Rs Cr) | 15.91 | 15.40 | 10.83 | 14.14 | 14.93 | 17.46 |
| Non-current Liabilities | - | - | - | - | - | |
| Long-term Provisions | - | - | 1.25 | 0.86 | 1.35 | 0.90 |
| Total B (Rs Cr) | - | - | 1.25 | 0.86 | 1.35 | 0.90 |
| Current Liabilities | - | - | - | - | - | |
| Trade payables | 7.06 | 6.26 | 9.05 | 6.68 | 12.24 | 12.68 |
| Other Current Liabilities | 1.32 | 2.18 | 1.37 | 1.33 | 0.74 | 0.51 |
| Short-term provisions | - | - | 0.03 | 0.23 | 0.02 | 0.02 |
| Total C (Rs Cr) | 8.38 | 8.44 | 10.46 | 8.24 | 13.00 | 13.21 |
| Total Liabilities (A+B+C) | 24.29 | 23.84 | 22.53 | 23.24 | 29.28 | 31.58 |
| Non-Current Assets | - | - | - | - | - | |
| Tangible assets | 0.67 | 0.99 | 1.00 | 0.90 | 0.99 | 0.45 |
| Intangible assets | - | - | 0.04 | 0.03 | 0.01 | 0.00 |
| Deferred tax assets (net) | 0.09 | 0.23 | - | - | - | 0.00 |
| Long-term loans and | 0.35 | 0.35 | 0.33 | 0.32 | 0.02 | 0.23 |
| Total A (Rs Cr) | 1.12 | 1.57 | 1.37 | 1.25 | 1.02 | 0.68 |
| Current assets | - | - | - | - | - | |
| Inventories | 6.01 | 7.87 | 11.30 | 10.20 | 10.31 | 9.14 |
| Trade receivables | 0.95 | 1.88 | 3.11 | 1.65 | 0.70 | 0.68 |
| Cash and bank balances | 15.99 | 11.00 | 5.30 | 9.00 | 4.33 | 2.75 |
| Short-term loans and advances | 0.23 | 1.50 | 1.37 | 1.09 | 12.90 | 18.30 |
| Other current assets | 0.00 | 0.01 | 0.09 | 0.05 | 0.01 | 0.03 |
| Total B (Rs Cr) | 23.18 | 22.27 | 21.17 | 21.99 | 28.25 | 30.90 |
| Total Assets (A+B) (Rs Cr) | 24.29 | 23.84 | 22.53 | 23.24 | 29.28 | 31.58 |

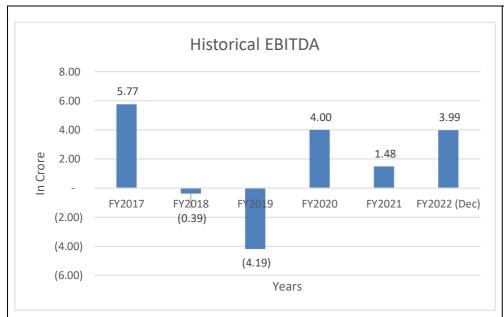
- EIL was in continuous losses from year 2017 to 2019, which led to decrease in the its net worth from Rs.15.91 Cr to Rs.10.83 Cr.
- In FY 2019 it was taken over by ADM Group which led to realignment of the business, resulting in continuous profitability in subsequent years.
- Since, EIL is into trading and manufacturing business its major liability is in the form of payables to various companies.
- EIL does not have short term or long-term borrowings.
- On the assets side, it has major assets in the form of Inventories and Short-term Loans and Advances.
- Inventories, is line with its business which is into trading activities.
- Short Term loans and advances, is majorly on account of Rs.17 Cr given to its Associate company AAIL.

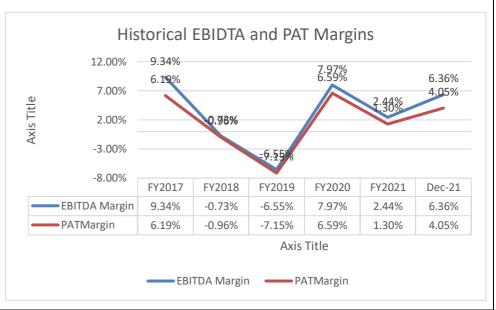


| Income Statement (Rs. Cr.) | FY2017 | FY2018 | FY2019 | FY2020 | FY2021 | Dec 2021 |
|---|---------|---------|---------|---------|---------|----------|
| meeting statement (not enj | (Rs Cr) |
| Revenue from Operations | 59.94 | 51.43 | 63.40 | 49.87 | 59.81 | 62.14 |
| Revenue Y-o-Y Growth | 0 | -14% | 23% | -21% | 20% | 4% |
| Other Income | 1.81 | 1.77 | 0.55 | 0.37 | 0.76 | 0.56 |
| Total Revenue (Rs Cr) | 61.75 | 53.19 | 63.95 | 50.24 | 60.58 | 62.70 |
| Cost of raw materials consumed | 41.92 | 30.96 | 32.17 | 25.33 | 34.70 | 34.27 |
| Purchase of traded goods | 2.04 | 9.63 | 19.37 | 7.75 | 10.55 | 9.35 |
| (Increase) / decrease in inventories of finished goods, work in progress and traded goods | -0.08 | -1.90 | -4.70 | 1.64 | -0.35 | 3.53 |
| Employee benefits expense | 3.70 | 5.41 | 8.26 | 4.21 | 4.23 | 4.12 |
| Other expenses | 8.40 | 9.48 | 13.04 | 7.31 | 9.96 | 7.44 |
| EBITDA (Rs Cr) | 5.77 | -0.39 | -4.19 | 4.00 | 1.48 | 3.99 |
| EBITDA Margin | 9.34% | -0.73% | -6.55% | 7.97% | 2.44% | 6.36% |
| Finance costs | 0.00 | 0.00 | 0.00 | 0.06 | 0.04 | 0.00 |
| Depreciation and amortization expenses | 0.06 | 0.08 | 0.20 | 0.13 | 0.18 | 0.60 |
| EBT (Rs Cr) | 5.71 | -0.47 | -4.39 | 3.81 | 1.25 | 3.39 |
| Prior year tax adjustments | 0.00 | 0.01 | -0.05 | ı | 0.03 | |
| Deferred tax expense | -0.01 | -0.14 | 0.23 | - | - | |
| Current Tax | 1.90 | 0.17 | 0.00 | 0.50 | 0.43 | 0.85 |
| Profit After Tax (Rs Cr) | 3.82 | -0.51 | -4.57 | 3.31 | 0.79 | 2.54 |

- In FY 2017 to FY 2019 EIL suffered losses, however after FY 2019 it is in continuous profits.
- In FY 2019, AAIL took over the operations of EIL as part of ADM Global acquisition of EIL parent company in France.
- During FY 2020-21, the company achieved a total revenue of Rs.60.58 Cr. against Rs. 50.24 Cr. during FY 2019-20. The profit for FY 2020-21 was Rs.0.79 Cr. against Rs. 3.31Cr. during financial year 2019-20.
- The increase in revenue during FY 2020-21 is mainly attributable to realignment of EIL business by AAIL.
- The company was operating on average EBITDA margin of 2.49% for the period.
- The major reason for the losses was the pet food business arm which was a loss making unit and the losses were compensated by the EIL other segments.

The graphical representation of the EBITDA Margins & PAT Margins basis on the historical performance is as follows:





Observations

- The company's EBITDA decreased to ₹ 1.48 Cr in FY 21 from Rs. 4.00 Cr on account of a considerable increase in the cost of raw materials consumed
- Company's EBITDA margin grew at an average of negative 2.26%.
- PAT margins have been volatile across the fiscal years from FY 2017 to FY 2021.

3.2 Discussion with company's management

- The company is engaged in business of manufacturing and trading animal feeds, premix, aquaculture and other pet products.
- The operations of the company are divided into 4 segments namely Aqua, Poultry, and Diary. Historically it had pet nutrition business as well, however due to continuing losses EIL is planning to discontinue this segment going forward.
- The company works on B2B and B2C business model and its customer segment includes various animal nutrition company and the poultry farmers of domestic market.
- EIL has only one plant which due to continuous losses stopped operation in December 2021.
- As per Management representation as on 31st December 2021, all assets and liabilities in its BS are Mark to Market and no credit loss is expected in assets. It is expected that it would be meeting all its liabilities in full and as on 31st December 2021, there are no contingent liabilities.
- Basis the discussion with the Management fair value of only Tangible asset comprising of Land and building is carried out.
- Due to the labour issues physical visit of the plant was not conducted and valuation is based on the information provided by the Management and secondary research conducted.
- ElL has provided a copy of 3rd Party valuation for the Fair Valuation of asset other than Land and Building, installed at Tarapur facility. Management has represented that the report covers all the movable assets comprising of Machineries, Fixture and Fixtures, vehicles etc. The report depicts the Market value of the assets as on 16th November 2021.
- Since time period between 16th November 2021 and 31st December 2021 is not material, hence same value is being considered as Fair Value as on 31st December 2021.

3.3 Equity Valuation

Basis the above discussion the NAV of EIL is estimated below: -

| S.No | Particular | Value (Rs.) | Remark |
|------|--|----------------|------------------|
| 1 | NAV as on 31st December 2021 | 17,46,18,253 | |
| 2 | Subtract Book Value of Assets | (45,35,995) | |
| 3 | Add Back Fair value of Assets | | |
| | Land, Building and Movable Assets at Tarapur plant | 2,41,19,568 | Refer Annexure E |
| 4 | Adjusted NAV | 19,42,01,826/- | |

Share Price Estimation is tabulated below:-

| S.No | Particular | Value |
|------|--|--------------|
| 1 | Adjusted NAV as on 31 st December 2021 (in Rs.) | 19,42,01,826 |
| 2 | Number of shares (Nos.) | 16,00,000 |
| 3 | Price per share (in Rs.) | 121.38 |

CHAPTER-4 Equity Valuation of ADM Agro Industries Latur & Vizag Pvt Ltd ("AILV")

The Company was incorporated on October 14,1991 in India under the Companies Act, 1956 as a public limited Company and on October 18, 2011, converted itself from a public limited Company to a private limited Company and the name of the Company was changed from Tinna Oils & Chemicals Limited to ADM Agro Industries Latur & Vizag Private Limited. The Company is primarily engaged in the business of manufacturing / extraction / trading / refining / processing and packaging of edible oils, de-oiled cake/cattle feed and other agro based products.

4.1 Historical Performance Balance Sheet

| Balance Sheet (In Rs. Cr.) | Mar-17 | Mar-18 | Mar-19 | Mar-20 | Mar-21 | Dec-21 |
|------------------------------|--------|--------|--------|--------|--------|--------|
| Equity and Liabilities | | | | | | |
| Share capital | 20.32 | 20.32 | 20.32 | 20.32 | 20.32 | 20.32 |
| Reserves and surplus | 15.29 | 45.41 | 23.12 | 20.12 | 69.53 | 79.40 |
| Total A (Rs. Cr) | 35.61 | 65.73 | 43.44 | 40.44 | 89.85 | 99.72 |
| Non-current Liabilities | - | - | - | - | - | - |
| Long-term Provisions | 4.69 | 4.97 | 5.09 | 5.99 | 7.37 | 7.91 |
| Deferred Liabilities | - | - | - | - | 0.67 | 0.67 |
| Total B (Rs. Cr) | 4.69 | 4.97 | 5.09 | 5.99 | 8.04 | 8.59 |
| Current Liabilities | - | 1 | 1 | - | - | - |
| Short-term Borrowings | 146.50 | 137.88 | 108.00 | 232.00 | 337.00 | 90.39 |
| Trade payables | 32.16 | 36.48 | 26.25 | 37.99 | 43.13 | 62.29 |
| Other Current Liabilites | 12.15 | 18.40 | 35.28 | 53.27 | 45.10 | 55.36 |
| Short-term provisions | 8.81 | 10.89 | 10.85 | 10.77 | 11.88 | 16.63 |
| Total C (Rs. Cr) | 199.62 | 203.64 | 180.38 | 334.03 | 437.10 | 224.66 |
| Total Liabilities (A+B+C) | 239.91 | 274.34 | 228.91 | 380.47 | 534.99 | 332.97 |
| Non-Current Assets | - | - | - | - | - | - |
| Tangible assets | 41.61 | 42.80 | 42.31 | 51.66 | 63.99 | 64.62 |
| Intangible assets | 0.04 | 0.03 | 0.03 | 0.02 | 0.02 | 0.02 |
| Capital work-in progress | 0.53 | 0.77 | 13.37 | 12.12 | - | 3.95 |
| Deferred tax assets (net) | - | - | - | - | - | - |
| Long-term loans and advances | 31.20 | 27.55 | 31.06 | 31.91 | 28.67 | 29.87 |
| Other non-current assets | 0.21 | 0.02 | 0.01 | 0.01 | 0.01 | 0.01 |
| Total A (Rs. Cr) | 73.59 | 71.18 | 86.78 | 95.73 | 92.70 | 98.48 |
| Current assets | - | - | - | - | - | - |
| Inventories | 123.76 | 160.24 | 96.77 | 240.59 | 416.54 | 198.27 |
| Trade receivables | 29.05 | 20.60 | 18.81 | 15.03 | 20.94 | 23.54 |
| Cash and bank balances | 5.95 | 5.79 | 6.24 | 7.77 | 1.69 | 5.54 |
| Short-term loans and | 6.41 | 13.54 | 19.59 | 21.01 | 3.03 | 7.05 |
| Other current assets | 1.16 | 2.99 | 0.73 | 0.35 | 0.09 | 0.08 |
| Total B (Rs. Cr) | 166.32 | 203.17 | 142.14 | 284.74 | 442.30 | 234.49 |
| Total Assets (A+B) (Rs. Cr) | 239.91 | 274.34 | 228.91 | 380.47 | 534.99 | 332.97 |

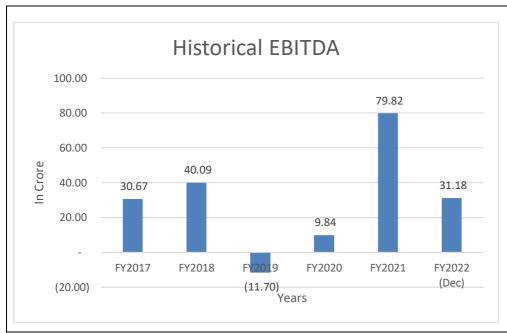
- From 2017, AILV's total net worth increased from Rs.
 35.61 Cr in FY 17 to Rs. 99.72 Cr at end of December 2021.
- AILV's Non- current liabilities are miniscule as compared to its current liabilities. Out of these current liabilities, more than 50% is through short term borrowings.
- On the assets side, it has major assets in the form of Tangible assets and Long-term Loans and Advances under Non-Current Assets.
- In Current assets AILV has major assets are in the form of Inventories and Trade Receivables.
- Since, AILV is into Crushing and Refining Business. Its major assets are under tangible assets.
- Inventories, is line with its business which is into crushing and refining. These inventories contribute to an average 80% of the total current assets.

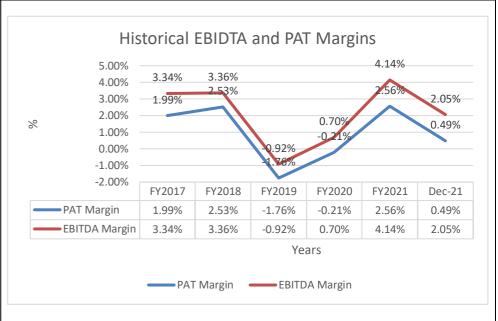


| Income Statement | FY2017 | FY2018 | FY2019 | FY2020 | FY2021 | Dec 2021 |
|---|-----------|-----------|-----------|-----------|-----------|-----------|
| income statement | (Rs. Cr.) |
| Revenue from Operations | 909.54 | 1,169.77 | 1,260.10 | 1,387.30 | 1,914.38 | 1,495.11 |
| Revenue Y-o-Y Growth | 0% | 28.61% | 7.72% | 10.09% | 37.99% | -21.90% |
| Other Income | 9.33 | 22.11 | 8.23 | 17.39 | 12.31 | 26.18 |
| Total Revenue | 918.87 | 1,191.88 | 1,268.34 | 1,404.69 | 1,926.70 | 1,521.29 |
| Cost of raw materials | 742.15 | 947.64 | 1,144.32 | 1,231.35 | 1,329.70 | 1,241.14 |
| Purchase of traded goods | 106.59 | 86.66 | 36.23 | 57.13 | 319.24 | 163.64 |
| (Increase)/decrease in inventories of finished and traded goods | -47.29 | 9.92 | -6.81 | -32.00 | 63.40 | (26.85) |
| Employee benefits expense | 17.83 | 22.59 | 22.10 | 23.29 | 25.90 | 20.76 |
| Other expenses | 68.93 | 84.98 | 84.20 | 115.09 | 108.64 | 91.42 |
| EBITDA | 30.67 | 40.09 | -11.70 | 9.84 | 79.82 | 31.18 |
| EBITDA Margin | 3.34% | 3.36% | -0.92% | 0.70% | 4.14% | 2.05% |
| Finance costs | 10.68 | 8.25 | 7.97 | 10.02 | 14.81 | 17.23 |
| Depreciation and amortisation expenses | 1.70 | 1.99 | 2.31 | 2.81 | 3.72 | 4.08 |
| Earnings before | 18.30 | 29.85 | -21.98 | -3.00 | 61.29 | 9.87 |
| Less: Exceptional Items | - | - | - | - | - | - |
| EBT | 18.30 | 29.85 | -21.98 | -3.00 | 61.29 | 9.87 |
| Total Tax Expense | - | -0.27 | 0.31 | • | 11.88 | 2.47 |
| Profit After Tax | 18.30 | 30.13 | -22.29 | -3.00 | 49.41 | 7.40 |

- During FY 2020-21, AILV achieved a total revenue of Rs. 1926.70 Cr. against Rs. 1404.69 Cr. during FY 2019-20. The profit for FY 2020-21 was Rs. 49.41 Cr. against Rs. (3.00) Cr. during financial year 2019-20.
- The increase in revenue during FY 2020-21 is mainly attributable to the growth in the revenue from the operations of the AILV
- AILV was operating on average EBITDA margin of 2.12 % for the period
- AILV operates its business by keeping a minimum operating margin on its products.
- In FY 2019 and FY 2020 AlLV suffered a loss of Rs.
 22.29 and Rs. 3 Cr, however after FY 2020 it is in continuous profit.
- The reason for major loss in FY 2019 was due to negative gross margin incurred from its crushing business segment.

The graphical representation of the EBITDA Margins & PAT Margins basis on the historical performance is as follows:





Observations

- The company's EBITDA increased to Rs. 79.82 Cr in FY 21 from Rs. 9.84 Cr on account of a considerable growth in the revenues and a relatively less increase in the expenses for the same period
- Company's EBITDA margin grew at an average of 2.12 % over the period
- PAT margins have been volatile across the fiscal years from FY 2017 to FY 2021.

4.2 Discussion with company's management

- AlLV is into Crushing and Refining business of Soya, bottling, trading and lecithin.
- AlLV major source of revenue comes from crushing business which contributes on an average 70% of the total revenue.
- Apart from crushing business segment, the remaining 30% of revenue is generated from lecithin, bottling, pulses and tolling.
- AAIL has 20.81% stake in AILV.
- AILV has only one plant which is operational in nature.
- As per Management representation as on 31st December 2021, all assets and liabilities in its BS are Mark to Market and no credit loss is expected in assets. It is expected that it would be meeting all its liabilities in full and as on 31st December 2021, and there are no contingent liabilities.
- Basis the discussion with the Management fair value of only Tangible asset comprising of Land and building is carried out.
- Physical visit of the plant was not conducted and valuation is based on the information provided by the Management and secondary research conducted.
- AlLV has provided a copy of 3rd Party Valuation for the Fair Valuation of asset other than Land and Building, installed at Latur facility. Management has represented that the report covers all the movable assets comprising of Machineries, Fixture and Fixtures, vehicles etc. The report depicts the Market value of the assets as on 16th November 2021.
- Since time period between 16th November 2021 and 31st December 2021 is not material, hence same value is being considered as Fair Value as on 31st December 2021.

4.3 Equity Valuation

Basis the above discussion the NAV of AILV is estimated below: -

| S.No | Particular | Value (Rs.) | Remark |
|------|--|----------------|------------------|
| 1 | NAV as on 31st December 2021 | 99,71,76,640 | |
| 2 | Subtract Book Value of Assets | (64,62,17,744) | |
| 3 | Add Back Fair value of Assets | | |
| | Land, Building and Movable Assets at Latur plant | 96,43,42,201 | Refer Annexure F |
| 4 | Adjusted NAV | 1,31,53,01,097 | |

Share Price Estimation is tabulated below:-

| S.No | Particular | Value |
|------|---|----------------|
| 1 | Adjusted NAV as on 31 st December 2021 (in Rs.) | 1,31,53,01,097 |
| 2 | Number of shares (Nos.) | 2,03,21,411.00 |
| 3 | Price per share (in Rs.) | 64.72 |

CHAPTER-5 Equity Valuation of ADM Kota Akola(P) Limited ("AKAL")

The Company is primarily in the business of manufacturing/extraction/trading and refining of edible oils from oil seeds. The name of the Company has been changed from Geepee Agri Private Limited to ADM Agro Industries Kota & Akola Private Limited with effect from 03 November 2011. This is a Private Limited Company domiciled in India and incorporated on 29 April 1991 under the provisions of the Companies Act, 1956.

1.1 Historical Performance

| Balance Sheet (Rs. Cr.) | FY-17 | FY-18 | FY-19 | FY-20 | FY-21 | Dec-21 |
|----------------------------|---------|----------|----------|----------|----------|----------|
| Equity and Liabilities | | | | | | |
| Share capital | 79.40 | 79.40 | 79.40 | 79.40 | 79.40 | 79.40 |
| Reserves and surplus | -112.56 | -174.90 | -174.31 | -247.83 | -198.73 | -88.78 |
| Total A (Rs. Cr) | -33.16 | -95.50 | -94.91 | -168.43 | -119.33 | -9.38 |
| Non-current Liabilities | - | - | - | - | - | |
| Long-term Provisions | 0.33 | 0.33 | 0.35 | 0.38 | 0.58 | 0.58 |
| Total B (Rs. Cr) | 0.33 | 0.33 | 0.35 | 0.38 | 0.58 | 0.58 |
| Current Liabilities | - | - | - | - | - | |
| Short-term Borrowings | 111.70 | 207.93 | 109.30 | 305.38 | 191.30 | 1,014.50 |
| Trade payables | 6.48 | 916.61 | 7,892.13 | 1,149.57 | 1,138.34 | 551.17 |
| Other Current Liabilities | 5.71 | 9.64 | 15.24 | 37.06 | 21.18 | 24.22 |
| Short-term provisions | 0.45 | 0.46 | 0.45 | 0.74 | 1.62 | -8.32 |
| Total C (Rs. Cr) | 124.34 | 1,134.63 | 8,017.12 | 1,492.75 | 1,352.44 | 1,581.58 |
| Total Liabilities (Rs. Cr) | 91.51 | 1,039.46 | 7,922.56 | 1,324.71 | 1,233.71 | 1,572.77 |
| Non-Current Assets | - | - | - | - | - | |
| Tangible assets | 54.37 | 6.01 | 6.01 | - | - | 0.01 |
| Capital work-in | 0.24 | - | - | - | - | - |
| Investments | 0.01 | 0.01 | 0.02 | 0.02 | 0.02 | 0.02 |
| Long-term Loans | 5.23 | 5.69 | 6.21 | 3.42 | 6.16 | 0.64 |
| Other non-current | 0.02 | 0.00 | - | - | - | |
| Total A (Rs. Cr) | 59.88 | 11.71 | 12.23 | 3.44 | 6.18 | 0.66 |
| Current assets | - | - | - | - | - | |
| Inventories | 15.36 | 107.59 | 415.56 | 524.08 | 211.53 | 1,491.37 |
| Trade receivables | 2.25 | 906.88 | 7,438.77 | 734.26 | 965.81 | 46.20 |
| Cash and bank balances | 0.85 | 0.17 | 16.46 | 12.16 | 0.04 | 8.08 |
| Short-term loans and | 8.78 | 9.65 | 20.02 | 40.72 | 40.65 | 26.45 |
| advances | 8.78 | 8.65 | 38.82 | 48.73 | 49.65 | 26.45 |
| Other current assets | 4.39 | 4.46 | 0.73 | 2.05 | 0.49 | 0.01 |
| Total B (Rs. Cr) | 31.63 | 1,027.74 | 7,910.33 | 1,321.27 | 1,227.53 | 1,572.11 |
| Total Assets (A+B) | 91.51 | 1,039.46 | 7,922.56 | 1,324.71 | 1,233.71 | 1,572.77 |
| | | | | | | |

- AKAL was in continuous losses from year 2017 and onwards, which led to decrease in its net worth by 188% in year 2018 followed by furthermore drop of 77% in year 2020.
- In FY 2021, AKAL generated 40% profit from their trading business when compared with FY 2020, thus resulting in reduction of accumulated losses.
- Since, AKAL is into trading business its major liability is in the form of payables to various companies. The same can be seen from FY 2018 and onwards.
- In Dec-21 the company raised a working capital loan of Rs 1014 Cr.
- On the assets side, it has major assets in the form of Inventories, trade receivables and short-term loans and advances.
- Inventories, is line with its business which is into trading activities.
- Short-term loan and advances, is majorly on account of Rs. 21 Cr. i.e., balance with government authorities.



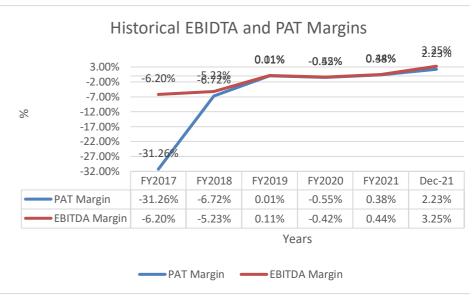
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|-----|------|------|-----|----|----|
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| Income Statement (Rs. Cr.) | FY2017 | FY2018 | FY2019 | FY2020 | FY2021 | Dec-21 |
|--|--------|----------|-----------|-----------|-----------|----------|
| Revenue from Operations | 46.67 | 927.17 | 12,925.70 | 12,682.13 | 13,058.79 | 3,680.33 |
| Revenue Y-o-Y Growth | 0% | 1887% | 1294% | -2% | 3% | -72% |
| Other Income | 5.06 | 1.16 | 7.34 | 16.00 | 12.12 | 10.67 |
| Total Revenue (Rs. Cr.) | 51.73 | 928.34 | 12,933.04 | 12,698.13 | 13,070.91 | 3,691.00 |
| Purchase of Traded Goods | 39.44 | 1,015.58 | 13,205.37 | 12,711.59 | 12,621.71 | 4,765.19 |
| (Increase)/ decrease in inventories of finished goods, work-in-progress and traded goods | 6.22 | -92.70 | -309.26 | -110.89 | 312.55 | 1,279.25 |
| Employee benefits expense | 3.59 | 2.92 | 3.02 | 2.97 | 3.67 | 3.63 |
| Impairment loss (including Capital work in Progress) | 0.00 | 45.47 | 0.00 | 0.00 | 0.00 | - |
| Other expenses | 5.69 | 5.62 | 19.29 | 148.17 | 74.84 | 81.55 |
| EBITDA (Rs. Cr.) | -3.21 | -48.55 | 14.61 | -53.71 | 58.14 | 119.88 |
| EBITDA Margin | -6.20% | -5.23% | 0.11% | -0.42% | 0.44% | 3.25% |
| Finance costs | 9.79 | 10.96 | 14.39 | 19.51 | 9.05 | 9.91 |
| Depreciation and amortization expenses | 3.17 | 3.05 | 0.00 | 0.00 | 0.00 | 0.00 |
| Earnings before excptnal | -16.17 | -62.57 | 0.22 | -73.22 | 49.09 | 109.97 |
| Less: Exceptional Items | 0.00 | 0.00 | 0.00 | 3.91 | 0.00 | 0.00 |
| EBT (Rs. Cr.) | -16.17 | -62.57 | 0.22 | -69.30 | 49.09 | 109.97 |
| Current Tax | 0.00 | -0.22 | -0.37 | -4.21 | 0.00 | -27.49 |
| Profit After Tax (Rs. Cr.) | -16.17 | -62.34 | 0.59 | -73.51 | 49.09 | 82.48 |
| PAT Margin | - | -6.72% | 0.005% | -0.55% | 0.38% | 2.23% |

- During FY 2020-21, the company achieved a total revenue of Rs.13070.91 Cr. against Rs. 12698.13 Cr. during FY 2019-20. The profit for FY 2020-21 was Rs.49.09 Cr. against Rs. (69.30) Cr. during financial year 2019-20. The profit during the same period grew to Rs.49.09 Cr from Rs. (69.30) Cr
- For the period FY 2017 to FY 2021, AKAL's total revenue has grown at a CAGR of 300%.
- The company was operating on average negative EBITDA margin of (2.26) % throughout the period from 2018-19 till 2020-21.
- The year 2020 saw a major loss as a result of price disparity in the form of lower prices in the international market and higher prices in the domestic market. They tried to hedge the transactions but that did not help as there were price disparities in the domestic and international markets.
- In 2021, as a result of opening of global markets, commodity markets particularly saw a major upside resulting in record profits. Export of soyabeans helped to increase the profits. China was one of the major importers of soyabeans and they mainly imported them from the US. This helped the company in increasing its profits.

The graphical representation of the EBITDA Margins & PAT Margins basis on the historical performance is as follows:





Observations

- The company's EBITDA increased to ₹ 58.14 Cr in FY 21 from Rs. (53.71) Cr on account of growth in the revenue.
- Company's EBITDA margin grew at an average of negative 2.26% with the exception being the company's operations being halted for 2 months in FY 2020.
- PAT margins have been volatile across the fiscal years from FY 2017 to FY 2021.

5.2 Discussion with company's management and Observations made

- AKAL has three business segments namely Commodity Trading Business, Oil Trading, Pulses Trading and Oil Seeds Trading.
- Commodity trading business refers is a high volume and substantially less profitable business for AKAL. Commodity business is the major source of revenue for AKAL.
- Apart from commodity trading business segment, the AKAL also generate its 20% revenue from Oil Trading while the remaining
 15% revenue is obtained by Oil seeds and Pulses Trading.
- AKAL has only one plant which is non-operational in nature since 2015.
- AKAL has impaired all the tangible assets in its books.
- As per Management representation as on 31st December 2021, all assets and liabilities in its BS are Mark to Market and no credit loss is expected in assets. It is expected that it would be meeting all its liabilities in full and as on 31st December 2021, and there are no contingent liabilities.
- Basis the discussion with the Management fair value of only Tangible asset comprising of Land, building and movable assets is carried out.
- Physical visit of the plant was conducted by a tram of GAA and valuation is based on the information provided by the Management and collected at site.
- Since plant is non-operational from 2015, dilapidation in buildings and machines could be observed.
- AKAL is 100% subsidiary of AAIL and its equity value is considered in investment of AAIL.

1.3 Equity Valuation

Basis the above discussion the NAV of AKAL is estimated below: -

| S.No | Particular | Value (Rs.) | Remark |
|------|--|---------------|------------------|
| 1 | NAV as on 31 st December 2021 | (9,38,28,586) | |
| 2 | Subtract Book Value of Assets | (74,352) | |
| 3 | Add Back Fair value of Assets | | |
| | Land, Building and Movable Assets at Akola plant | 25,50,99,271 | Refer Annexure B |
| 4 | Adjusted NAV | 16,11,96,333 | |

CHAPTER-6 Equity Valuation of ADM Agro Industries India (P) Limited ("AAIL")

The Company was incorporated on April 30, 2009 under the provisions of the Companies Act, 1956. The Company is primarily engaged in the business of manufacturing/ extraction/ trading/ refining/ processing and packaging of edible oils and other agro based products and manufacturing and supply of menthol, mint oils and flavors to the oral care, confectionery, chewing gum.

6.1 Historical Performance

| Balance Sheet (Rs. Cr.) | FY-17 | FY-18 | FY-19 | FY-20 | FY-21 | Dec-21 |
|----------------------------|----------|----------|---------|---------|---------|---------|
| Equity and Liabilities | | | | | | |
| Share capital | 51.97 | 83.72 | 249.11 | 249.11 | 249.11 | 249.11 |
| Reserves and surplus | 133.12 | 8.85 | -193.33 | -202.19 | -222.61 | -253.60 |
| Total A (Rs. Cr) | 185.09 | 92.58 | 55.77 | 46.91 | 26.50 | -4.49 |
| Non-current Liabilities | - | _ | - | | - | _ |
| Long-term borrowings | - | 58.00 | 58.00 | 58.00 | 58.00 | 58.00 |
| Long-term Provisions | 2.43 | 5.68 | 7.15 | 8.12 | 10.17 | 13.49 |
| Deferred Liabilities | _ | - | _ | | - | - |
| Total B (Rs. Cr) | 2.43 | 63.68 | 65.15 | 66.12 | 68.17 | 71.49 |
| Current Liabilities | - | - | - | | - | - |
| Short-term Borrowings | 364.56 | 409.52 | 135.00 | 370.00 | 90.00 | 165.09 |
| Trade payables | 2,565.83 | 4,194.95 | 43.40 | 85.77 | 58.99 | 61.02 |
| Other Current Liabilities | 6.35 | 41.68 | 12.75 | 27.45 | 19.04 | 20.19 |
| Short-term provisions | 0.04 | 3.22 | 3.22 | 1.66 | 2.38 | 2.68 |
| Total C (Rs. Cr) | 2,936.79 | 4,649.36 | 194.37 | 484.88 | 170.41 | 248.98 |
| Total Liabilities (Rs. Cr) | 3,124.30 | 4,805.62 | 315.29 | 597.92 | 265.08 | 315.98 |
| Non-Current Assets | - | - | - | | - | - |
| Tangible assets | 28.97 | 38.82 | 36.87 | 36.90 | 39.20 | 38.60 |
| Intangible assets | 4.86 | 0.02 | 0.01 | 0.00 | 0.13 | 0.16 |
| Capital work-in | 0.40 | - | 0.54 | 0.58 | 1.08 | 5.95 |
| Deferred tax assets | - | - | - | | - | - |
| Non-current | 272.81 | 229.95 | 24.29 | 24.29 | 24.29 | 24.29 |
| Long-term loans and | 18.02 | 41.00 | 40.32 | 50.33 | 45.15 | 48.20 |
| Other non-current | 0.04 | 0.08 | 0.48 | 0.33 | 0.67 | 0.67 |
| Total A (Rs. Cr) | 325.10 | 309.87 | 102.51 | 112.43 | 110.52 | 117.88 |
| Current assets | - | - | - | | - | |
| Inventories | 57.82 | 238.96 | 88.65 | 258.20 | 111.43 | 137.62 |
| Trade receivables | 2,526.97 | 4,040.64 | 28.14 | 19.93 | 22.38 | 30.45 |
| Cash and bank balances | 2.52 | 1.97 | 19.22 | 17.28 | 4.16 | 3.26 |
| Short-term loans and | 210.87 | 208.85 | 70.51 | 185.56 | 13.80 | 24.00 |
| advances | 210.07 | 200.03 | ,0.51 | 105.50 | 15.50 | 24.00 |
| Other current assets | 1.03 | 5.33 | 6.27 | 4.52 | 2.79 | 2.77 |
| Total B (Rs. Cr) | 2,799.20 | 4,495.74 | 212.79 | 485.49 | 154.56 | 198.10 |
| Total Assets (A+B) | 3,124.30 | 4,805.62 | 315.29 | 597.92 | 265.08 | 315.98 |

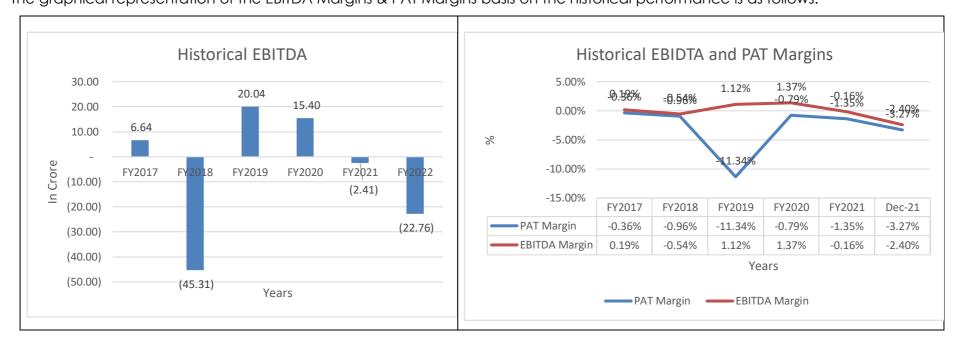
- AAIL was in continuous losses from year 2017 and onwards, which led to decrease in its net worth by 50% in year 2018 followed by furthermore drop of 118% from March 2021 to December 2021. As on December 2021 AAIL net worth is negative.
- AAIL has a constant long-term borrowing of Rs. 58 Cr from its related entity which comes under the head of non-current liabilities.
- Company has reduced its short-term borrowing by 55% in December 2021 as compared to March 2017.
- AAIL's major liability is in the form of payables to various companies. The same can be seen from FY 2017 and onwards.
- On the assets side, it has major assets in the form of Inventories, trade receivables and short-term loans and advances.
- Inventories, is line with its business which is into trading activities.
- In Investment AAIL has AKAL as its fully owned subsidiary.



| Income Statement | FY2017 | FY2018 | FY2019 | FY2020 | FY2021 | Dec 2021 |
|--|----------|----------|----------|----------|----------|-------------|
| Revenue from Operations | 3,517.62 | 8,352.85 | 1,735.70 | 1,076.47 | 1,490.64 | 943.88 |
| Revenue Y-o-Y Growth | 0 | 137% | -79% | -38% | 38% | -37% |
| Other Income | 36.17 | 22.31 | 47.09 | 51.66 | 24.98 | 2.50 |
| Total Revenue (Rs. Cr) | 3,553.79 | 8,375.15 | 1,782.79 | 1,128.14 | 1,515.63 | 946.38 |
| Cost of raw materials | 169.35 | 524.79 | 707.81 | 805.09 | 1,050.30 | 760.34 |
| Purchase of traded goods | 3,286.96 | 7,893.07 | 775.85 | 328.08 | 203.99 | 96.39 |
| (Increase)/decrease in inventories of finished and | 1.24 | -150.82 | 155.00 | -136.77 | 126.10 | 7.44 |
| Employee benefits expense | 25.99 | 36.10 | 30.41 | 31.60 | 35.03 | 26.45 |
| Impairment Loss (including CWIP) | 0.00 | 25.73 | 0.00 | 0.00 | 0.00 | 0.00 |
| Provision for diminution in value of investments | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Other expenses | 63.61 | 91.59 | 93.68 | 84.73 | 102.62 | 78.52 |
| EBITDA (Rs. Cr) | 6.64 | -45.31 | 20.04 | 15.40 | -2.41 | -22.76 |
| EBITDA Margin | 0.19% | -0.54% | 1.12% | 1.37% | -0.16% | -2.40% |
| Finance costs | 16.59 | 27.26 | 17.40 | 19.06 | 16.56 | 6.13 |
| Depreciation expenses | 2.71 | 7.55 | 2.32 | 2.31 | 1.92 | 2.10 |
| Earnings before exceptional | -12.67 | -80.12 | 0.32 | -5.97 | -20.90 | -30.99 |
| Less: Exceptional Items | - | - | 206 | - | - | - |
| EBT (Rs. Cr) | -12.67 | -80.12 | -205.34 | -5.97 | -20.90 | -30.99 |
| Prior year tax adjustments | - | - | -3.15 | 0.03 | -0.48 | - |
| MAT Credit written off | - | - | - | 2.86 | - | - |
| Profit After Tax (Rs. Cr) | -12.67 | -80.12 | -202.19 | -8.86 | -20.42 | -30.99 |

- During FY 2020-21, the company achieved a total revenue of Rs. 1515.63 Cr. against Rs. 1128.14 Cr. during FY 2019-20. The profit for FY 2020-21 was Rs. (20.42) Cr. against Rs. (8.86) Cr. during financial year 2019-20.
- The increase in revenue during FY 2020-21 is mainly attributable to the growth in the revenue from the operations of the company
- The company was operating on average EBITDA margin of 0.40% for the period.
- The primary reason for the consistent losses is that the company was engaged in the commodity market and there is price volatility.
- The prices of the seeds are volatile in the market and differ as per the changes in demand.
- In FY 2019 AAIL further did a major write off of its investment which further lead to erosion of its net worth.

The graphical representation of the EBITDA Margins & PAT Margins basis on the historical performance is as follows:



Observations

- The company's EBITDA decreased to (2.41) Cr in FY 21 from Rs. 15.40 Cr on account of a considerable growth in the cost of raw materials consumed and the other expenses
- Company's EBITDA margin grew at an average of 0.40% over the period.
- PAT margins have been volatile across the fiscal years from FY 2017 to FY 2021.

6.2 Discussion with company's management and Observations.

- AAIL is engaged in the business of manufacturing/ extraction/ trading/ refining/ processing and packaging of edible oils and other Agro based products.
- The business of Crushing and Refining is bifurcated into five different segments like crushing, soya seed or meal trading, pulses and tolling and bottling. AAIL also has human nutrition business.
- AAIL has done investment in AVIL and AKAL. As per the information shared, due to continuous losses AAIL impaired its investments in AKAL to the tune of RS.205 Cr in FY 2018-19.
- AAIL has 3 plants divided into 4 units; out of which 2 units are operational and 2 units are non-operational.
- The non-operational units are located at Nagpur, Maharashtra and Dharwad, Karnataka closed since 2015.
- The 2 operating units are located at Tarapur, Maharashtra and Dharwad, Karnataka.
- AKAL has impaired the tangible assets located at closed plants.
- As per Management representation as on 31st December 2021, all assets and liabilities in its BS are Mark to Market and no credit loss is expected in assets. It is expected that it would be meeting all its liabilities in full and as on 31st December 2021, and there are no contingent liabilities.
- Basis the discussion with the Management fair value of only Tangible asset comprising of Land, building and movable assets is carried out.
- Physical visit of only Nagpur plant was conducted by a team of GAA and valuation is based on the information provided by the Management and collected at site.
- Physical visit of other 3 plants was not conducted and valuation is based on the information provided by the Management and secondary research conducted.
- Fair Value of investment is considered basis the above estimated equity values.

6.3 Equity Valuation

Basis the above discussion the NAV of AAIL is estimated below: -

| S.No | Particular | Value (Rs.) | Remark |
|------|--|----------------|------------------|
| 1 | NAV as on 31st December 2021 | (4,49,10,688) | |
| 2 | Subtract Book Value of Assets | (38,59,75,569) | |
| 3 | Add Back Fair value of Tangible Assets | | |
| a. | Land, Building and Movable Assets at Tarapur plant | 12,33,26,824 | Refer Annexure D |
| b. | Land, Building and Movable Assets at 2 Dharwad plant | 69,51,44,427 | Refer Annexure C |
| C. | Land, Building and Movable Assets at Nagpur | 26,83,65,230 | Refer Annexure A |
| 4 | Add Back FV of Investment in AKAL | 16,11,96,333 | |
| 5 | Add Back Difference of FV and BV of investment in AILV | 3,08,39,621 | |
| 6 | Adjusted NAV | 84,79,86,178 | |

Share Price Estimation is tabulated below:-

| S.No | Particular | Value |
|------|---------------------------------------|--------------|
| 1 | NAV as on 31st December 2021 (in Rs.) | 84,79,86,178 |
| 2 | Number of shares (Nos.) | 24,91,07,297 |
| 3 | Price per share (in Rs.) | 3.40 |

7. Certificate

It is certified that basis the, assumptions limitations and equity valuation arrived the share swap ratio as on 31st December 2021 is tabulated below: -

Share Swap Ratio: -

| S.No | Particulars | Number of shares in post-merger ADM Agro Industries India Pvt Ltd |
|------|---|---|
| 1 | Evialis India Limited for every 100 shares shall get | 3570 |
| 2 | ADM Agro Industries Latur and Vizag Private Limited shall get | 1904 |

Note:- *Shares to the effect of AAIL holding in ADMLV shall be considered cancelled.

Mr. Nitin Garg

(Partner)

(GAA Advisory LLP Reg No. IBBI/RV-E/02/2020/114)

Sachin Garg (Partner)

(GAA Advisory LLP Reg No. IBBI/RV-E/02/2020/114)

Swaroop Rawool (Sr.Associate Valuation)

Saloni Shah

(Associate Valuation)

Rohit Bhosle (Associate Valuaiton)

Adsif Bevoor (Associate Valuation)

ANNEXURE A -TANGIBLE ASSET VALUATION – NAGPUR, MAHARASHTRA

1. Preamble

AAIL owns a non-operational edible oil refinery plant. The valuation of these assets is being carried out in order to arrive the share price of AAIL as on 31st December 2021.

2. Purpose of valuation

The purpose of valuation is to understand fair value of the surplus assets, which are in form of non-operational refinery plant located at Nagpur, Maharashtra.

For the purpose of estimating the Fair value of Land, Sale comparable method under market approach is used. For Buildings, Replacement cost method under cost approach is adopted and for movable assets, DRC method based on cost indexation is adopted.

As per the information shared by management of AAIL, it has already sold the machines at site and thus the agreement value of same is being considered as Fair value.

3. Address of Property

The property is Manufacturing based factory in preservation mode located at ADM Agro Industries India Pvt Ltd, Village Nandgaon, Tehsil Parseoni, District Nagpur, Maharashtra.

4. Date of site inspection

The Property was inspected on 04th February 2022. The inspection was conducted by Mr. Bhavin Kotian (Sr. Associate Valuation) and Mr. Rehaan Sheikh (Associate Valuation). The, document and information provided by the representative is believed to be true, authentic and is relied upon.

5. Date of valuation

The date of report is as on 25th February 2022; however, assets are being valued as on 31st December 2021.

6. Documents Requested

| Document Requested | Documents Submitted |
|--|---|
| Copy of Sale/lease Deed | Copy of Sale Deed |
| Fixed Asset Register List | Copy of Layout Plan |
| Title Search Report | Fixed Asset Register List |
| Copy of Layout plan | Copy of approvals and |
| Approvals and certifications | NOCs |
| Past year property tax | |
| Copy of approvals and NOCs | |

7. Approach and Methodology of Valuation

Market based valuations normally employs one or more of the valuation approaches by applying the principle of substitution, using market – derived data. This principle holds that a prudent person would not pay more for a good or service than the cost of acquiring an equally satisfactory substitute good or service, in the absence of the complicating factors of time, greater risk, or inconvenience. The lowest cost of the best alternatives, whether a substitute or the original, tends to establish Fair Value.

Sales Comparison

This comparative approach considers the sales of similar or substitute properties and related market data and establish a value estimate by processes involving comparison. In general, a property being valued (a subject property) is compared with sales of similar properties that have been transacted in the market. Listings and offering may also be considered.

Cost Approach

This comparative approach considers the possibility that, as a substitute for the purchase of a given property, one could construct another property that is either a replica of the original or one that could furnish equal utility. In a real estate context, one would normally not be justified in paying more for a given property than cost of acquiring equivalent land and constructing an alternative structure, unless undue time, inconvenience, and risk are involved. In practice, the approach also involves an estimate of depreciation for older and / or less functional properties where an estimate of cost new unreasonably exceeds the likely price that would be paid for the appraised property.

Income Approach

This comparative approach considers income and expense data relating to the property being valued and estimates value through a capitalization process. Capitalization relates income (usually a net income figure) and a defined value type by converting an income amount into a value estimate. This process may consider direct relationships (known as capitalization rates), yield or discount

rates (reflecting measures of return on investment), or both. In general, the principle of substitution holds that the income stream which produces the highest return commensurate with a given level of risk leads to the most probable value figure.

Depending upon the nature of the property and its marketability; out of these methods one is employed for estimation of the fair value.

Definition of Fair Value as per IVS is as follows:

Fair value/Market value is the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently, and without compulsion.

An asset derives its value from the economic benefits it can provide to its owner. As per the information provided, the subject property is spread over an area measuring approximately 21.2 acres. Following methods of valuations are considered: -

A. Asset Valuation Method under Cost Approach of Valuation

The asset valuation methodology essentially estimates the cost of replacing the tangible assets of the business. The replacement cost takes into account the market value of various assets or the expenditure required to create the infrastructure exactly similar to that of a company being valued. Since the replacement methodology assumes the value of business as if we were setting a new business, this methodology is relevant in case of calculating the value of a capital-intensive asset whose future cash flows cannot be ascertained.

The **Asset Valuation** approach suffers from certain limitations. These are detailed below:

Practically, it is extremely difficult to determine the exact replacement cost of the assets owned by a company. This is so on account of number of reasons, such as

- Changes in technology over a period of time (resulting in certain products not being produced at all or being produced with far more efficiencies than earlier)
- Absence of a marketplace where such assets are or can be traded
- Inability of the seller to be able to actually realise the value of assets in one go should the company be liquidated
- Changes in the duty structure (like excise, import duties, etc which may impact the value of the asset over different periods of time) etc.

Factors affecting valuation is summarized below:

An asset draws value, from its scarcity, i.e., the demand for an asset at a location when compared to the availability at that location. Before arriving at the value of an asset, it needs to be determined whether or not the asset possesses utility and is scarce as well as transferable within the appropriate market.

When a specific asset is offered for sale in the open market, the amount expected to be realized from a willing purchaser on the sale of the asset by a willing seller is its fair value. The fair value of the asset is also influenced by the potential uses the asset can be put.

Valuation of Land Usage Demand and Supply Shape, Size, Prominance Plot area and topography Markeability Utility in vicinity Type of Frontage Locality, Neighborhood, Civic stigma aspects etc

| Valuation of Building |
|----------------------------------|
| •Utility |
| Physical condition |
| •State of repairs & Maint. |
| Balance economic life |
| •Replacement cost as on date |
| • Depreciation for wear and tear |
| •Replacement cost as on date |

Chapter 1- Land

The land considered for the purpose of valuation admeasures 85,793.36 sq.m and is utilized for the purpose of manufacturing.

1.1. Salient features of the Sales deed

As per sale deed provided, Company has land area admeasuring 21.2 Acres is owned by M/s ADM AGRO INDUSTRIES INDIA PRIVATE LIMITED. The subject land is NA (Non-Agricultural) land is utilized for the purpose of manufacturing factory building of Soyabean oil refinery.

Detail of the deeds is tabulated below:

| Sr. No. | Date of Deed | Type of Deed | Property Address | Seller | Purchaser/Lessees | Area (sq.m) | Deed No. |
|------------|--------------|-----------------|---|----------------------------------|--|----------------|----------|
| 1 | 05-06-2013 | Sale Deed | ADM Agro Industries India Pvt Ltd, Village Nandgaon, Tehsil Parseoni, District Nagpur, Maharashtra. | Madhur Agro Proteins Limited. | ADM Agro Industries India Private Limited | 85,793.36 | 3154 |
| | | | Total | | | 85,793.36 | |

As per the sale deed, the adjacent boundaries of the plant are outlined as under:

On or towards the north by Canal,

On or towards the south by Survey No.212,

On or towards the east by Dumri Railway Line, and

On or towards the west by Survey No 209.

Note:

1) It is advised that a legal opinion is taken thereto establish any legal encumbrances on the property. Any legal encumbrance, to the title, to part or whole of the property revealed upon scrutiny, may have detrimental effect on the value ascertained, which may lead to revision of our report.

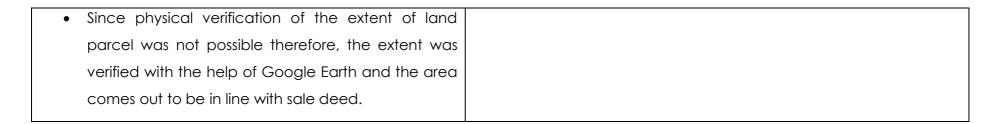
2) As per the building completion/occupancy certificate land admeasuring only 21.2 Acres in underneath the subject facility. Hence the same is considered for the valuation purpose.

1.2. Land description

- The land is situated at Village Nandgaon, Parseoni, Nagpur, Maharashtra.
- Land parcel is located about 400 meters from the main NH-44 also known as Nagpur Jabalpur highway.
- The subject property is a free hold and Non-Agricultural in nature and measures an area of 21.2 acres.
- The land parcel is contiguous and rectangular in shape. At the time of site visit, the subject property was demarcated on all sides.
- The land parcel includes numerous infrastructure facilities like internal wide roads, entrance gates, boundary walls, street lights, storm water drainage system, firefighting system, parking space and utility area.
- As per the information shared AAIL owns some adjacent land parcel outside the boundary wall.
 However same is not identifiable on the date of visit.
 Thus, for the purpose of this valuation it is assumed that complete land is in possession of AAIL.

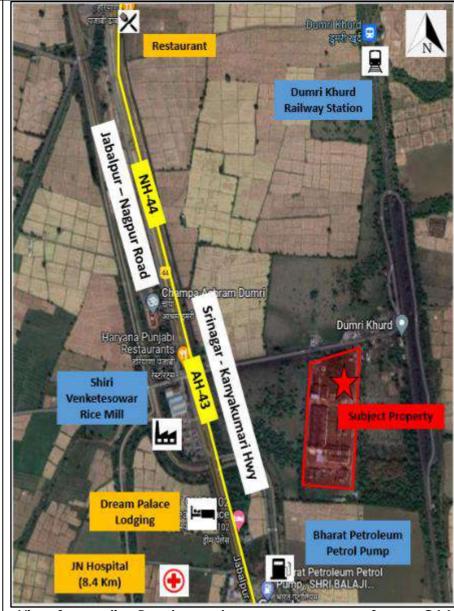


GPS co-ordinates: 21°19'02.2"N 79°13'51.0"E



Surrounding Development:

- The Subject property is located in Dumri Khurd, Nagpur District which is approx. 32 Km towards North of Nagpur City.
- Dumri khurd is a small village in Parseoni taluka in Nagpur district of Maharashtra state.
- Most of the land parcel in this area is agricultural land. A rice
 mill named "Shri Venketesowar Rice Mill" is in the vicinity of the
 subject property and Tata Chemical plant is located about 5
 kms from subject property towards Nagpur.
- The National Highway No. 44 (Jabalpur-Nagpur Road) which is also an Asian Highway No. 43 (Srinagar-Kanyakumari Road) is passes which results in a better road connectivity towards subject property.
- Dumri Khurd railway station is just 0.7 Km away for passenger trains which connects further to rest of the railway network in India.
- The nearest hospital is Jawaharlal Nehru (JN) Hospital which is located 8.4 Km from subject property.
- A Lodging and Restaurant service is also in the vicinity for domestic uses and purposes.
- There is not much industrial activities in the surround area and vicinity majorly has agricultural allied economic activities.



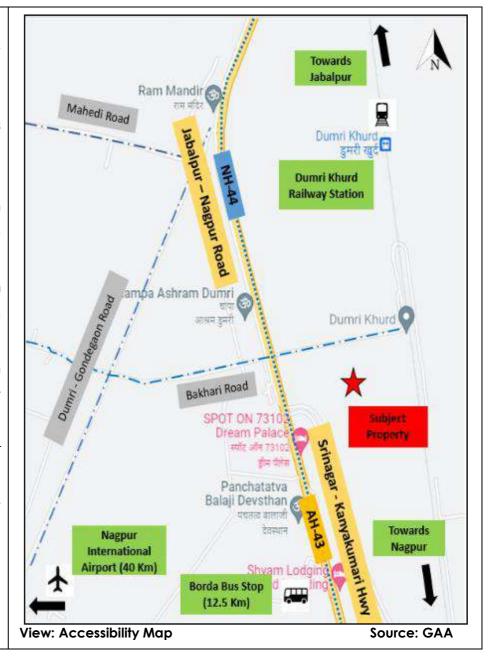
View: Surrounding Development

Source: GAA

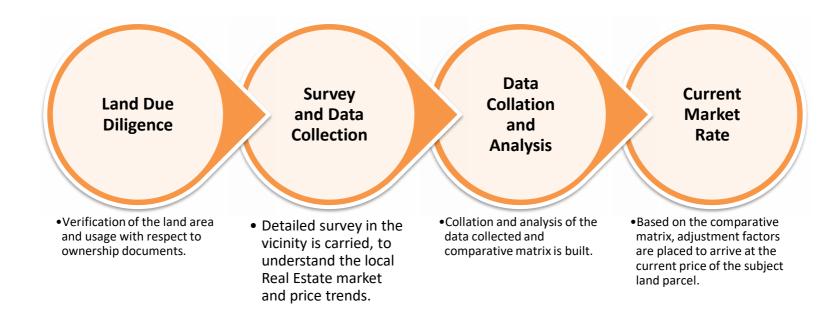


- The subject property is easily accessible by road and railways.
 However, public transport services are limited.
- The National highway No. 44 which connects Jabalpur and Nagpur passes nearby from factory. This highway connects the subject property to Nagpur city in south and Jabalpur in North direction.
- This highway is also an Asian highway number 43 between Srinagar and Kanyakumari which further connects rest of the Indian regions of North and South.
- The subject property area is accessible with rail transportation via Dumri khurd railway station which connects further with Indian rail network.
- The railway station is accessible with Bakhari road which further connects with the Bakhari village which is located at 7.5 Km from subject property.
- Nearest Bus stop from subject property is Borda bus stop for public transportation, which is located at 12.5 Km at South.
- The Nagpur International Airport is located at 40 Km from the area for transportation via air.

| Particulars | Approx. Distance (in Km) |
|--------------------------|--------------------------|
| Dumri Khurd Railway Stn. | 0.5 Kms |
| Borda Bus Stop | 12.5 Kms |
| Nagpur Airport | 40 Kms |



1.3. Steps for Land Valuation



1.4. Land Valuation

The Real Estate market in India lacks transparency; the market is largely fragmented with limited availability of authentic, credible and reliable data with respect to market transactions. The actual transaction value may be significantly different from the value that is documented in official transactions. We believe that the market survey amongst actual sellers, brokers, developers and other market participants would give a fair representation of market trends. This valuation is therefore based on our verbal market survey of the real estate market in the subject area.

The subject property is Soyabean oil refinery plant on land parcels admeasuring 21.2 Acres or 85,793.36 Sq. Meter. As per sale deed shared the land is owned by "M/s. ADM Agro Industries India Private Limited".

Following points are considered with respect to subject land parcel for the purpose of valuation: -

- The subject land parcel is contiguous in nature and utilized for the refining of Soyabean oil.
- The land parcel is rectangular in shape and is demarcated by masonry boundary wall. The subject property includes
 infrastructure facilities like internal gravel roads, entrance gates, street lights, storm water drainage system, Water storage tank,
 Bore wells and Toilets.
- The property has a good connectivity to railways and road modes of transportation.
- The subject property is about 700m away from Dumri Khurd railway station and 400m away from Nagpur- Jabalpur Road (National Highway 44).
- The subject property is surrounded by agricultural land and there is no industrial development near to subject property.
- Company has shared the sanctioned factory layout plan which denotes the total plant area of 81.036.441 Sq. Meter.
- Out of this total plant area of 81,036.441 Sq. Meter, refinery plant is built on an area of 63,255.704 sq. meter and open land area is about 17,780.737 sq. meter.

To arrive at the market rate for the land under consideration a market survey conducted dated 4th February 2022 in the nearby vicinity of the subject property. The survey was carried out with a view of studying the market dynamics and finding the similar comparable properties which are available for sale. As per the secondary survey carried out, the circle rate of land available in the vicinity is 1760 per Sq. m. The land rates in the area ranges from Rs. 1,300 per sq. meter. to Rs. 1,600 per sq. meter, depending upon the accessibility, connectivity, frontage, size, shape, location, village and other economic factors of the land parcel. For the purpose of valuation, we have considered the following quoted properties:

Comparable 1:

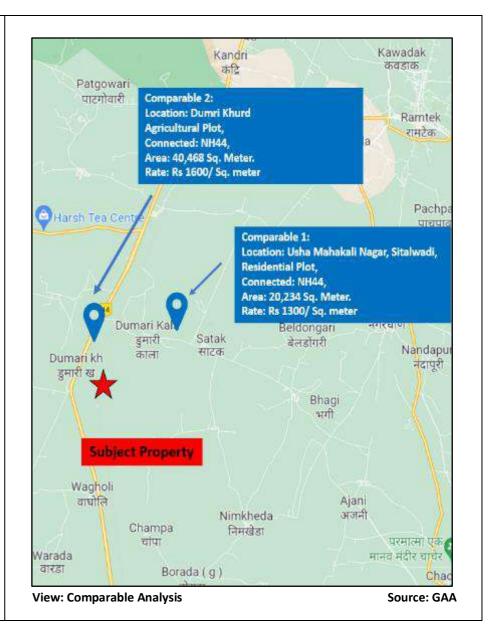
A comparable land parcel admeasuring 20,234 sq. meter is located at Usha Mahakali Nagar, Sitalwadi has similar accessibilities and connectivity as compared to our subject property. It is located at 8 km from subject property. It is surrounded Agriculture land and residential plots. The land parcel is a residential land parcel with levelled topography and with demarcation. As per the market survey, the land parcels which are available in this area has an approximate value of Rs. 1,300 per sq. meter.

Comparable 2:

A comparable land parcel admeasuring 40,486 sq. meter Acres is located at Dumri Khurd has similar accessibilities and connectivity as compared to our subject property. It is located at 1 km from subject property. It is surrounded by agriculture land in the vicinity. The land parcel is agriculture land parcel with unlevelled topography and is without demarcation. As per the market survey, the land parcels which are available in this area has an approximate value of Rs. 1,600/- per sq. meter.

Valuation Analysis

- As subject property is an industrial converted property and surrounding area is agricultural land. To arrive at fair value a market study dated 4th February 2022 was conducted. According to the market survey following valuation analysis has been made.
- Overall, -5% of discount Is levied on the comparable 1 and comparable 2 on the quoted rate as asking discount to arrive at nearest possible value by discounting any commission or brokerage by the real estate agents.
- Both the comparable properties are intermediate plots whereas the subject property is a corner. This attracts a premium of 5% on both the properties.
- Subject property is an industrial land whereas comparable properties are of agricultural and residential use.
 According to the use of land, comparable 2 needs approvals to convert it into non-agricultural land for the development. Hence, a premium of 10% is considered for on it.
- The vicinity majorly has agricultural allied activities as the major economic driver and there are no industries. Thus, there is no major upward movement in the prices.
- The subject property is a fully developed whereas the comparable properties are undeveloped. Comparable 1 and comparable 2 needs to be appreciated b y10%, to make it comparable.
- Therefore, taking all the above-mentioned points into consideration the arrived fair value for the subject property is Rs. 1900 per Sq. meter.



Comparable Matrix

| Factors | Subject Property | Comparable 1 | Comparable 2 |
|--|---|---------------------------------|------------------------------------|
| Transacted/Quoted | | Quoted | Transacted |
| Location | ADM Agro Industries India Pvt Ltd, Village Nandgaon, Tehsil Parseoni, District Nagpur, Maharashtra. | Usha Mahakali Nagar, Sitalwadi. | Dumri Khurd, Nagpur |
| Current Land Use | Industrial Land | Residential Plot | Agriculture |
| Distance from Subject Property (kms) | | 8km | 1Km |
| Main Access Road | Nagpur - Jabalpur Road | Nagpur - Jabalpur Road | Nagpur - Jabalpur Road |
| Distance from Nagpur- Jabalpur Road (in Kms) | 0.5Km | 1Km | 0.4Km |
| Existing Improvements | Industry | Residential Plot | Vacant Land / Agricultural land |
| Improvement Status | Operational | Levelled | Unlevelled |
| Shape of the Land | Regular | Regular | Irregular |
| Corner Plot /Intermittent Plot | Corner | Intermediate | Intermediate |
| Land Area (in Sq. Meter) | 85,793.36 | 20,234 | 40,468 |
| Asking/Transaction Value (Rs. Per Sq. Meter) | | 1,300 | 1,600 |
| Attribute Adjustments | | Comparable 1 | Comparable 2 |
| Asking Discount | | -5.00% | -5.00% |
| Availability of land | | 0.00% | 0.00% |
| Location (Corner/Intermittent) | | 10.00% | 10.00% |
| Land Use | | -5.00% | 10.00% |
| Size | | -5.00% | 0.00% |
| Access Road | | 20.00% | 10.00% |
| Improvement Status | | 10.00% | 10.00% |
| Distance from Nagpur- Jabalpur Road (in Kms) | | 0.00% | 0.00% |
| Net adjustments | | 25.00% | 35.00% |
| Adjusted Land Price (Rs. Per Sq. Meter) | | 1,625 | 2,160 |
| Average Land Rate (Rs. | psm) | 1,89 | 93 |
| Say Rs. (Rs. psm) | | 1,90 | 00 |

Valuation Summary:

The table below illustrates the fair value of land parcel owned by "ADM Agro Industries India Private Limited".

| Land Area | Adopted Rate | Fair Value | Fair Value |
|-----------|--------------|--------------|--------------|
| (sqm) | (Rs. psm) | (Rs.) | (Rs. In Cr.) |
| 85,793.36 | 1900 | 16,30,07,384 | 16.30 |

Total fair value of land is Rs. 16.30 Cr.

Chapter 2- Buildings and Civil Work

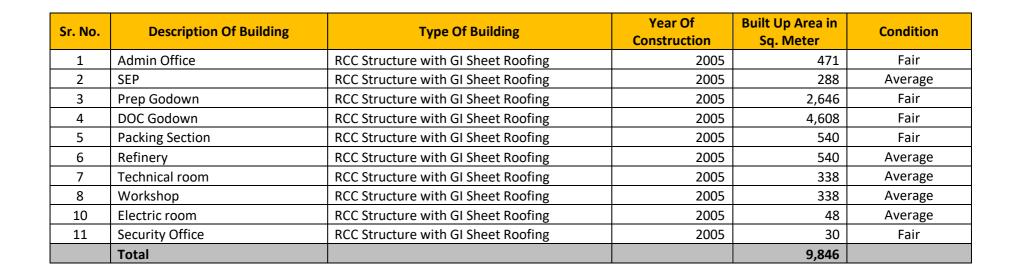
The structures considered for the purpose of valuation covers the total built up area of 9,846 sq. m.

2.1 Plant Buildings:

There are number of structures in the plant as per the requirement of industry. Main plant structures are majorly RCC structure with GI roofing. Each structure in the plant has different specifications, no. of floors depending on the type of use as well as space requirement.

- 1. The subject property refers to the plant set-up on land parcel admeasuring 81036.441 Sq.mtr used for the soyabean oil refinery plant.
- 2. As per the survey, the total built up admeasures 9,846 Sq. Mtr.
- 3. There are total 11 structures comprise of Admin Building, SEP, Prep Godown, DOC Godown, Packing section, Refinery, Technical room, Workshop, Electric room and security office and other supporting utility structures.
- 4. The major structures were constructed in the year 2005.
- 5. As the date of site visit, it was learnt the plant is not in-operation since 2015; the structures were found to be in average and fair condition. There is a growth of wild vegetation around the structures.
- 6. During the visit, it was observed that company has utilized the total land parcel and construction is within the approved builtup area.
- 7. Hence, for the assessment, we have considered the area that is mentioned in the plan.

There are number of structures in the plant as per the requirement. Each structure in the plant has different specifications depending on the usage. The general details of each structure are tabulated below: -



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Plant Layout Plan



GAA Page 75

2.2 Plant Building Description

DOC Godown:

- It is a composite structure shed having a built-up area of 4608
 Sq. m. and constructed in the year 2005.
- This building is used for storage of by-product of soyabean.
- Roofing of the structure is constructed using GI sheets with the provision of steel trusses and RCC columns and brickwork support.
- The building has trimix type of flooring and fixed steel window used for ventilation purpose.
- At the time of site visit the condition of building was found to be fair. There were no signs of dilapidation in the structure.

Prep Godown:

- It is a composite structure shed with total built-up area of 2646
 Sq. m. and constructed in the year 2005.
- The building is used for the storing and preparation of seeds.
- Roofing of the structure is constructed using GI sheets with the provision of steel trusses and RCC columns and brickwork support.
- The building has trimix type of flooring and fixed steel window used for ventilation purpose.
- The condition of building was fair and there were no signs of dilapidation in the structure.



View: DOC Product Godown

Source: GAA



View: Prep Godown

Source: GAA

Refinery:

- It is a composite structure shed with total built-up area of 540
 Sq. m. and constructed in the year 2005.
- The crude oil is refined in this building and stored for packaging.
- Roofing of the structure is constructed using GI sheets with the provision of steel trusses and RCC columns and brickwork support.
- The building has trimix type of flooring and fixed steel window used for ventilation purpose.
- There were signs of rusting and corrosion.

Technical Room:

- It is a composite structure shed with total built-up area of 338
 Sq. m. and constructed in the year 2005.
- The building has masonry walls with truss supported GI sheet roofing.
- The structure is well ventilated to reduce the heat emissoions by the machines.
- The building has trimix type of flooring and fixed steel window used for ventilation purpose.
- There were cracks on the masonry walls of the building and vegetation is grown around it.



View: Refinery Source: GAA



View: Technical Room Source: GAA

Miscellaneous pictures:



View: Admin Building



View: Bulk flow conveyor



View: Bulk flow conveyor





View: DOC Godown



View: Electric room



Source: GAA



View: Packing Section

Source: GAA



View: SEP Source: GAA



View: Servant Quarters



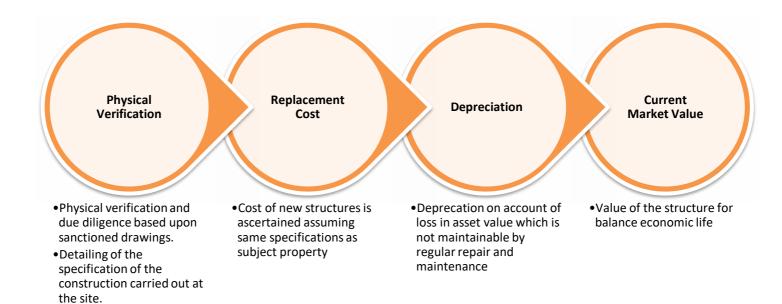
View: Silo Shed



Source: GAA

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2.3 Steps for Building Valuation



2.4 Valuation

For the valuation of buildings, base rate as per CPWD rate of 2021 are taken on which various adjustment factor are considered according to condition of the building, to adjust it with specifications and present market rate. This arrived adjusted construction rate is multiplied with plinth area to arrive at present replacement cost of the building. Then applicable depreciation is accounted to arrive at depreciated replacement cost of the building (Refer Annexure F).

Based on the observation valuation of the structures are tabulated below:

| S. No. | Particulars | Figures | Remarks |
|--------|---|--------------|--------------------|
| 1 | Total Built up Area (in Sqm) | 9846 | |
| 2 | Total Construction Cost (in Rs.) | 10,36,93,493 | |
| 3 | Depreciation (in Rs.) | 3,97,43,086 | |
| 4 | Depreciated Replacement Cost (in Rs.) | 6,39,50,407 | |
| 5 | Depreciated Replacement Cost (In Rs. Cr.) | 6.40 | |
| 6 | Fair Value (in Rs.) | 5,43,57,846 | Defer Appending |
| 7 | Fair Value (in Rs. Cr) | 5.44 | Refer – Annexure F |

Note: On account of non-operation and non- maintenance of the building a additional 10% discount is considered on Depreciated replacement cost to arrive at fair value.

Valuation Summary:

| S. No. | Particular | Value (Rs.) | Value (Rs. In Cr.) |
|--------|----------------------|--------------|--------------------|
| 1 | Land | 16,30,07,384 | 16.30 |
| 2 | Buildings | 5,43,57,846 | 5.44 |
| 3 | Plant and Machinery* | 5,10,00,000 | 5.10 |
| | Total | 26,83,65,230 | 26.84 |

^{*}The value of Plant and Machinery is based on the sale receipt provided by AAIL.

Total fair value of the Industrial Facility is Rs. 26.84 Cr.

ANNEXURE B -TANGIBLE ASSET VALUATION - AKOLA, Maharashtra

1. Preamble

AKAL owns a non-operational edible oil refinery plant. The valuation of these assets is being carried out in order to arrive the share price of AKAL as on 31st December 2021.

2. Purpose of valuation

The purpose of valuation is to understand fair value of the surplus assets which are in form of a non-operational refinery plant located at Akola, Maharashtra. As per the information provided the plant is non-operational since 2015 and since then no maintenance work is being carried out.

For the purpose of estimating the Fair value of Land, Sale comparable method under market approach is used. For Buildings, Replacement cost method under cost approach is adopted and for movable assets, DRC method based on cost indexation is adopted.

3. Address of Property

The property is Manufacturing based factory in preservation mode located at Plot no. N-55,56,57,58 & 67 Akola Growth Centre, Industrial MIDC, Akola, Tal. & Dist. Akola., Maharashtra

4. Date of site inspection

The Property was inspected on 18th February 2022. The inspection was conducted by Mr. Bhavin Kotian (Sr. Associate Valuation) and Mr. Rehaan Sheikh (Associate Valuation). The, document and information provided by the representative is believed to be true, authentic and is relied upon.

5. Date of valuation

The date of report is as on 25th February 2022; however, the assets are being valued as on 31st December 2021.

6. Documents Requested

| Document Requested | Documents Submitted |
|--|---|
| Copy of Sale/lease Deed | Copy of Lease Deed |
| Fixed Asset Register List | Copy of Layout Plan |
| Title Search Report | Fixed Asset Register List |
| Copy of Layout plan | Copy of approvals and |
| Approvals and certifications | NOCs |
| Past year property tax | |
| Copy of approvals and NOCs | |

7. Approach and Methodology of Valuation

Market based valuations normally employs one or more of the valuation approaches by applying the principle of substitution, using market – derived data. This principle holds that a prudent person would not pay more for a good or service than the cost of acquiring an equally satisfactory substitute good or service, in the absence of the complicating factors of time, greater risk, or inconvenience. The lowest cost of the best alternatives, whether a substitute or the original, tends to establish Fair Value.

Sales Comparison

This comparative approach considers the sales of similar or substitute properties and related market data and establish a value estimate by processes involving comparison. In general, a property being valued (a subject property) is compared with sales of similar properties that have been transacted in the market. Listings and offering may also be considered.

Cost Approach

This comparative approach considers the possibility that, as a substitute for the purchase of a given property, one could construct another property that is either a replica of the original or one that could furnish equal utility. In a real estate context, one would normally not be justified in paying more for a given property than cost of acquiring equivalent land and constructing an alternative structure, unless undue time, inconvenience, and risk are involved. In practice, the approach also involves an estimate of depreciation for older and / or less functional properties where an estimate of cost new unreasonably exceeds the likely price that would be paid for the appraised property.

Income Approach

This comparative approach considers income and expense data relating to the property being valued and estimates value through a capitalization process. Capitalization relates income (usually a net income figure) and a defined value type by converting an income amount into a value estimate. This process may consider direct relationships (known as capitalization rates), yield or discount

rates (reflecting measures of return on investment), or both. In general, the principle of substitution holds that the income stream which produces the highest return commensurate with a given level of risk leads to the most probable value figure.

Depending upon the nature of the property and its marketability; out of these methods one is employed for estimation of the fair value.

Definition of Fair Value as per IVS is as follows:

Fair value/Market value is the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently, and without compulsion.

An asset derives its value from the economic benefits it can provide to its owner. As per the information provided, the subject property is an operational manufacturing Agro industry spread over an area measuring approximately 16.31 acres. Following methods of valuations are considered: -

B. Asset Valuation Method under Cost Approach of Valuation

The asset valuation methodology essentially estimates the cost of replacing the tangible assets of the business. The replacement cost takes into account the market value of various assets or the expenditure required to create the infrastructure exactly similar to that of a company being valued. Since the replacement methodology assumes the value of business as if we were setting a new business, this methodology is relevant in case of calculating the value of a capital-intensive asset whose future cash flows cannot be ascertained.

The **Asset Valuation** approach suffers from certain limitations. These are detailed below:

Practically, it is extremely difficult to determine the exact replacement cost of the assets owned by a company. This is so on account of number of reasons, such as

- Changes in technology over a period of time (resulting in certain products not being produced at all or being produced with far more efficiencies than earlier)
- Absence of a marketplace where such assets are or can be traded
- Inability of the seller to be able to actually realise the value of assets in one go should the company be liquidated
- Changes in the duty structure (like excise, import duties, etc which may impact the value of the asset over different periods of time) etc.

Factors affecting valuation is summarized below:

An asset draws value, from its scarcity, i.e., the demand for an asset at a location when compared to the availability at that location. Before arriving at the value of an asset, it needs to be determined whether or not the asset possesses utility and is scarce as well as transferable within the appropriate market.

When a specific asset is offered for sale in the open market, the amount expected to be realized from a willing purchaser on the sale of the asset by a willing seller is its fair value. The fair value of the asset is also influenced by the potential uses the asset can be put.

Valuation of Land Usage Demand and Supply Shape, Size, Prominance Plot area and topography Markeability Utility in vicinity Type of Frontage Locality, Neighborhood, Civic stigma aspects etc

| Valuation of Building |
|---------------------------------|
| •Utility |
| • Physical condition |
| •State of repairs & Maint. |
| Balance economic life |
| •Replacement cost as on date |
| •Depreciation for wear and tear |
| |
| |

| Valuation of Machinery |
|------------------------------|
| •Usage |
| •Technical Specifications |
| • Physical condition |
| •Physical wear & tear |
| Balance economic life |
| •Replacement cost as on date |
| •Obsolescence |
| |

Chapter 1- Land

The land considered for the purpose of valuation admeasures 66,014 sq. m. and is utilized for the purpose of manufacturing.

1.1. Salient features of the Lease deed

As per copy of lease deeds provided, AKAL has land admeasuring 66,014 sq mts on lease from 'Maharashtra Industrial Development Corporation (MIDC)'. As per the copy of lease deed, the subject land can only be utilized for the purpose of manufacturing solvent extraction of oil seeds/oil cakes. The subject property is an MIDC industrial land parcel. Detail of the deeds is tabulated below:

| Sr. No. | Date of Deed | Type of Deed | Lease Period | Property Address | Seller/Lessor | Purchaser/Lessees | Area (sq. m) | Deed No. | Consideration Amount (In Rs.) |
|------------|-----------------|-----------------|-----------------|--|-----------------------------------|---|-----------------|-----------|-------------------------------|
| 1 | 27-12-2006 | Lease Deed | 95 Years | Plot no. N-55,56,57,58 & 67 Akola Growth Centre, Industrial MIDC, Akola, Tal. & Dist. Akola | Government of Maharashtra-MIDC | M/s. Noble Grain India Pvt. Ltd. (Later changed to M/s Gee Pee Agri Pvt. Ltd) | 66,014 | 3882/2006 | 72,61,600 |

As per the lease deed, the adjacent boundaries of the plant are outlined as under:

On or towards the north by Estate Road,

On or towards the south by MIDC Land,

On or towards the east by Plot No. N-59 & MIDC Land, and

On or towards the west by Estate Road.

1.2. Land description

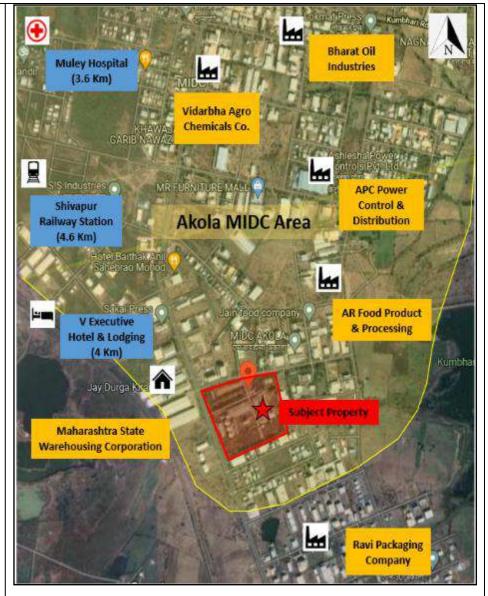
- The land is situated at Akola MIDC, Nagpur, Maharashtra.
- The land parcel is leasehold in nature where lessee was M/s Noble Grain India Pvt. Ltd.
- As per the final order copy shared by the company, the ownership rights are transferred from M/s Gee Pee Agri Pvt. Ltd. to M/s AKAL.
- As per the Lease deed dated 27th Dec 2006, this land is allotted for construction of factory for manufacturing solvent extraction of oil seeds/oil cakes.
- The land admeasures area of 66,014 sq. m. Where total existing approved built up is 12016.84 Sq. m.
- The land parcel is continuous, regular, demarcated on all sides. Further the land parcel has 45 m wide road to the west and 30 m wide road towards north.
- The land parcel includes numerous infrastructure facilities like internal wide roads, entrance gates, boundary walls, street lights, truck weigh terminal, firefighting system, parking space and utility area.
- Since physical verification of the extent of land parcel was not possible therefore, the extent was verified with the help of Google Earth.



GPS co-ordinates: 20°40'06.1"N 77°03'53.0"E

Surrounding Development:

- The Subject property which is a soyabean Oil plant is located MIDC area of Akola district.
- Akola district is situated at north central of Maharashtra state and 250 Km from Nagpur.
- The MIDC area has mostly oil, pulses and food processing factories due to large volume of agricultural crops grown in the district.
- The Soyabean is an important crop to produce oil which is grown in the district. Therefore, major Soyabean plants have come up in this area.
- Major factories, plants and storage areas are present and operational in the vicinity of the subject property namely Bharat Oil Industries, Vidarbha Agro chemicals Co., AR Food Products, Maharashtra Warehousing Corporation etc.
- The subject property is well connected by roadway network for transportation of goods and mobility.
- For railway connectivity, Shivapur railway station is at a distance of 4.6 Km.
- Other domestic facility like Hospitals, Hotels, Restaurant, Petrol pumps and markets in in the range of 1 to 4 Km from subject property.



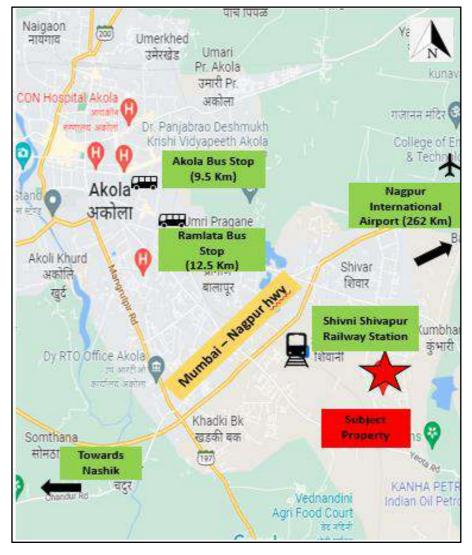
View: Surrounding Development

Source: GAA



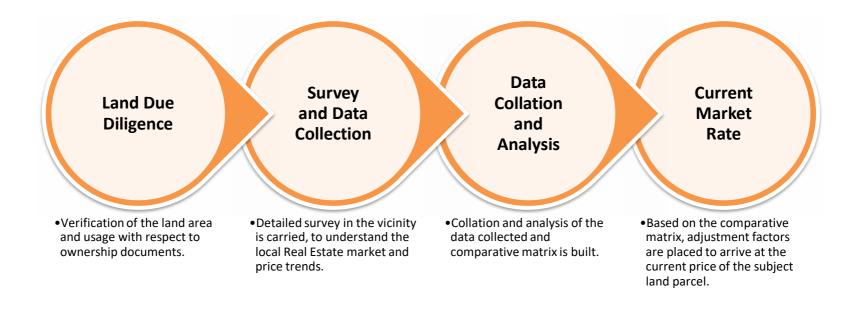
- The subject property is easily accessible by road and railways.
 However, public transport services are limited.
- The Mumbai Nagpur highway which connects Akola and Nagpur is in proximity of the Subject property. This highway connects the subject property to Nagpur in east and Nashik in south west direction. There is kumbhari road which gives access to internal MIDC roads
- The subject property area is accessible with rail transportation via Shivni Shivapur railway station.
- Nearest Bus stop from subject property is Akola bus stop and Ramlata Bus stop for public transportation.
- The Nagpur International Airport is located at 262 Km from the area for transportation via air.

| Sr Nos. | Particulars | Approx. Distance in Km |
|------------|------------------------------|------------------------|
| 1 | Shivni Shivapur Railway Stn. | 4.7 Kms |
| 2 | Ramlata Bus Stop | 12.5 Kms |
| 3 | Akola Bus Stop | 40 Kms |



View: Accessibility Source: GAA

1.3. Steps for Land Valuation



1.4. Land Valuation

The Real Estate market in India lacks transparency; the market is largely fragmented with limited availability of authentic, credible and reliable data with respect to market transactions. The actual transaction value may be significantly different from the value that is documented in official transactions. We believe that the market survey amongst actual sellers, brokers, developers and other market participants would give a fair representation of market trends. This valuation is therefore based on our verbal market survey of the real estate market in the subject area.

The subject property is solvent extraction of oil seeds which manufactures soya oil and soya chunks on land parcels admeasuring 66,014 sq. mts. The land parcel is leasehold in nature leased by Maharashtra Industrial Development Corporation.

Following points are considered with respect to subject land parcel for the purpose of valuation: -

- As per the lease agreement, subject land can be used only for establishing manufacturing factory building which is not obnoxious industries. On the expiry of the lease agreement lessee will have to hand over the vacant land to the lessor only if lessee has paid the taxes, rent and other charge to the lessor.
- As per final order copy shared by AKAL, the ownership rights is transferred from M/s Gee Pee Agri Pvt. Ltd. to AKAL.
- The subject land parcel is contiguous in nature and utilized for the manufacturing of the soya oil and palm oil.
- It has regular shape and is demarcated by masonry boundary wall and barbed wire fencing. The subject property has two main gates one being main entrance gate and another nomenclature as kisan gate. The subject property includes infrastructure facilities like internal wide roads, Truck weighing terminal, entrance gates, street lights, firefighting system, parking space and utility area.
- The property has a good connectivity to different modes of transportation where roadway support Mumbai-Nagpur Highway and railway support of Shivni Shivapur railway station is present.
- The subject property is surrounded by manufacturing companies like Rallis India Ltd, Tata Motors, Paper Mills & Industries Ltd, Jain Food Company etc.

To arrive at the market rate for the land under consideration a market survey conducted dated 19th February 2022 in the nearby vicinity of the subject property. The survey was carried out with a view of studying the market dynamics and finding the similar comparable properties which are available for sale. Also, we approached regional MIDC office to understand if there are plots available for allotment. As per the discussion carried out and information available on MIDC website, it is allotting plots having size in the range of 500 sq mtr to 10,000 sq mtr at a cost of Rs.737/- Psm.

For the purpose of valuation, we have considered the following quoted properties:

Comparable 1:

A comparable land parcel admeasuring 30,310 sq. m. is located behind simplex mill and close proximity to NH-53. It has also a close proximity to Shivni Shivapur railway station hence the accessibility factor of this particular land parcel is more reliable compared to other.it is located at 1.5 km away from subject property. It is majorly surrounded by industrial areas. It is land parcel of irregular shape and unlevelled topography.as per our market study the land parcel has a market rate of Rs. 740 per sq. m.

Comparable 2:

A comparable land parcel admeasuring 34,814 sq. m. is located at MIDC Akola has similar accessibilities and connectivity as compared to our subject property. It is located at 1.4 km from subject property. It is surrounded by industries such as Shree Polymers, Gharda Chemicals Ltd, Prajakta Agro machinery etc. in the vicinity. The land parcel is a M.I.D.C industrial land parcel with unlevelled topography and is in irregular in shape. As per the market survey, this land parcel has an approximate market rate of Rs. 810 per sq. m.

Valuation Analysis

- The subject property is an industrial property which is surrounded by industrial lands.
- The subject property has all the units of plant erected whereas the comparable 1 and comparable 2 are vacant land so 5% premium is considered.
- The subject land parcel admeasures 66,014 sq. m. of land. Whereas, the comparable 1 as well as comparable 2 has smaller size thus attracting a discount of 5% as the comparatively smaller land size parcels can be transacted quickly due to its easy marketability and wide range of buyers in the market.
- Since the subject property and all the considered comparables are part of Industrial Area (MIDC), Therefore, no premium and discount is considered.
- The subject property has levelled topography and all the considered comparable has uneven topography and attributes. Therefore, as an improvement status a premium of 5% is added on the quoted rate.
- The subject property is regular shape whereas comparable-1 & comparable-2 are irregular in shape hence an improvement status premium of 5% is added.
- Therefore, taking all the above-mentioned points into consideration the arrived market rate for the subject property is around Rs. 803 per sq.m. For valuation purpose the market rate of Rs. 803 per sq.m. has been considered.



View: Comparable Analysis Source: GAA

Comparable Matrix

| Factors | Subject Property | Comparable 1 | Comparable 2 |
|--|---|--------------------------|------------------------|
| Transacted/Quoted | | Quoted | Quoted |
| Location | Plot No. N-55, MIDC, Phase IV, Industrial Area, Village-Shivani, Dist Akola | Simplex mill near, Akola | MIDC Akola, MIDC 5 |
| Current Land Use | Manufacturing plant | Industrial Land | MIDC Industrial Land |
| Distance from Subject Property (kms) | 4.5 Kms | 1.5 Kms | 4.4 Kms |
| Distance from Mumbai-Nagpur Highway (in Kms) | 3.8 Kms | 3.9 Kms | 1.6 Kms |
| Existing Improvements | Industry | Vacant Land | Vacant Industrial Land |
| Improvement Status | Levelled | Unlevelled | Unlevelled |
| Shape of the Land | Regular | Irregular | Irregular |
| Corner Plot /Intermittent Plot | Corner | Intermittent | Corner |
| Land Area (in Sq. m.) | 66,014 | 30,310 | 34,814 |
| Asking/Transaction Value (Rs. psm) | | 740 | 810 |
| Attribute Adjustments | | Comparable 1 | Comparable 2 |
| Asking Discount | | -5.00% | -5.00% |
| Location (Corner/Intermittent) | | 0.00% | 0.00% |
| Land Use | | 5.00% | 5.00% |
| Size | | -5.00% | -5.00% |
| Access Road | | 0.00% | 0.00% |
| Improvement Status | | 5.00% | 5.00% |
| Shape of the Land | | 5.00% | 5.00% |
| Net adjustments | | 10.00% | 5.00% |
| Adjusted Land Price (Rs. Per Sq. m.) | | 777 | 850 |
| Average Land Rate after adjustment for | other miscellaneous charges (Rs. psm) | 8 | 03 |
| | Say Rs. (Rs. psm) | 8 | 03 |

Valuation Summary:

The table below illustrates the fair value of M/s ADM Agro Industries Kota & Akola Pvt. Ltd.

| Land Area | Adopted Rate | Fair Value | Fair Value |
|-----------|------------------|-------------|--------------|
| (Sq. Mt) | (Rs. Per Sq. Mt) | (Rs.) | (Rs. In Cr.) |
| 66,014.00 | 803 | 5,31,00,011 | 5.31 |

Total fair value of land is Rs. 5.31 Cr.

Chapter 2- Buildings and Civil Work

The structures considered for the purpose of valuation covers the total built up area of 9,467 sq. m.

2.1 Plant Buildings

There are number of structures in the plant as per the requirement of industry. Main plant structures are majorly RCC structure with GI sheet roofing. Each structure in the plant has different specifications, no. of floors depending on the type of use as well as space requirement.

- 1. The subject property refers to the plant set-up on land parcel admeasuring 66,014 sq. m. used for the manufacturing of Solvent extraction of oil seeds/oil cakes
- 2. As per the survey, the total built up admeasures 9,467 sq. m.
- 3. There is total 15 structures comprise of Admin Building, Store & Workshop, Prep section, Chemical godown, SEP, Packing section, loading unloading and other supporting utility structures.
- 4. The major structures were constructed in the year 2005, and reconstructed/renovated as per requirement. In year 2015 the operation of the plant shut down
- 5. As the date of site visit, the plant is shut down, the structures were found to be in fair condition.
- 6. During the visit, it was observed that company has utilized the total land parcel and construction is within the approved builtup area.
- 7. Hence, for the assessment, we have considered the area that is mentioned in the plan.

There are number of structures in the plant as per the requirement. Each structure in the plant has different specifications depending on the usage. The general details of each structure are tabulated below: -

| Sr. No. | Description of Building | Type of Building | Year of Construction | Built-up area in sq.mt | Condition |
|---------|-------------------------|-------------------------------------|-------------------------|------------------------|-----------|
| 1 | Doc Godown | RCC Structure with GI Sheet Roofing | 2005 | 4320.00 | Fair |
| 2 | Open Jalla Godown | RCC Structure with GI Sheet Roofing | 2005 | 900.00 | Fair |
| 3 | Refinery | RCC Structure with GI Sheet Roofing | 2005 | 324.00 | Fair |
| 4 | Palm Refinery | RCC Structure with GI Sheet Roofing | 2005 | 324.00 | Fair |
| 5 | Admin Building | RCC Structure | 2005 | 240.00 | Fair |
| 6 | Store and workshop | RCC Structure with GI Sheet Roofing | 2005 | 304.50 | Fair |
| 7 | 12 TPH Boiler House | RCC Structure with GI Sheet Roofing | 2005 | 432.00 | Fair |
| 8 | Packing Section | RCC Structure with GI Sheet Roofing | 2005 | 800.00 | Fair |
| 10 | Prep section | RCC Structure with GI Sheet Roofing | 2005 | 456.00 | Fair |
| 11 | Chemical godown | RCC Structure with GI Sheet Roofing | 2005 | 288.00 | Fair |
| 12 | SEP | Open shed | 2005 | 372.00 | Fair |
| 13 | Panel room | RCC Structure | 2005 | 220.00 | Fair |
| 14 | Prep 2 | Open shed Steel Structure | 2005 | 228.94 | Fair |
| 15 | Loading Unloading | Open shed | 2005 | 258.00 | Fair |
| _ | Total | | | 9,467 | |

Plant Layout Plan



2.2 Plant Building Description

DOC Godown:

- It's composite structure shed having a built-up area of 4,320
 sq. m.
- This building is used for storage of raw product.
- It has a GI sheet roofing with the provision of steel trusses and RCC columns with brickwork support
- The building has trimix type of flooring with fixed steel window used for ventilation purpose.
- At the time of site visit the condition of building was found to be fair.

View: DOC Product Godown

Source: GAA

Open Jalla Godown

- It is a composite structure shed with total built-up area of 900 Sq. m. and constructed in the year 2005
- The structure had air vents and proper separation with 3 shutter opening for different godown.
- Roofing is constructed using G.I sheets and assembly is supported via iron truss formation. Where RCC columns and brickwork wall support are present.
- The building has trimix type of flooring with fixed steel window
- The condition of building was fair and there were no signs of dilapidation in the structure.



View: Open Jalla godown

Source: GAA

12 TPH Boiler House

- It is a composite structure shed with total built-up area of 432
 Sq. m.
- The structure is constructed in the year 2005.
- The host the boiler machine for heating seeds for oil extraction.
- The building has a trimix type of flooring and asbestos sheet roofing and RCC blockwork support up to 3 ft.
- The condition of building during the site visit was in fair condition.
- There were signs of rusting and corrosion.

SEP

- It is constructed with GI sheets and fabricated with weld joints.
- The structure is constructed in the year 2005.
- It is a steel structure with a total built-up area of 372 Sq. m.
- The structure rests on a 1mt RCC platform.
- The structure is used for extracting oil frm oil seeds.
- Each floor is accesible through a metal staircase.
- At the time of site visit the condition of the structure was found to be fair.
- There were signs of rusting of the steel structure.



View: 12 TPH Boiler House

Source: GAA



View: SEP Source: GAA

Store and Workshop

- It is an RCC structure with GI sheet roofing.
- The structure is constructed in the year 2005.
- The structure has a total built-up area of 304.50 Sq. m.
- The structure consists of ground and first floor.
- The structure consists of a canteen and O.C Lab on the ground floor.
- The first floor comprises of cabins with work stations.
- At the time of site visit, the condition of the structure was found to be fair.

Admin Building

- It is an RCC structure and is constructed in the year 2005.
- The structure has a total built-up area of 240 Sq. m.
- The structure consists of ground and first floor.
- The building comprises of cabins with work stations.
- There are different departments like finance and commercial located in the building.
- At the time of site visit, the condition of the structure was found to be fair.



View: Store and Workshop



View: Admin Building

Source: GAA

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View: Loading Unloading



View: office



View: Lab





View: Entrance view



View: Store & workshop





View: Palm Refinery





View: Refinery



View: Chemical Godown



Source: GAA

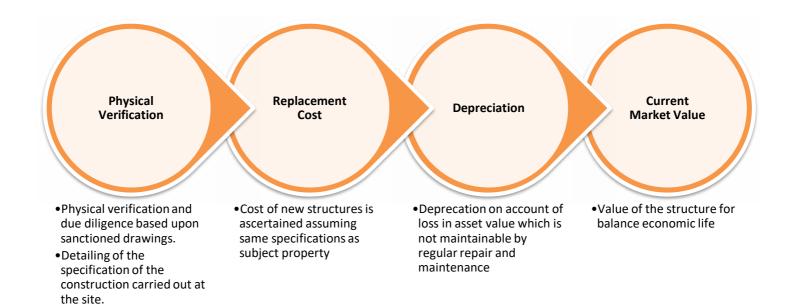


View: Jalla Godown

Source: GAA

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2.3 Steps for Building Valuation



2.4 Valuation

For the valuation of buildings, base rate as per CPWD rate of 2021 are taken on which various adjustment factor are considered according to condition of the building, to adjust it with specifications and present market rate. This arrived adjusted construction rate is multiplied with plinth area to arrive at present replacement cost of the building. Then applicable depreciation is accounted to arrive at depreciated replacement cost of the building (Refer Annexure G). Further a discount of 10% is taken to account for obsolescence to arrive at fair value.

Based on the observation valuation of the structures are tabulated below:

| S. No. | Particulars | Figures | |
|--------|---|-------------|------------|
| 1 | Total Built up Area (in Sqm) | 9467 | |
| 2 | Total Construction Cost (in Rs.) | 9,80,32,963 | |
| 3 | Depreciation (in Rs.) | 3,74,97,608 | |
| 4 | Depreciated Replacement Cost (in Rs.) | 6,05,35,355 | |
| 5 | Depreciated Replacement Cost (In Rs. Cr.) | 6.05 | |
| 6 | Fair Value (in Rs.) | 5,44,81,819 | Refer – |
| 7 | Fair Value (in Rs. Cr) | 5.45 | Annexure G |

Note: On account of non-operation and non- maintenance of the building a additional 10% discount is considered on Depreciated replacement cost to arrive at fair value.

Valuation Summary

| Sr. No. | Particular | Value (Rs.) | Value (Rs. In Cr.) |
|---------|------------|--------------|--------------------|
| 1 | Land | 5,31,00,011 | 5.31 |
| 2 | Buildings | 5,44,81,819 | 5.45 |
| | Total | 10,75,81,830 | 10.76 |

Total fair value of land & building is Rs. 10.76 Cr.

Chapter 3- Plant & Machinery

The machinery considered for the purpose of valuation includes the main machinery of the plant require for operation.

3.1 Plant and Machinery Description

The facility is mainly involved in manufacture of solvent extraction of oils seed/Oil cakes of capacity of producing 300000 MT.

As per Fixed Asset Register (FAR) provided to us via mail dated 7th February 2022, assets details such as description, supplier, Location and its gross block as on 31st March 2015 were provided to us. For the purpose of plant and machinery valuation same is consider.

As per FAR provided by company, physically verification of major assets was done. Also, company's representative gave a brief information about the working of plant. Mapping of all the assets existing on site were not provide at the time of site visit. Thus, it is assumed that all the assets provided in the FAR provided by the company are present and installed at site and is owned by the company.

The major value machineries installed at site as per FAR provide include SEP (Solvent Extraction Plant), Oil refinery plant, Silo, Boiler (12 TPH), Oil storage tank and other numerous auxiliaries.

The list below tabulates the make, technical details of machineries installed in the plant:

| Sr. No | Name Of Machinery | Make | Qty. | Condition |
|-----------|---------------------------|--|------|-----------|
| 1 | Sep | Team Engineers Private Limited | 1 | Average |
| 2 | Refinery Plant | Alfa Laval (India) Limited & Alfa Entech (guj) Pvt. Ltd. | 1 | Average |
| 3 | Silo | Shirke Construction Equipments Pvt. Ltd. | 3 | Average |
| 4 | Boiler (12TPH) | Rajdeep Boilers Pvt. Ltd. | 1 | Average |
| 5 | Dry Fractionation 2010-11 | Various Parties(Small Purchase) | Lot | Average |
| 6 | Electrical Installation | - | Lot | Average |
| 7 | Post Bleach & Do 2010-11 | Various Parties (Small Purchase) | Lot | Average |
| 8 | Oil Tank 2010-11 | Various Parties(Small Purchase) | Lot | Average |

Major Machinery

Solvent Extraction Plant

Solvent Extraction is the process of extracting oil from seeds other oil containing material by addition of a solvent. Food Grade n-Hexane which is a by-product of Petroleum is used at various stages depending on the amount of oil the seeds hold. It can be coupled with an oil extraction and be used on the left-over seed to ensure complete extraction of oil from the seed. Depending on the seed, Solvent Extraction method can be used on seen containing around 20% of oil.

• Quantity: 01

• Make: Team Engineers Private Limited

• Physical Condition and operational status: Average



View: Solvent Extraction Plant

Source: GAA

Refinery:

The crude oil from separator is bought to refinery section where it is treated. Soya bean oil is a highly unsaturated oil with an unpleasant colour and odour. To reach the desired grade of finished oil, this oil must be processed under regulated circumstances of temperature, vacuum, and chemical addition.

• Quantity: 01

• Make: Alfa Laval (India) Limited & Alfa Entech (guj) Pvt. Ltd

• Physical Condition and operational status: Average



View: Refinery Source: GAA

Silo:

A silo is a structure that is used to store bulk commodities. A grain bin, which is used to store grains, silos are used in agriculture to store fermented feed known as silage. Grain, coal, cement, carbon black, woodchips, food goods, and sawdust are all regularly stored in silos. Tower silos, bunker silos, and bag silos are the three types of silos in use today.

• Quantity: 03

• Make: Shrike Construction Equipment.

Capacity: 5000 Tonnes.

Physical Condition and operational status: Average

Boiler:

A boiler is a closed vessel that heats a fluid (usually water). The heated or vaporised fluid is discharged from the boiler for use in a variety of processes or heating applications. Water heating, central heating, boiler-based power generation, cooking, and sanitation.

Quantity: 01

Make: Rajdeep Boilers Pvt. Ltd.

• Capacity: 12TPH

• Physical Condition and operational status: Average



View: SILO Source: GAA



View: Boiler

Source: GAA

Miscellaneous Photos: -



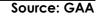
View: Dry Cooler

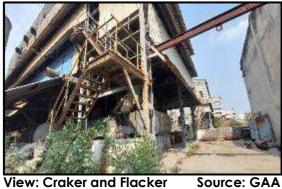


View: Cooker



View: RO purifier





View: Craker and Flacker



View: Conveyor



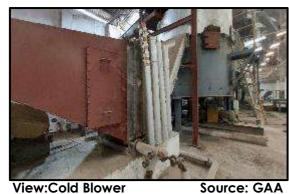
Source: GAA

Source: GAA



View: Precleaning

Source: GAA



View:Cold Blower



View:Weigh Machine



Source: GAA

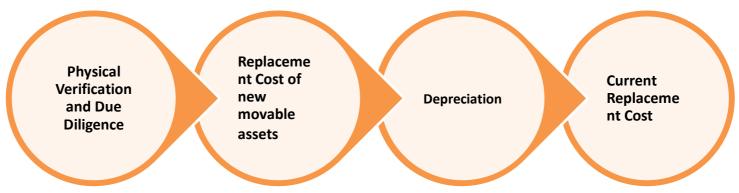


View: Diesel Generator

Source: GAA

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3.2 Steps for Valuation of Plant, Machinery and Other Movable Assets



- Physical Verification of movable assets with respect to the Balance Sheet and Fixed Asset Register (FAR)Categorization of movable assets.
- •Estimation of cost of new assets with same technical and design specifications as installed on site.
- Deprecation on account of loss in asset value which is not maintainable by regular repair and maintenance
- •Value of the assets for balance economic life, after considering the Economic Obsolesence.

Statement of plant and machinery installed at the site and assumption / limiting conditions for valuation:

- As per FAR (Fixed Asset Registered) provided by the company all major plant and machinery were installed and verified at site.
- Critical information, such as name of the machines, capacity, make, functionality etc, required to evaluate the Plant and Machinery has not been shared with us.
- At the date of site visit it can be assessed that the plant was shut down since 2015 and no preventative maintenance is being carried out.
- All the machinery and equipment were in average condition, covered with dust. Valuation of plant and machinery is done
 on as in where in basis
- However, some auxiliary equipment related to major machinery were not able to verified due inaccessibility.
- We have relied upon the FAR shared by company and all assets mentioned in the FAR are assume to be installed at site.
- Bifurcation of the price of machinery and equipment into ex works, CST, loading unloading charges, insurance charges, erection and commissioning charges and pre-operative expenses were not available. Thus, the total value of each machine is indexed to arrive at the gross current replacement cost.
- The plant and machinery available at the site are normally required / used in such types of facility. The historical cost of the machines was indexed to arrive at as on date value. Using these values Gross Current Replacement Cost (GCRC) is arrived. Thereafter, depreciation is deducted from the GCRC, keeping in view the present condition of the Machinery to arrive at the Depreciated Replacement cost of the machines.
- There is limitation to this valuation exercise as plant was non-operational since 2015 and hence working efficiency of the machines and availability all the critical parts could not be ascertained.
- Equipments / machines installed at site could not be ascertained for technical details, make, model, designed / installed capacity due to absence of technical personal or maintenance head at the plant. Further, there are no documentary evidence available to corroborate the plant utilization or output capacity achieved that could be relied in the current

- circumstance. Furthermore, there are no performance guarantees available or enforce on date of valuation from the original equipment manufacturer that could be relied to guarantee the plant output.
- Equipment / machines and plants are subject to rapid depreciation; in-case of non utilization and / or non maintenance. There is increased level of material degradation due to soiling, water and weathering effects to various parts of equipment / machines. In current instance the plant is shut down for more than 6 years with no maintenance activity which would have accelerated the material degradation and depreciation. These weathering effects have adverse effect on the marketability, expected life, utility and output efficiency of the plants and equipment
- Due to the above stated limitations and other issues a discount of 20% is considered on DRC to arrive at the Fair value.

Total Plant & Machinery Cost:

| | As per Comp | pany (In Rs.) | As per GA | A (In Rs.) | |
|-------------------|------------------------------|------------------------------|--------------------------|--------------------------------|--|
| Heads | Net Block dated 31-12-21* | Net Block dated 31-12-21* | GCRC dated 31-12-2021 | Fair Value dated 31-12-2021 | |
| Plant & Machinery | Nil | Nil | 58,32,71,491 | 14,75,17,441 | |
| Total | Nil | Nil | 58,32,71,491 | 14,75,17,441 | |

^{*}AKAL has impaired complete P&M (Refer Annexure H)

<u>Valuation Summary:</u>

| S. No. | Particular | Value (Rs.) | Value (Rs. In Cr.) |
|--------|---------------------|--------------|--------------------|
| 1 | Land | 5,31,00,011 | 5.30 |
| 2 | Buildings | 5,44,81,819 | 5.45 |
| 3 | Plant and Machinery | 14,75,17,441 | 14.75 |
| | Total | 25,50,99,271 | 25.50 |

Total fair value of the Industrial Facility is Rs. 25.50 Cr.

ANNEXURE C -TANGIBLE ASSET VALUATION - DHARWAD

1. Preamble

AAIL owns an edible oil refinery. The valuation of these assets is being carried out in order to arrive the share price of AAIL as on 31 st December 2021.

2. Purpose of valuation

The purpose of valuation is to understand fair value of the assets which are in form of a refinery located at Dharwad, Karnataka. Dharwad plant consists of 2 units: Unit 1 & Unit 2. As per the information received, Unit 1 is operational & Unit 2 is non-operational.

For the purpose of estimating the Fair value of Land, Sale comparable method under market approach is used. For Buildings, Replacement cost method under cost approach is adopted and for movable assets, DRC method based on cost indexation is adopted.

3. Address of Property

The property is located at Belur Industrial Area Dharwad, Belur village Mummigatti, Holi garag, Taluka Dharwad, District Dharwad.

4. Date of site inspection

The Property has not been inspected. Hence, the document and information provided by the representative is believed to be true, authentic and is relied upon.

5. Date of valuation

The date of report is as on 12th March 2022; however, the assets are being valued as on 31st December 2021.

6. Documents Requested

| Document Requested | Documents Submitted |
|--|---|
| Copy of Sale/lease Deed | Copy of Sale Deed |
| Fixed Asset Register List | Copy of Lease Deed |
| Title Search Report | Copy of Layout Plan |
| Copy of Layout plan | Fixed Asset Register List |
| Approvals and certifications | Copy of approvals and |
| Past year property tax | NOCs |
| Copy of approvals and NOCs | |

7. Approach and Methodology of Valuation

Market based valuations normally employs one or more of the valuation approaches by applying the principle of substitution, using market – derived data. This principle holds that a prudent person would not pay more for a good or service than the cost of acquiring an equally satisfactory substitute good or service, in the absence of the complicating factors of time, greater risk, or inconvenience. The lowest cost of the best alternatives, whether a substitute or the original, tends to establish Fair Value.

Sales Comparison

This comparative approach considers the sales of similar or substitute properties and related market data and establish a value estimate by processes involving comparison. In general, a property being valued (a subject property) is compared with sales of similar properties that have been transacted in the market. Listings and offering may also be considered.

Cost Approach

This comparative approach considers the possibility that, as a substitute for the purchase of a given property, one could construct another property that is either a replica of the original or one that could furnish equal utility. In a real estate context, one would normally not be justified in paying more for a given property than cost of acquiring equivalent land and constructing an alternative structure, unless undue time, inconvenience, and risk are involved. In practice, the approach also involves an estimate of depreciation for older and / or less functional properties where an estimate of cost new unreasonably exceeds the likely price that would be paid for the appraised property.

Income Approach

This comparative approach considers income and expense data relating to the property being valued and estimates value through a capitalization process. Capitalization relates income (usually a net income figure) and a defined value type by converting an income amount into a value estimate. This process may consider direct relationships (known as capitalization rates), yield or discount

rates (reflecting measures of return on investment), or both. In general, the principle of substitution holds that the income stream which produces the highest return commensurate with a given level of risk leads to the most probable value figure.

Depending upon the nature of the property and its marketability; out of these methods one is employed for estimation of the fair value.

Definition of Fair Value as per IVS is as follows:

Fair value/Market value is the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently, and without compulsion.

An asset derives its value from the economic benefits it can provide to its owner. As per the information provided, the subject property is spread over an area measuring approximately 40 acres. These 40 acres is divided into two land parcels of 20 acres each. Following methods of valuations are considered: -

C. Asset Valuation Method under Cost Approach of Valuation

The asset valuation methodology essentially estimates the cost of replacing the tangible assets of the business. The replacement cost takes into account the market value of various assets or the expenditure required to create the infrastructure exactly similar to that of a company being valued. Since the replacement methodology assumes the value of business as if we were setting a new business, this methodology is relevant in case of calculating the value of a capital-intensive asset whose future cash flows cannot be ascertained.

The **Asset Valuation** approach suffers from certain limitations. These are detailed below:

Practically, it is extremely difficult to determine the exact replacement cost of the assets owned by a company. This is so on account of number of reasons, such as

- Changes in technology over a period of time (resulting in certain products not being produced at all or being produced with far more efficiencies than earlier)
- Absence of a marketplace where such assets are or can be traded
- Inability of the seller to be able to actually realise the value of assets in one go should the company be liquidated
- Changes in the duty structure (like excise, import duties, etc which may impact the value of the asset over different periods of time) etc.

Factors affecting valuation is summarized below:

An asset draws value, from its scarcity, i.e., the demand for an asset at a location when compared to the availability at that location. Before arriving at the value of an asset, it needs to be determined whether or not the asset possesses utility and is scarce as well as transferable within the appropriate market.

When a specific asset is offered for sale in the open market, the amount expected to be realized from a willing purchaser on the sale of the asset by a willing seller is its fair value. The fair value of the asset is also influenced by the potential uses the asset can be put.

Valuation of Land Usage Demand and Supply Shape, Size, Prominance Plot area and topography Markeability Utility in vicinity Type of Frontage Locality, Neighborhood, Civic stigma aspects etc

| Valuation of Building |
|---------------------------------|
| •Utility |
| • Physical condition |
| •State of repairs & Maint. |
| Balance economic life |
| •Replacement cost as on date |
| •Depreciation for wear and tear |
| |

| Valuation of Machinery | | | | |
|------------------------------|--|--|--|--|
| •Usage | | | | |
| •Technical Specifications | | | | |
| • Physical condition | | | | |
| •Physical wear & tear | | | | |
| Balance economic life | | | | |
| •Replacement cost as on date | | | | |
| •Obsolescence | | | | |
| | | | | |

Chapter 1- Land

The land considered for the purpose of valuation admeasures 40 Acres and is utilized for the purpose of manufacturing.

1.1 Salient features of the Sales deed:

As per sale deed provided, 40 Acres is owned by company i.e. M/s ADM AGRO INDUSTRIES INDIA PRIVATE LIMITED. The subject land is NA (Non-Agricultural) land is being utilized for the purpose of production of Soyabean oil.

Detail of the deeds is tabulated below:

| Sr. No. | Date of Deed | Type of Deed | Property Address | Seller | Purchaser/ <u>Lessees</u> | Area (Sq.m) | Deed No. | Maintenance charge (Rs) | Consideration Amount (In Rs.) |
|------------|-----------------|-------------------|---|--|---|----------------|-------------|----------------------------|-------------------------------|
| 1 | 24-01-2006 | Lease Cum Sale | Plot Nos 45 & 45A(Survey no-82,83,88 part,84,87)- Belur Industrial Area Dharwad, Belur village Mummigatti,Holi garag,Taluka Dharwad.District Dharwad | Karnataka Industrial area development board-Sri H. N Maharudrappa | Sri K. N Guruswamy- Oils and mills Ltd. represented by K. N Tilak kumar - Managing Director | 80,918 | 4272 | 40,000 | 32,19,075 |
| 2 | 28-08-2012 | Sale deed | Plot Nos 260, 261 & 262 (Survey no-96P,97P & 99P)- Belur Industrial Area Dharwad, Belur village Mummigatti, Holi garag, Taluka Dharwad.District Dharwad | Karanataka Industrial area development board-Sri H. N Maharudrappa | M/s ADM Agro Industries Pvt. Ltd. | 80,937 | 7500 | 60,000 | 2,31,83,785 |
| | | | Total | | | 1,61,855 | | | |

As per the lease sale deed 1, the adjacent boundaries of the plant are outlined as under:

On or towards the north by Plot no 39 & 44

On or towards the south by 274 to 284 KIADB Land.

On or towards the east by Road no 10(100' wide).

On or towards the west by Road no 6-A (60' wide)

As per the sale deed 2, the adjacent boundaries of the plant are outlined as under:

On or towards the north by Plot no 257 & 259

On or towards the south by Road no 16(18m wide)

On or towards the east by Road no 10

On or towards the west by Plot no 598 & 600

Note:

1) It is advised that a legal opinion is taken thereto establish any legal encumbrances on the property. Any legal encumbrance, to the title, to part or whole of the property revealed upon scrutiny, may have detrimental effect on the value ascertained, which may lead to revision of our report.

2) As per the building completion/occupancy certificate land admeasuring only 40 Acres in underneath the subject facility. Hence the same is considered for the valuation purpose.

1.2 Land description

- The land is situated in Belur Industrial Area Dharwad,
 Belur village Mummigatti, Holi garag, Taluka Dharwad,
 District Dharwad
- The subject property is a free hold and Non-Agricultural land.
- As per the sale deed total land area in possession of "ADM Agro Industries India Private Limited".
- The subject property has two land parcels which host two different section nomenclature as Unit-1 and Unit-2 respectively.
- Land under unit -1 is spread across plot no 261 to 262, admeasuring area of 80,937 sq. m.
- Land under unit -2 is spread across plot no 45 & 45A admeasuring area of 80,918 sq. m.
- As per the information shared by company, unit 1 is a operational plant while unit 2 is a non-operational plant.
- Unit 1 and Unit 2 land parcels are separated by a main road.
- The two land parcels are separated by 30 m wide K.IA.D.B Road.



GPS co-ordinates: 15°30'14.4"N 74°55'21.9"E

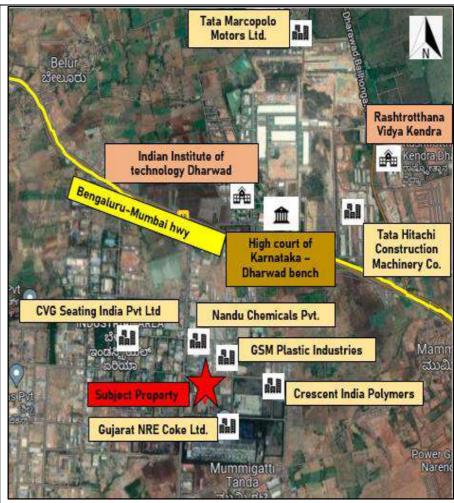
- As per the discussion with the management, 40 acres is utilized for the manufacturing process and various factory buildings are constructed over the same.
- The land parcel includes numerous infrastructure facilities like internal wide roads, entrance gates, boundary walls, street lights, storm water drainage system, firefighting system, parking space and utility area.
- Since physical verification of the extent of land parcel was not possible therefore, the extent was verified with the help of Google Earth and the area comes out to be inline.



GPS co-ordinates: 15°30'14.4"N 74°55'21.9"E

Surrounding Development:

- The Subject property is located in Belur Industrial belt, Dharwad District.
- This area is an Industrial belt where major industries of many companies are situated namely Tata Hitachi Construction Machinery Co., Nandu Chemicals Pvt., GSM Plastic Industries etc.
- This Industrial region hosts education and law infrastructures such as Indian Institute of technology Dharwad, Rashtrotthana Vidya Kendra, High court of Karnataka-Dharwad bench.
- The National Highway No. 48 & 67 forms the web of connectivity for this industrial region for transportation purpose.
- The vicinity of the subject property has two industrial clusters.
- A Lodging and Restaurant service is also in the vicinity for domestic uses and purposes.



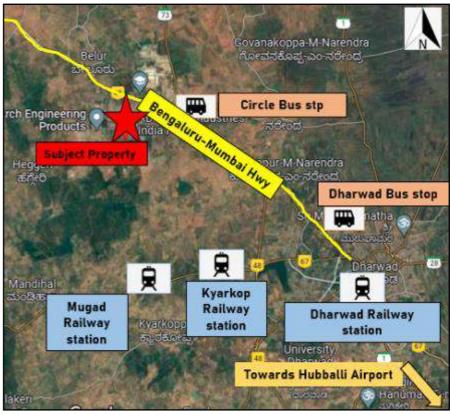
View: Surrounding Development

Source: GAA

Accessibility:

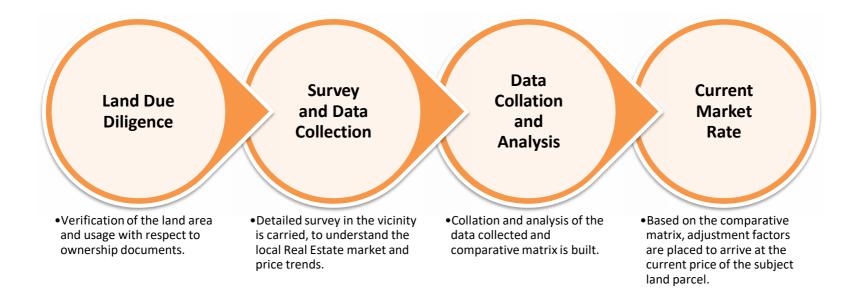
- The subject property is easily accessible by road and railways.
- The Bengaluru-Mumbai highway which connects Dharwad and Mumbai is in proximity of the Subject property. This highway connects the subject property to Goa in east and Dharwad in south direction and goa in west. This
- The subject vicinity is accessible with rail transportation via Dharwad, Kyarkop and Mugad Railway station.
- Nearest Bus stop from subject property is Circle bus stop and Dharwad Bus stop for public transportation.
- The Hubballi Airport is located at 32.3 Km from the area for transportation via air.

| Sr Nos. | Particulars | Approx. Distance in Km |
|------------|-------------------------|------------------------|
| 1 | Circle Bus Stop | 4 Kms |
| 2 | Dharwad Bus Stop | 11.3 Kms |
| 3 | Kyarkop Railway Station | 15.5 Kms |
| 4 | Dharwad Railway station | 16.3 kms |
| 5 | Hubballi Airport | 32.2 kms |



View: Accessibility Map Source: GAA

Steps for Land Valuation



1.3 Land Valuation:

The Real Estate market in India lacks transparency; the market is largely fragmented with limited availability of authentic, credible and reliable data with respect to market transactions. The actual transaction value may be significantly different from the value that is documented in official transactions. We believe that the market survey amongst actual sellers, brokers, developers and other market participants would give a fair representation of market trends. This valuation is therefore based on our verbal market survey of the real estate market in the subject area.

The subject property is Soyabean oil refinery plant on land parcels admeasuring 40 Acres or 1,61,855 Sq. Meter. As per sale deed shared the land underneath the subject property is owned by "M/s. ADM Agro Industries India Private Limited".

Following points are considered with respect to subject land parcel for the purpose of valuation: -

- The subject land parcel is non-contiguous in nature and utilized for the refining of Soyabean oil.
- The property has a good connectivity to different modes of transportation where roadway support Mumbai-Bengaluru Highway and railway support of Kyarkop as well as Dharwad railway station is present.
- The subject property is surrounded by manufacturing companies like Nandu Chemicals Pvt., GSM Plastic Industries etc.
- There are two land parcel which was purchased at different dates and then one single plant was build on this combined land parcel. This land parcel is separated by 30 m wide K.IA.D.B road
- Many limiting conditions was there with respect to land verification, which are listed below.
 - 1.1 Physical verification of land was not done so all four co ordinates of the land could not be captured hence land measurement is carried on assumption and measured via google map.
 - 1.2 Since site visit was not carried out, many factors pertaining to land such as leveled topography, regularity, demarcation, continuous/contagious etc. cannot be confirmed.
 - 1.3 All the data and received from the company pertaining to land are considered to true and genuine although this cannot be independently verified.

1.4 Valuations are carried out based on information such as photographs of the land shared/communicated to us from the client side

For the purpose of valuation, we have considered the following quoted and auctioned properties:

Comparable 1:

A comparable land parcel admeasuring 1,09,265 sq. meter is located at Kelageri Industrial Area, Dharwad and has similar accessibilities and connectivity as compared to our subject property. The land parcel has levelled topography and is well demarcated. The comparable property is industrial land. As per the market survey, the comparable land parcel has an approximate rate of Rs. 1.00 Cr.per acre.

Comparable 2:

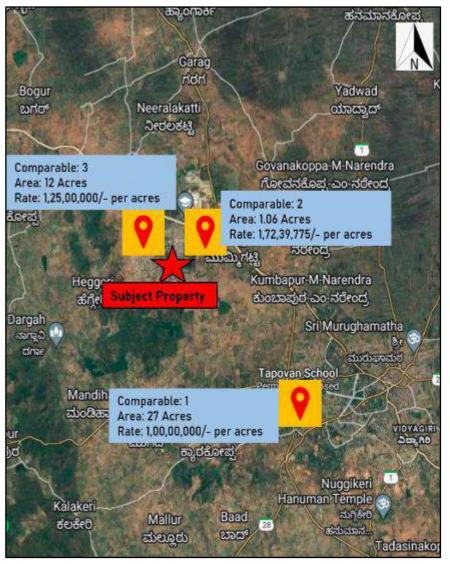
A comparable land parcel admeasuring 4,284 sq. meter is located at Belur Industrial area, Dharwad and has similar accessibilities and connectivity as compared to our subject property. The land parcel has levelled topography and is well demarcated. The comparable property is industrial land. As per the market survey, the land parcels which are available in this area has an approximate rate of Rs. 1.72 Cr.per acre.

Comparable 3:

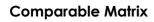
A comparable land parcel admeasuring 48,562 sq. meter is located at Belur Industrial area, Dharwad and has similar accessibilities and connectivity as compared to our subject property. The land parcel has unlevelled topography and is well demarcated. The comparable property is industrial land. As per the market survey, the land parcels which are available in this area has an approximate rate of Rs. 1.25 Cr.per acre.

Valuation Analysis

- The subject property lies in industrial zone as a result land parcels from industrial zone are considered.
- Overall, 5% of discount Is levied on the comparable 1 and comparable 2 on the quoted rate as asking discount to arrive at nearest possible value by discounting any commission or brokerage by the real estate agents.
- All the properties are intermediate industrial land parcels. Hence no discount or premium is considered on for these attributes.
- Subject property admeasures 40 acres whereas comparable properties are smaller in size ranging between 1 acre to 27 acres. The smaller the land parcel higher is the land value. As a result, a discount ranging 10% to 25% is considered depending on the area.
- Subject property and comparable 1 are rectangular plots whereas the comparable 2 & 3 are irregular in shape. Hence, the premium of 5% is considered on these properties.
- Comparable 3 is an unlevelled land whereas all the other land parcels are levelled. As a result, the premium of 5% is considered on this property.
- Therefore, taking all the above-mentioned points into consideration the average selling price per acre ranges between Rs. 85,00,000/- to Rs. 1,30,00,000/-. For the further calculation of the market rate Rs. 1,08,93,277/-per acre is considered.



View: Comparable Analysis Source: GAA



| Factors | Subject Property | Comparable 1 | Comparable 2 | Comparable 3 |
|---|------------------|---------------------------|------------------------|------------------------|
| Transacted/Quoted | | Quoted | Quoted | Quoted |
| Location | Belur Industrial | Kelageri Industrial Area, | Belur Industrial area, | Belur Industrial area, |
| Location | Area, Dharwad | Dharwad | Dharwad | Dharwad |
| Current Land Use | Industrial Land | Industrial Land | Industrial Land | Industrial Land |
| Distance from Subject Property (kms) | | 10.00 | 1.00 | 1.00 |
| Main Access Road | NH 67 | NH 48 | NH 67 | NH 67 |
| Existing Improvements | Industrial | Industrial | Industrial | Industrial |
| Improvement Status | Levelled | Levelled | Levelled | Unlevelled |
| Shape of the Land | Rectangular | Rectangular | Irregular | Irregular |
| Corner Plot /Intermittent Plot | Intermediate | Intermediate | Intermediate | Intermediate |
| Land Area (in Acre) | 40 | 27 | 1.06 | 12 |
| Land Area (in Sq. mt) | 1,61,874 | 1,09,265 | 4,284 | 48,562 |
| Asking/Transaction Value (Rs. Per Acre) | | 1,00,00,000 | 1,72,39,775 | 1,25,00,000 |
| Asking/Transaction Value (Rs. Per Sq.m) | | 2,471 | 4,260 | 3,089 |
| Attribute Adjustments | | Comparable 1 | Comparable 2 | Comparable 3 |
| Asking Discount | | -5.00% | -5.00% | -5.00% |
| Location (Corner/Intermittent) | | 0.00% | 0.00% | 0.00% |
| Land Use | | 0.00% | 0.00% | 0.00% |
| Size | | -10.00% | -25.00% | -15.00% |
| Shape of Land | | 0.00% | 5.00% | 5.00% |
| Improvement Status | | 0.00% | 0.00% | 5.00% |
| Net adjustments | | -15.00% | -25.00% | -10.00% |
| Adjusted Land Price (Rs. Per Acre) | | 85,00,000 | 1,29,29,831 | 1,12,50,000 |
| Average Land Rate (Rs. Per Acre) | | | 1,08,93,277 | |

Valuation Land:

The table below illustrates the fair value of "ADM Agro Industries India Private Limited", Dharwad.

| Land Area | Adopted Rate | Fair Value | Fair Value |
|-----------|----------------|--------------|--------------|
| (Acre) | (Rs. Per Acre) | (Rs.) | (Rs. In Cr.) |
| 40 | 1,08,93,277 | 43,57,31,081 | 43.57 |

Total fair value of land is Rs. 43.57 Cr.

Chapter 2- Buildings and Civil Work

The structures considered for the purpose of valuation covers the total built up area of 20,055 sq. m.

1.1 Plant Buildings:

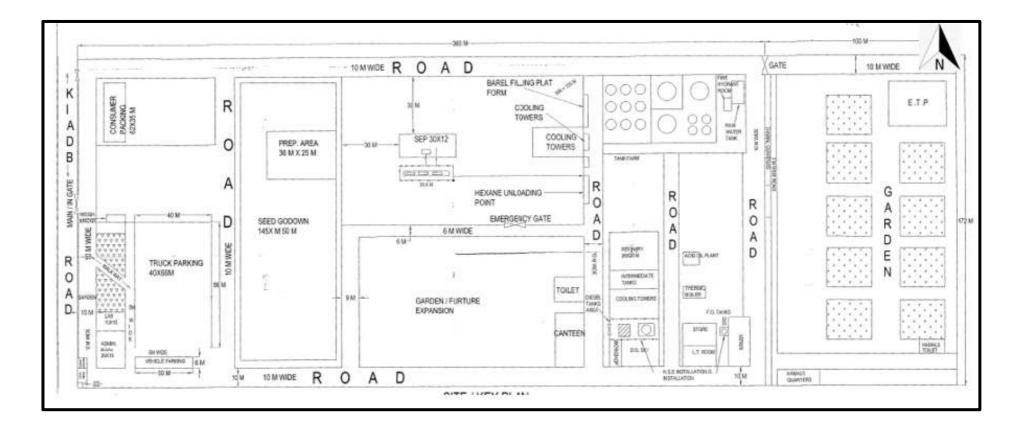
There are number of structures in the plant as per the requirement of industry. Each structure in the plant has different specifications, no. of floors depending on the type of use as well as space requirement.

- 1. The subject property refers to the plant set-up on land parcel admeasuring 1,61,855 sq.m used for the soyabean oil refinery plant.
- 2. As per the data shared by the company, the plant is divided into Unit-1 and Unit-2.
- 3. As per the information received from plant representative, Unit -2 is non-operational and Unit-1 is operational.
- 4. As per the data shared, the total built up admeasures 20,055 Sq. m. This includes the structures of unit-1 and unit-2.
- 5. There is total 32 structures comprise of Admin Building, SEP, Prep Godown, DOC Godown, Packing section, Refinery, ETP, Boiler, DG room, lab, seed Godown, store, workshop and security office and other supporting utility structures.
- 6. The major structures were constructed in the year 2005.
- 7. Plant visit was not conducted so all the details and information were shared with us was from company.
- 8. All details shared are considered to be true and not independently verified.
- 9. Each structure in the plant has different specifications depending on the usage. The general details of each structure are tabulated below: -

| SR.NO | DESCRIPTION OF BUILDING | TYPE OF BUILDING | YEAR OF CONSTRUCTION | BUILT UP AREA IN SQ.MT | UNIT |
|-------|-------------------------|-------------------------------------|----------------------|------------------------|------|
| 1 | Doc Godown | RCC Structure with GI Sheet Roofing | 2005 | 1687.80 | 2 |
| 2 | Cake Godown | RCC Structure with GI Sheet Roofing | 2005 | 1411.50 | 2 |
| 3 | SEP | RCC structure | 2005 | 250.00 | 2 |
| 4 | Preparation Plant | RCC structure | 2005 | 370.00 | 2 |
| 5 | Unloading shed | RCC Structure with GI Sheet Roofing | 2005 | 171.60 | 2 |
| 6 | Unloading Platform | RCC Structure with GI Sheet Roofing | 2005 | 440.00 | 2 |
| 7 | Security room | RCC Structure with GI Sheet Roofing | 2005 | 30.00 | 2 |

| SR.NO | DESCRIPTION OF BUILDING | TYPE OF BUILDING | YEAR OF CONSTRUCTION | BUILT UP AREA IN SQ.MT | UNIT |
|-------|--------------------------|---|----------------------|------------------------|------|
| 8 | Temple | RCC Structure with GI Sheet Roofing | 2005 | 66.00 | 2 |
| 9 | Boiler | RCC Structure with GI Sheet Roofing 2005 249.60 | | 2 | |
| 10 | Husk Godown | RCC Structure with GI Sheet Roofing 2005 360.0 | | 2 | |
| 11 | DM plant | RCC Structure with GI Sheet Roofing | 2005 | 249.60 | 2 |
| 12 | DG room | RCC Structure with GI Sheet Roofing | 2005 | 336.00 | 2 |
| 13 | Store | RCC Structure with GI Sheet Roofing | 2005 | 144.00 | 2 |
| 14 | Lab | RCC Structure with GI Sheet Roofing | 2005 | 120.00 | 2 |
| 15 | Toilet room | RCC Structure with GI Sheet Roofing | 2005 | 30.00 | 2 |
| 16 | Pump house | RCC Structure with GI Sheet Roofing | 2005 | 30.00 | 2 |
| 17 | Operating Room | RCC Structure with GI Sheet Roofing | 2005 | 16.00 | 2 |
| 18 | ETP | RCC Structure with GI Sheet Roofing | 2005 | 196.00 | 2 |
| 19 | Consumer Pack Department | RCC structure | 2005 | 2170.00 | 1 |
| 20 | Front Office | RCC Structure with GI Sheet Roofing | 2005 | 90.00 | 1 |
| 21 | Laboratory | RCC Structure with GI Sheet Roofing | 2005 | 150.00 | 1 |
| 22 | Admin Building | RCC Structure with GI Sheet Roofing | 2005 | 300.00 | 1 |
| 23 | Seed Godown | RCC Structure with GI Sheet Roofing | 2005 | 7250.00 | 1 |
| 24 | PREP Area | RCC Structure with GI Sheet Roofing | 2005 | 900.00 | 1 |
| 25 | SEP | RCC structure | 2005 | 360.00 | 1 |
| 26 | Refinery | Composite Structure with GI Sheet Roofing | 2005 | 520.00 | 1 |
| 27 | DG set | RCC Structure with GI Sheet Roofing | 2005 | 202.50 | 1 |
| 28 | Store | RCC Structure with GI Sheet Roofing | 2005 | 300.00 | 1 |
| 29 | Workshop | RCC Structure with GI Sheet Roofing | 2005 | 67.50 | 1 |
| 30 | Boiler House | RCC Structure with GI Sheet Roofing | 2005 | 877.50 | 1 |
| 31 | Canteen | RCC Structure with GI Sheet Roofing | 2005 | 84.00 | 1 |
| 32 | ETP | RCC structure | 2005 | 625.00 | 1 |
| | Total | | | 20,055 | |

Plant Layout Plan-



1.2 Buildings Description:

Boiler:

- It is a composite structure shed having a built-up area of 877.50 Sq. m. and constructed in the year 2005.
- This building is used for Boiling of seeds for further processing.
- As per the information provided, roofing of the structure is constructed using GI sheets with the provision of steel trusses and RCC columns and brickwork support.
- The structure is located in Unit-1 section of the plant

<u>Structure Condition</u>: Condition of the structure cannot be accessed as site visit was not conducted.

OPS(Oil Packaging System)

- As per data shared the structure has total built-up area of 2170
 Sq. m. and constructed in the year 2005.
- The building is used for the storing and packaging of the oil.
- As per the information provided, it is an RCC structure.
- The structure is located in Unit-1 section of the plant

<u>Structure Condition</u>: Condition of the structure cannot be accessed as site visit was not conducted.



View: Boiler Source: AAIL



View: Oil packaging system

Source: AAIL

Refinery:

- It is a composite structure shed with total built-up area of 520
 Sq. m. and constructed in the year 2005.
- The crude oil is refined in this building and stored for packaging.
- As per the information provided, roofing of the structure is constructed using GI sheets with the provision of steel trusses and RCC columns and brickwork support.
- The structure is located in Unit-1 section of the plant
- **Structure Condition**: Condition of the structure cannot be accessed as site visit was not conducted.

SEP (Solvent Extraction Plant):

- It is a composite structure shed with total built-up area of 360
 Sq. m. and constructed in the year 2005.
- As per the information provided, it is an RCC structure
- The structure is used for extraction of oil from the soya seeds.
- The structure is located in Unit-2 section of the plant
- **Structure Condition**: Condition of the structure cannot be accessed as site visit was not conducted.



View: Refinery

Source:AAIL



View: SEP

Source: AAIL

Miscellaneous pictures:







View: Seed Godown Source: AAIL



View: PREP Source: AAIL



View: Meal Godown



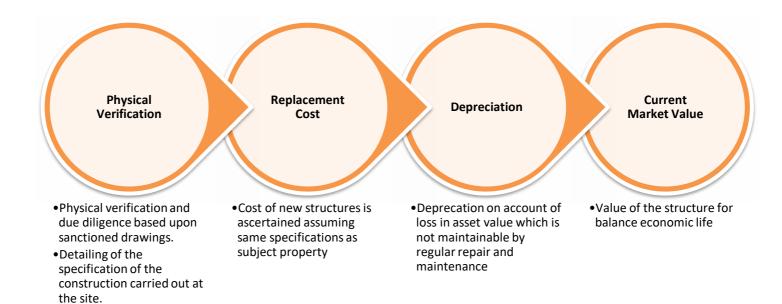
View: OPS **Source: AAIL**



View: Warehouse Source: AAIL

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1.3 Steps for Building Valuation



1.4 Valuation

For the valuation of buildings, base rate as per CPWD rate of 2021 are taken on which various adjustment factor are considered according to condition of the building, to adjust it with specifications and present market rate. This arrived adjusted construction rate is multiplied with plinth area to arrive at present replacement cost of the building. Then this construction rate so arrived is multiplied with plinth area to arrive at present replacement cost of the building. Then applicable depreciation is accounted to arrive at depreciated replacement cost of the building (Refer Annexure I).

Based on the observation valuation of the structures are tabulated below:

| S. No. | Particulars | Figures | |
|--------|----------------------------------|--------------|------------|
| 1 | Total Built up Area (in Sqm) | 20,055 | |
| 2 | Total Construction Cost (in Rs.) | 19,80,91,336 | |
| 3 | Depreciation (in Rs.) | 7,57,69,936 | Refer – |
| 4 | Fair Value (in Rs.) | 12,23,21,400 | Annexure I |
| 5 | Fair Value (in Rs. Cr) | 12.23 | |

Total Building and Land Cost:

| S. No. | Particular | Figures (Rs.) | Figures (Rs. In Cr.) |
|--------|------------|---------------|-------------------------|
| 1 | Land | 43,57,31,081 | 43.57 |
| 2 | Buildings | 12,23,21,400 | 12.23 |
| | Total | 55,80,52,481 | 55.80 |

Total fair value of land & building (Immovable Assets) is Rs. 55.80 Cr.

Chapter 3- Plant & Machinery

The machinery considered for the purpose of valuation includes the main machinery of the plant required for operation.

3.1 Plant and Machinery Description

The facility is mainly involved extracting solvents from oils seed / Oil cakes. As per Fixed Asset Register (FAR) provided to us via mail dated 9th March 2022 information of assets such as its description, type, capitalization date, group, plant unit, gross block value and Net Block value upto December 2021 were provided to us. For the purpose of plant and machinery valuation, the same is consider.

Since, we have not visited the site for verification and identification of the assets, valuation of the assets are done on the basis of provided FAR, photographs and process explained by the company. Thus, it is assumed that all the assets provided in the FAR by the company are present and installed at site and is owned by the company.

The major plant and machineries installed at site as per FAR provide includes Automatic hopper scale, SEP (Solvent Extraction Plant), Effluent treatment plant, Oil refinery plant, Silo, Boiler, Oil storage tank and other numerous auxiliary machineries.

The list below tabulates the major machineries installed in the plant:

| Sr. No | Name Of Machinery | Plant Unit | Group of Machinery | Qty. | Status |
|-----------|--|------------|-----------------------------|--------|-----------------|
| 1 | Solvent Extraction Plant | Unit II | Plant & Machinery | Lot. | Non-Operational |
| 2 | Automatic Hopper Scale (Imported) | Unit II | Plant & Machinery | Lot. | Non-Operational |
| 3 | Silos | Unit II | Plant & Machinery | Lot. | Non-Operational |
| 4 | Separator (IMPORTED) | Unit I | Refinery | 3 Nos. | Operational |
| 5 | Oil Storage Tank | Unit I | Oil St. Tk.& Oil Pipe Lines | 6 Nos. | Operational |
| 6 | Effluent Treatment Plant (ETP) | Unit I | Effluent Treatment Plant | Lot. | Operational |
| 7 | Boiler | Unit II | Plant & Machinery | Lot. | Non-Operational |
| 8 | Pre-Cleaning System AFE-2000767 (grain cleaning) | - | Preparatory | 1 Nos. | Operational |
| 9 | Conveyor System | Unit I | Solvent Ext. Plant | 1 Nos. | Operational |
| 10 | Panels | Unit II | Electrical Equipments | Lot. | Non-Operational |

Major Machinery

Solvent Extraction Plant (SEP);

Solvent Extraction is the process of extracting oil from seeds. It also includes extraction of other oil containing material by addition of a solvent. A food grade petroleum by product is used in various extraction stages for oil extraction depending upon the type and quality of seeds.

The Solvent extraction technique is the most efficient technique to recover oil from oil seeds. The food grade by product of petroleum can be coupled with an oil extraction and be used on the left-over seed to ensure complete extraction of oil from the seed. Depending on the seed, Solvent Extraction method can be used on seeds containing around 20% of oil.

- Quantity: Lot
- Physical Condition and operational status: Non-Operational

Oil Storage Tank:

The Oil storage tank is a container that store the oil in the various stages of processing into other oil products. It is used as a storage section for finished goods and oil as well as hold the oil during different process and treatments.

The Storage tanks have different capacities of storage for different purposes of oil storage. The storage tanks are connected with pipelines and valves for the movement of liquid.

- **Quantity:** 06 nos.
- Physical Condition and operational status: Operational



View: Solvent Extraction Plant



View: Oil Storage Tank

Source: AAIL

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Silo:

A silo is an enclosed structure that is used to store large capacity of grains and agricultural products. As per the requirement of plant, oil seeds are carried from silos for oil extraction process. Storage silos consume less storage space compared to horizontal storage warehouses.

The seeds and products are protected from humidity, water and other impurities by storage in enclosed silos. Tower silos, bunker silos, and bag silos are the three types of silos in use today. The silos have low running cost due to large quantities and low manpower requirement for handling due to high level mechanization which provides rapid handling and saves time.

• Quantity: Lot

• Physical Condition and operational status: Non-Operational

Effluent Treatment Plant (ETP):

The Effluent treatment plant is a process design for treating the waste water discharged from the plant for its re-use or safe disposal to the environment.

the wastewater discharged from the sterilization process, crude oil clarification process and cracked mixture separation process is treated in this plant. The major aim of wastewater treatment is to remove as much of the suspended solids as possible before the remaining water, called effluent, is discharged back to the environment

• Quantity: Lot

• Physical Condition and operational status: Operational



View: Silo Source: AAIL



View: Boiler Source: AAIL

Miscellaneous Photos: -







View: Flakers Source: AAIL



View: Meal Conveyor Source: AAIL



View: Meal Bagging Area

Source: AAIL



View: Oil Storage tank

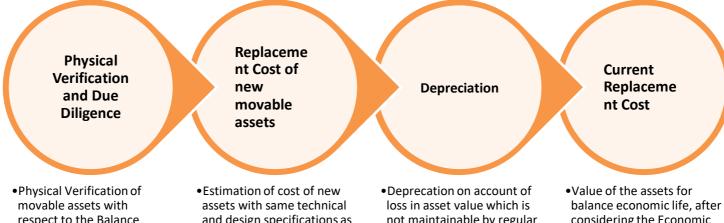
Source: AAIL



View: Refinery Source: AAIL

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Steps for Valuation of Plant, Machinery and Other Movable Assets



respect to the Balance Sheet and Fixed Asset Register (FAR)Categorization of movable assets.

and design specifications as installed on site.

not maintainable by regular repair and maintenance

considering the Economic Obsolesence.

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Statement of plant and machinery installed at the site and assumption / limiting conditions for valuation:

- Physical site visit, verification and identification of the plant and machinery assets have not been done.
- Since, we have not visited the site for verification and identification of the assets, valuation of the assets are done on the basis of provided FAR, photographs and process explained by the company. Limited detailed technical information such as make, model and capacity, of machines required to evaluate the Plant and Machinery had been shared with us.
- Due to these limitations, it is assumed that all the assets furnished in the FAR provided by the company are present and installed at site and is owned by the company.
- Company representative has informed that Unit I of the plant is operational and Unit II is Non-operational as on date.
- Considering the operational and non-operational condition of the plants, several factors has been accounted during valuation of plant and machinery.
- Equipments / machines in the plant could not be ascertained for technical details, make, model, designed / installed capacity
 due to absence of technical details in the FAR. Further, there are no documentary evidence available to find out and verify
 the plant utilization or output capacity achieved that could be relied in the current circumstance. Furthermore, there are no
 performance guarantees provided or enforce on date of valuation from the company that could be relied to justify the plant
 output.
- The Unit I of the plant is operational and and in utilization regularly but Unit II is non-operational from a long time. Equipment / machines and plants are subject to rapid depreciation in Unit II due to non utilization, non-maintenance and non-operations. There could be increased level of material degradation due to rusting, idling, water and weathering effects to various parts of equipment / machines. In current instance the plant is non-operational with no maintenance activity which would have accelerated the material degradation and depreciation. These weathering effects have adverse effect on the marketability, expected life, utility and output efficiency of the plants and equipment.

Asset's Categorization -

- a. Plant and Machinery: Major Plant and machinery such as Solvent Extraction Plant (SEP), Silos, Separator, Automatic Hopper scale, Oil storage tanks, Boiler, Conveyor systems, DG Sets and Seed and Cake preparatory etc. are categorized under this head. Since, we have not visited the site and physical inspection of the plant and machinery is not done, we have considered their Economic life between 5 to 20 years with upto 15% of GCRC as residual value depending upon the information and details provided by the company. The total Fair Value of this category is 11.56 Cr.
- **b. Office Equipment:** Office equipment such as Computers, Desktops, CCTV camera, Laptops, Xerox machine, Printers, Walkie Talkie, Mobile Phones and Oven etc. are considered in this head. Since, we have not visited the site and physical inspection of the equipment is not done, we have considered their Economic life between 1 to 12 years with upto 10% of GCRC as residual value depending upon the information and details provided by the company. The total Fair Value of this category is 0.92 Cr.
- c. Furniture and Fixture: Furniture and Fixtures such as Steel Cot, Modular partition, Steel cabinet, Control panel, File racks, Wooden pallets, Chairs and Tables etc. are considered in this head. Since, we have not visited the site and physical inspection of the equipment is not done, we have considered their Economic life between 3 to 15 years with upto 10% of GCRC as residual value depending upon the information and details provided by the company. The total Fair Value of this category is 0.86 Cr.

- **d. Vehicles:** Vehicles such as Tata bus, Front end Dozer, Innova vehicle, Ambulance van, Tractor and Front-end Loader etc. are considered in this head. Since, we have not visited the site and physical inspection of the vehicles is not done, we have considered their Economic life between 5 to 10 years with upto 10% of GCRC as residual value depending upon the information and details provided by the company. The total Fair Value of this category is 0.21 Cr.
- e. Intangible Assets: Assets such as packages Installed, Windows software, Oracle license, Computer software, Development work CCA etc. are considered in this head. Since, we have not visited the site and physical verification of Intangible assets is not done, we have considered their Economic life between 1-5 years with upto 5% of GCRC as residual value depending upon the information and details provided by the company. The total Fair Value of this category is 0.16 Cr.

Plant & Machinery (Movable Assets):

| | | As per Comp | pany (In Rs.) | As per GAA (In Rs.) | | |
|---------|-----------------------|-------------------|-----------------|---------------------|------------------|--|
| Sr. No. | Heads | Gross Block dated | Net Block dated | GCRC dated | Fair Value dated | |
| | | 31-12-2021 | 31-12-2021 | 31-12-2021 | 31-12-2021 | |
| 1 | Plant & Machinery | 39,91,37,370 | 8,04,59,905 | 56,28,28,302 | 11,56,41,501 | |
| 2 | Office Equipment | 3,21,51,404 | 1,08,97,473 | 3,49,34,206 | 91,75,383 | |
| 3 | Furniture and Fixture | 3,07,15,557 | 36,47,954 | 4,55,81,938 | 85,62,055 | |
| 4 | Vehicles | 69,68,211 | 5,89,277 | 87,39,895 | 21,22,865 | |
| 5 | Intangible Assets | 47,29,109 | 15,43,750 | 48,66,512 | 15,90,142 | |
| | Total | 47,37,01,651 | 9,71,38,359 | 65,69,50,853 | 13,70,91,946 | |

(Refer Annexure J)

Valuation Summary:

| S. No. | Particular | Value (Rs.) | Value (Rs. In Cr.) |
|--------|---------------------|--------------|--------------------|
| 1 | Land | 43,57,31,081 | 43.57 |
| 2 | Buildings | 12,23,21,400 | 12.23 |
| 3 | Plant and Machinery | 13,70,91,946 | 13.71 |
| | Total | 69,51,44,427 | 69.51 |

Total fair value of the Industrial Facility is Rs. 69.50 Cr.

ANNEXURE D -TANGIBLE ASSET VALUATION – TARAPUR

1. Preamble

AAIL owns an operating edible oil refinery. The valuation of these assets is being carried out in order to arrive the share price of AAIL as on 31st December 2021.

2. Purpose of valuation

The purpose of valuation is to understand fair value of the assets which are in form of a manufacturing plant located at Tarapur, Maharashtra. As per the information shared, this plant is operational and manufactures natural flavours for food products.

For the purpose of estimating the Fair value of Land, Sale comparable method under market approach is used. For Buildings, Replacement cost method under cost approach is adopted and for movable assets, DRC method based on cost indexation is adopted.

3. Address of Property

The property is located at Plot No J-97, MIDC, Tarapur Industrial Area Doripuja Road, Near Mahavir Chambers, Boisar, Palghar, Thane, Mumbai.

4. Date of site inspection

The Property has not been inspected. Hence, the document and information provided by the representative is believed to be true, authentic and is relied upon.

5. Date of valuation

The date of report is as on 12th March 2022; however, the assets are being valued as on 31st December 2021.

6. Documents Requested

| Document Requested | Documents Submitted |
|--|---|
| Copy of Sale/lease Deed | Copy of Lease Deed |
| Fixed Asset Register List | Copy of Layout Plan |
| Title Search Report | Fixed Asset Register List |
| Copy of Layout plan | Copy of approvals and |
| Approvals and certifications | NOCs |
| Past year property tax | |
| Copy of approvals and NOCs | |

7. Approach and Methodology of Valuation

Market based valuations normally employs one or more of the valuation approaches by applying the principle of substitution, using market – derived data. This principle holds that a prudent person would not pay more for a good or service than the cost of acquiring an equally satisfactory substitute good or service, in the absence of the complicating factors of time, greater risk, or inconvenience. The lowest cost of the best alternatives, whether a substitute or the original, tends to establish Fair Value.

Sales Comparison

This comparative approach considers the sales of similar or substitute properties and related market data and establish a value estimate by processes involving comparison. In general, a property being valued (a subject property) is compared with sales of similar properties that have been transacted in the market. Listings and offering may also be considered.

Cost Approach

This comparative approach considers the possibility that, as a substitute for the purchase of a given property, one could construct another property that is either a replica of the original or one that could furnish equal utility. In a real estate context, one would normally not be justified in paying more for a given property than cost of acquiring equivalent land and constructing an alternative structure, unless undue time, inconvenience, and risk are involved. In practice, the approach also involves an estimate of depreciation for older and / or less functional properties where an estimate of cost new unreasonably exceeds the likely price that would be paid for the appraised property.

Income Approach

This comparative approach considers income and expense data relating to the property being valued and estimates value through a capitalization process. Capitalization relates income (usually a net income figure) and a defined value type by converting an income amount into a value estimate. This process may consider direct relationships (known as capitalization rates), yield or discount

rates (reflecting measures of return on investment), or both. In general, the principle of substitution holds that the income stream which produces the highest return commensurate with a given level of risk leads to the most probable value figure.

Depending upon the nature of the property and its marketability; out of these methods one is employed for estimation of the fair value.

Definition of Fair Value as per IVS is as follows:

Fair value/Market value is the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently, and without compulsion.

An asset derives its value from the economic benefits it can provide to its owner. As per the information provided, the subject property is an operational Agro manufacturing plant spread over an area measuring approximately 1 acres. Following methods of valuations are considered: -

D. Asset Valuation Method under Cost Approach of Valuation

The asset valuation methodology essentially estimates the cost of replacing the tangible assets of the business. The replacement cost takes into account the market value of various assets or the expenditure required to create the infrastructure exactly similar to that of a company being valued. Since the replacement methodology assumes the value of business as if we were setting a new business, this methodology is relevant in case of calculating the value of a capital-intensive asset whose future cash flows cannot be ascertained.

The **Asset Valuation** approach suffers from certain limitations. These are detailed below:

Practically, it is extremely difficult to determine the exact replacement cost of the assets owned by a company. This is so on account of number of reasons, such as

- Changes in technology over a period of time (resulting in certain products not being produced at all or being produced with far more efficiencies than earlier)
- Absence of a marketplace where such assets are or can be traded
- Inability of the seller to be able to actually realise the value of assets in one go should the company be liquidated
- Changes in the duty structure (like excise, import duties, etc which may impact the value of the asset over different periods of time) etc.

Factors affecting valuation is summarized below:

An asset draws value, from its scarcity, i.e., the demand for an asset at a location when compared to the availability at that location. Before arriving at the value of an asset, it needs to be determined whether or not the asset possesses utility and is scarce as well as transferable within the appropriate market.

When a specific asset is offered for sale in the open market, the amount expected to be realized from a willing purchaser on the sale of the asset by a willing seller is its fair value. The fair value of the asset is also influenced by the potential uses the asset can be put.

Valuation of Land Usage Demand and Supply Shape, Size, Prominance Plot area and topography Markeability Utility in vicinity Type of Frontage Locality, Neighborhood, Civic stigma aspects etc

| Valuation of Building |
|---------------------------------|
| •Utility |
| •Physical condition |
| •State of repairs & Maint. |
| Balance economic life |
| •Replacement cost as on date |
| •Depreciation for wear and tear |
| |

| Valuation of Machinery |
|------------------------------|
| •Usage |
| •Technical Specifications |
| • Physical condition |
| •Physical wear & tear |
| Balance economic life |
| •Replacement cost as on date |
| •Obsolescence |

Chapter 1- Land

The land admeasures 4000 Sq.mt consisting of a plant for manufacturing purposes.

1.1 Land Deeds

As per a copy of Land lease rent receipt shared by the company, the land underneath the plant admeasures 4000 sqm.

The land details are as follows: -

| Sr. No. | Date of Deed | Type of Document | Property Address | Seller/Lessor | Purchaser/Lesses | Area (sq.m) | Deed No. | Consideration Amount (In Rs.) |
|------------|--------------|-------------------------------|--|--|--|----------------|----------|-------------------------------|
| 1 | 24-01-2020 | Land Lease rent receipt | Plot No J-97, MIDC, Tarapur Industrial Area Doripuja Road, Near Mahavir Chambers, Boisar, Palghar, Thane, Maharashtra – 401506, India | Government of Maharashtra -MIDC | M/s. ADM Agro Industries India Pvt. Ltd | 4,012.28 | 1 | - |

Note:

It is advised that a legal opinion is taken thereto establish any legal encumbrances on the property. Any legal encumbrance, to the title, to part or whole of the property revealed upon scrutiny, may have detrimental effect on the value ascertained, which may lead to revision of our report.

Land Description 1.2

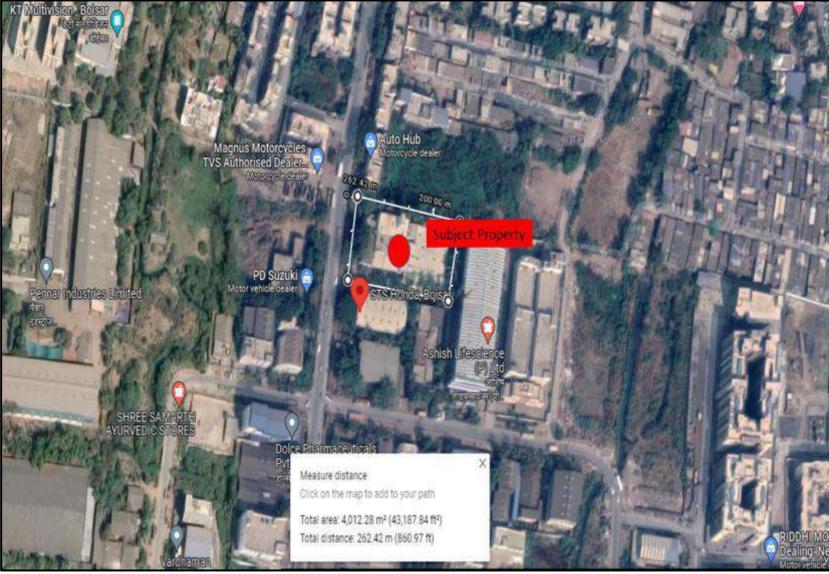
- As per the land lease land receipt shared by company, the total area of the plot admeasures 4,012.28 Sq.mt (1 acre).
- The land parcel has a levelled topography and clearly demarcated.
- Also, the total area utilized by manufacturing plant is 2,741 sq.m.
- With reference to the Land Lease Receipt, subject property is on lease by MIDC (Maharashtra Industrial Development Corporation).
- It is surrounded by some other warehouses in north, east & west directions and a connecting road to Navpura Road in west.
- Some surrounding warehouses are Eicher Trucks & Buses, Samruddh Pharmaceuticals, D'décor Home Fabrics Pvt. Ltd. and JSW Steel Coated Products Ltd.



View: Land Layout of 4,012.28 sq.m. (1 acre)

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Land Layout:



Co-ordinates: (19.7951247,72.7544478)

Surrounding Development

- The subject property is located in the MIDC region of Tarapur in Palghar, Thane. It is located adjacent to the industrial factory of Tata Steel Global Wires and Tata Steel Division
- The property is located in the vicinity of many industrial sheds or factories. It is located near to industrial structures of big industries like sheds of Eicher Trucks & Buses, Samruddh Pharmaceuticals, D'décor Home Fabrics Pvt. Ltd, JSW Steel Coated Products Ltd etc.
- The subject property is located in MIDC zone of Tarapur wherein the subject property is mostly surrounded by industrial structures and factories.
- Basic amenities like restaurants, hospitals etc are also located in the vicinity of the subject property. Facilities like Fire station and Boisar MIDC Police station are also situated in the nearby areas. Also, there a multiplex and MIDC office in the vicinity of Subject Property.
- The property is accessible by Navapur road on the North which is further connected to Palghar-Boisar road.



View: Surrounding Development

Source: GAA

Accessibility

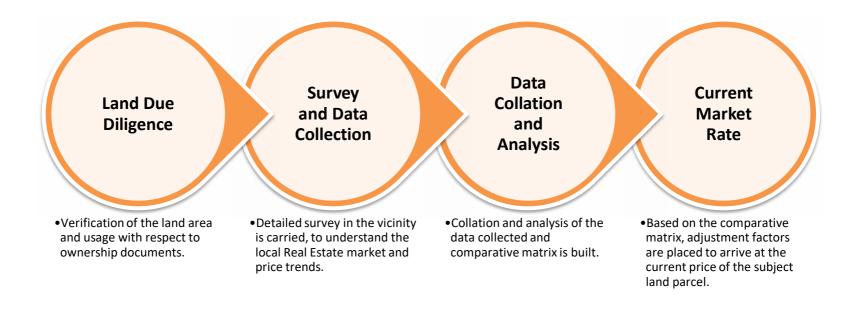
- The property is located at 104 kms from Mumbai International Airport. It is also located at distance of 1.2 km from Boisar Railway station.
- There is a bus stop, Camlin Naka Bus stop located in close proximity to the subject property. Subject property is at a distance of 12.5 kms from Palghar.
- The subject property is located at a distance of approx. 130 kms from CSMT Railway Station.

| Particular | Distance (In Km) |
|------------------------------|---------------------|
| Mumbai International Airport | 104 |
| Boisar Railway Station | 1.2 |
| Camlin Naka Bus Stop | 1.9 |
| Palghar district | 12.5 |



View:Accessibilty Source:GAA

1.3 Steps for Land Valuation



1.4 Land Valuation

The Real Estate market in India lacks transparency; the market is largely fragmented with limited availability of authentic, credible and reliable data with respect to market transactions. The actual transaction value may be significantly different from the value that is documented in official transactions. We believe that the market survey amongst actual sellers, brokers, developers and other market participants would give a fair representation of market trends. This valuation is therefore based on our verbal market survey of the real estate market in the subject area.

The subject property consists of a factory unit which manufactures organic natural flavours for food products. The land underneath the plant admeasures 4000 sq. mts and the construction is done on an area measuring 2741.10 sq.mt. The land parcel is leasehold in nature leased by Maharashtra Industrial Development Corporation.

Following points are considered with respect to subject land parcel for the purpose of valuation: -

- The land admeasuring 4000 sq m. is taken from the Maharashtra Industrial Development Corporation on lease for the period of 99 years by M/s ADM Agro Industries India Pvt. Ltd.
- Since no site visit was conducted for the subject property, details about accessibility, condition of the roads, infrastructure facilities like street lights, firefighting system, parking space and utility area etc could not be assessed or verified.
- It is rectangular in shape and a levelled topography. As no site visit was conducted, the technical details about the structure of the property like height, details about the external condition of the factory, accessibility etc. could not be physically verified.
- We have assessed the condition of the subject property solely on the basis of secondary data like photographs, plant layouts
 etc. shared by the company. Based on the same, we have conducted our assessment and we assume that the information
 shared by the company is true and correct.
- The property has a good connectivity through road network. It is located near the Navapur road and Boisar-Palghar road, thus enabling easy accessibility to the nearby locations.
- The subject property is surrounded by manufacturing companies like JSW Steel Coated Products Ltd., Dolce Pharmaceuticals Pvt. Ltd. etc.

To arrive at the market rate for the land under consideration a secondary market survey conducted in the nearby vicinity of the subject property. The survey was carried out with a view of studying the market dynamics and finding the similar comparable properties which are available for sale. As per the information available on MIDC website, the land rates for industrial plots are Rs.3895 sq.mt for Tarapur industrial areas.

For the purpose of valuation, we have considered the following quoted properties:

Comparable 1:

A comparable land parcel admeasuring 4,182 per sq. m. is located at a distance of 2.9 Kms from the subject property within the MIDC zone. It is in close proximity to the MIDC road and is situated in less populated area surrounded by vegetation. It is surrounded by major industries and open land. It is a land parcel of irregular shape and levelled topography. As per our market study the market rate of this land parcel is Rs. 3,500 per sq. m.

Comparable 2:

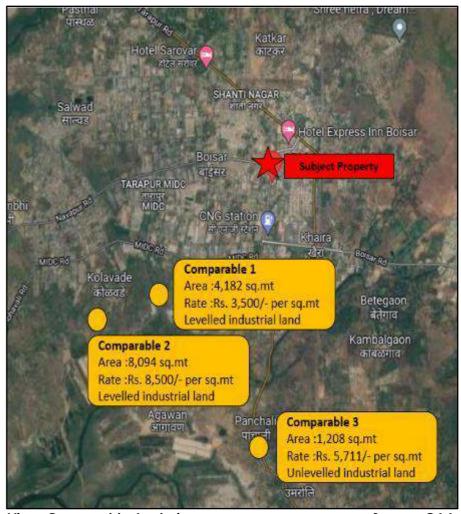
A comparable land parcel admeasuring 8,094 per sq. m. is located at a distance of 5 Kms from the subject property within the MIDC zone. It is in close proximity to Comparable 1 and is situated in less populated area surrounded by residential units and educational institutions like schools and colleges. It is a land parcel of irregular shape and levelled topography. As per our market study the market rate of this land parcel is Rs. 8,500 per sq. m.

Comparable 3:

A comparable land parcel admeasuring 1,208 per sq. m. is located at a distance of 5.6 Kms from the subject property within the MIDC zone. It is accessible via Palghar road and is situated in less populated area. It is surrounded by open land, residential units with basic household facilities like shops. Restaurants located in the vicinity. It is a land parcel of irregular shape and unlevelled topography. As per our market study the market rate of this land parcel is Rs. 5,711 per sq. m.

Valuation Analysis

- As subject property is an industrial property and is part of the MIDC zone. To arrive at fair value, a market study related to the subject property is done.
- The subject land parcel admeasures 4,000 sq. m. of land.
 Whereas, as comparable 2 has a larger size of land area thus attracting an addition of 10% due as per the marketability on account of the land size.
- Comparable 3 has smaller size thus attracting a discount of 5%
 as the comparatively smaller land size parcels can be
 transacted quickly due to its easy marketability and wide range
 of buyers in the market.
- Since the subject property land and all the considered comparable are the part of Industrial Area (MIDC), Therefore, no premium and discount is considered.
- Comparable 2 and 3 has been discounted 5% and 10% respectively due to its land use.
- Factors like improvement status and access road are also considered for arriving at the average land rate.
- Therefore, taking all the above-mentioned points into consideration the arrived market rate for the subject property is around Rs. 5,323 per sq.m. For valuation purpose the market rate of Rs. 5,000 per sq.m. has been considered.



View: Comparable Analysis

Source: GAA

Comparable Matrix

| Factors | Subject Property | Comparable 1 | Comparable 2 | Comparable 3 |
|--|----------------------|-------------------------|--|------------------------|
| Transacted/Quoted | | Quoted | Quoted | Quoted |
| Location | Tarapur, MIDC | Tarapur, MIDC | Near Swami Vivekanand School, Tarapur, MIDC | Umroli (W), Palghar |
| Current Land Use | MIDC Industrial Land | MIDC Industrial Land | Industrial Land | Agricultural Land |
| Distance from Subject Property (kms) | | 2.9 | 5 | 5.6 |
| Main Access Road | MIDC Road | MIDC Road | MIDC Road | Village Road |
| Existing Improvements | Industry | Industry | Industry | Vacant Land |
| Improvement Status | Operational | Levelled | Levelled | Unlevelled |
| Corner Plot /Intermittent Plot | Intermediate | Intermediate | Intermediate | Corner |
| Land Area (in Sq. mt) | 4,000 | 4,182 | 8,094 | 1,208 |
| Asking/Transaction Value (Rs. Per Sq.mt) | | 3,500 | 8,500 | 5,711 |
| Attribute Adjustments | | Comparable 1 | Comparable 2 | Comparable 3 |
| Asking Discount | | -5.00% | -10.00% | -5.00% |
| Location (Corner/Intermittent) | | 0.00% | 0.00% | 0.00% |
| Land Use | | 0.00% | -5.00% | -10.00% |
| Size | | 0.00% | 10.00% | -5.00% |
| Access Road | | 0.00% | 0.00% | -5.00% |
| Improvement Status | | 0.00% | 0.00% | 5.00% |
| Net adjustments | | -5.00% | -5.00% | -20.00% |
| Adjusted Land Price (Rs. Per Sq.mt) | | 3,325 | 8,075 | 4,569 |
| Average Land Rate (Rs. Per Sq.mt) | 5,323 | | | |
| Say Rs. (Rs. Per Sq.mt) | | 5,000 | | |

Valuation Land:

The table below illustrates the fair value of M/s ADM Agro Industries India Pvt.Ltd, Tarapur

| Land Area | Adopted Rate | Fair Value | Fair Value |
|-----------|------------------|-------------|--------------|
| (Sq. Mt) | (Rs. Per Sq. Mt) | (Rs.) | (Rs. In Cr.) |
| 4,000 | 5,000 | 2,00,00,000 | 2.0 |

Total fair value of land is Rs. 2.0 Cr.

Chapter 2- Building Valuation

The land parcel consists of a factory of total Built-up area of 2,741 sq.mt

2.1 Plant Buildings

The subject property consists of a main plant unit comprising of a distillation plant, composite RCC structure. The land admeasures 4000 sq. mts and the property is built on an area of 2741 sq.m. The land parcel is leasehold in nature leased by Maharashtra Industrial Development Corporation.

- 1. The subject property refers to the plant set-up on land parcel admeasuring 4,000 sq. m. used for the manufacturing of organic natural flavours for food products
- 2. As per the survey, the total built up admeasures 2,741.10 sq. m.
- 3. The structure is a composite structure which has a distillation unit installed in the plant.
- 4. The ground floor of the structure comprises of different sections like blending room, Flavour section, Finished Goods area etc.
- 5. The first floor comprises of workstation areas, cabins, conference rooms, Laboratory etc.
- 6. Since no site visit was conducted for the subject property, details about condition of the factory, infrastructure facilities, parking space and utility area etc could not be assessed or verified.
- 7. We have assessed the condition of the subject property solely on the basis of secondary data like photographs, plant layouts etc. shared. We have conducted our assessment on the basis that the information shared by the company is true and correct.

Floor wise area statement as per the sanctioned plan:

AREA STATEMENT LOT AREA = 4000 SQ MT PERMISSIBLE PLINTH AREA 50 % =2000 SQ MT EXISTING BCC & DCC ISSUED VIDE LETTER NO DE/TW/124 DT 28/4 /95 GROUND FLOOR = 1321.59 SQ MT FIRST FLOOR = 289.22 SQLMT TOTAL EXISTING BCC & DCC AREA = 1610.61 EXISTING APPROVED VIDE LETTER NO EE/SPA/CAMP/TRP/28 DATE 26/03/2000 GROUND FLOOR = 379.89 SQ MT FIRST FLOOR = 24.50 SQ.MT TOTAL EXISTING APPROVED AREA = 404.39 SQ. MT EXISTING APPROVED VIDE LETTER NO 2133 DATE 11/08/2011 GROUND FLOOR = 274.40 SQ MT FIRST FLOOR = 451 50 SQ MT TOTAL EXISTING APPROVED AREA = 725.90 SQ MT TOTAL EXISTING AREA - 2741.10 SQ MT NOW PROPOSED GROUND PLOOP AREA = A = 4.60 X 6.00 = 27.60 TOTAL PROPOSED BUILT UP AREA ON GROUND FLOOR = 27.80 SQ MT TOTAL EXISTING GROUND + PROPOSED GROUND 1321 59 + 379 89+274 40 + 27 65- 2003 48 SQ MY 2003 48 = D.500 < 0.50 GROUND COVERAGE = 50% EXTRA HT a = 4.60 × 6.00 × 0.50 = 13.80 SQ.MT TOTAL 50% EXTRA HT = 13.80 SQ.MT TOTAL EXISTING 2741 10 + 333,053 = 3074 153 SQ MT TOTAL BUILT UP AREA = 3074 153 SQ MT PERMISSIBLE F.S.I = 1 00 3374,153 = 9:768 < 1.00 F.S.I CONSUME = 4000.00

Building Description

Exterior of the building

- The building is a G+1 composite structure (RCC + Steel).
- It consists of MS platforms and GI sheet roofing with support of steel trusses.
- The walls of the building are of brick mortar.
- There is office on the first floor.
- Next of office, there is dedicated area for laboratory.

View: Outside View

Source: AAIL

Office Area

- Office is situated at 1st floor of the building.
- It has reception area, cubicles, small cabins, conference room and washrooms.
- The flooring of the office area is vitrified tiles while it has a false ceiling with centralized air conditioning ventilations.
- The office is connected via RCC staircase with the ground floor.



View: Office Area

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Lab Area

- Adjacent to office area, there is designated area for a laboratory.
- Laboratory is equipped with all the necessary equipment, along with GCMS machine.
- As in office area, laboratory is done-up with false ceiling and centralized air conditioning ventilations.
- The flooring here is marble type.



View: Lab grea Source: AAIL

Canteen Area

- On the ground floor there is a canteen area for workers & employees.
- It has vitrified flooring and RCC slab as roof.
- The canteen area is dado finished.
- Near canteen area, it also has a changing room for workers with attached washrooms & bathing area as well.



View: Canteen Source: AAIL

Photographs



View: Office area (cabins)

Source: AAIL



View: Conference room



View: Changing room





View: Lab working area

Source: AAIL



View: GCMS machine



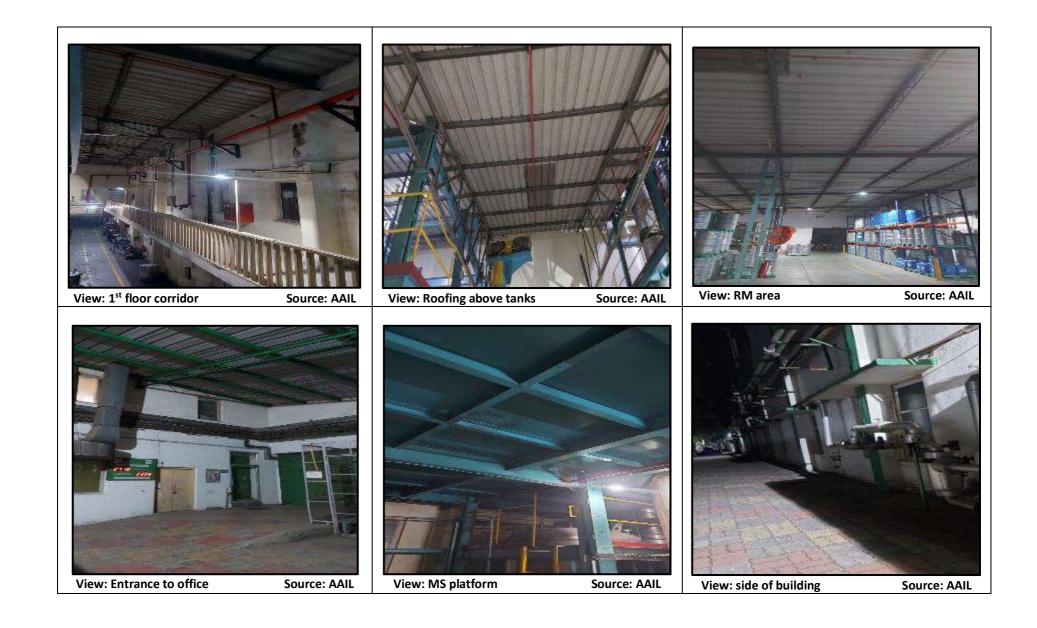
Source: AAIL



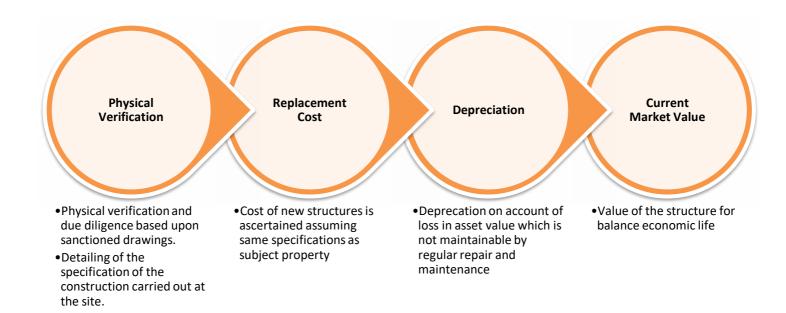
View: Fire Hydrant

Source: AAIL

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2.2 Steps for Building Valuation



2.3 Valuation

For the valuation of buildings, base rate as per CPWD rate of 2021 are taken on which various adjustment factor are considered according to condition of the building, to adjust it with specifications and present market rate. This arrived adjusted construction rate is multiplied with plinth area to arrive at present replacement cost of the building. Then applicable depreciation is accounted to arrive at depreciated replacement cost of the building (Refer Annexure k).

Based on the observation valuation of the structures are tabulated below:

| S. No. | Particulars | Figures |
|--------|---|-------------|
| 1 | Total Built up Area (in Sqm) | 2741.10 |
| 2 | Total Construction Cost (in Rs.) | 3,21,18,615 |
| 3 | Depreciation (in Rs.) | 1,22,85,370 |
| 4 | Depreciated Replacement Cost (in Rs.) | 1,98,33,245 |
| 5 | Depreciated Replacement Cost (In Rs. Cr.) | 1.98 |
| 6 | Fair Value (in Rs.) | 1,98,33,245 |
| 7 | Fair Value (in Rs. Cr) | 1.98 |

Valuation (Immovable Assets)

| Sr. No. | Particular | Value (Rs.) | Value (Rs. In Cr.) |
|---------|------------|-------------|--------------------|
| 1 | Land | 2,00,00,000 | 2.00 |
| 2 | Buildings | 1,98,33,245 | 1.98 |
| | Total | 3,98,33,245 | 3.98 |

Total fair value of land & building (Immovable Assets) is Rs. 3.98 Cr.

Chapter 3- Plant & Machinery

The machinery considered for the purpose of valuation includes the main machinery of the plant required for operation.

3.1 Plant and Machinery Description

The plant is mainly involved in processing facilities of vertically integrated natural mint manufacturing and process. The facility utilizes sustainable natural mint ingredients and flavours that meets high quality standards. As per Fixed Asset Register (FAR) provided to us via mail dated 9th March 2022 information related to various assets such as its type, capitalization date, group, plant unit, Gross block value and Net Block value upto December 2021 were provided to us. For the purpose of plant and machinery valuation, the same FAR is considered.

Since, we have not visited the site for verification and identification of the assets, valuation of the assets is done on the basis of provided FAR, photographs and process explained by the company. Thus, it is assumed that all the assets provided in the FAR provided by the company are true, present and installed at site and is owned by the company.

The major plant and machineries installed at site as per FAR provide includes Distillation unit, Dosing system, DG sets, Mint storage tanks, Pumps Piping and valves and other numerous auxiliary machineries.

The list below tabulates the major machineries installed in the plant:

| Sr. No | Name Of Machinery | Qty. | Condition | Status |
|-----------|--|--------|-----------|-------------|
| 1 | Distillation Unit | 1 Nos. | Good | Operational |
| 2 | Dosing System | 1 Nos. | Good | Operational |
| 3 | Pilot Plant Pasteurizer & Homogenizer | Lot. | Good | Operational |
| 4 | Fire Hydrant System | 1 Nos. | Good | Operational |
| 5 | SS Piping & Valves | 7 Nos. | Good | Operational |
| 6 | Automatic titration system & density meter | 1 Nos. | Good | Operational |
| 7 | Pumps | 7 Nos. | Good | Operational |
| 8 | Gas Chromatograph with Auto Injector | 2 Nos. | Good | Operational |
| 9 | DG Set | 1 Nos. | Good | Operational |
| 10 | Storage Tank | Lot. | Good | Operational |

Major Machinery

Distillation Unit:

The process of distillation is heating a liquid to boiling point, then the liquid evaporates, forming a vapour. The vapour is then cooled, usually by passing it through pipes or tubes at a lower temperature. The cooled vapor then condenses, forming a distillate. In oil distillation, the process of heating the oil and passing the vapor through a vessel to separate out different compounds which are known as fractions.

Distillation unit is used to separate oil liquids from non-volatile solids, as in the separation of impurities from fermented materials, or in the separation of two or more liquids having different boiling points, as in the separation of different solvents and impurities.

- Quantity: 1 Nos.
- Physical Condition and operational status: Good & Operational

DG Set:

Diesel generator set provides power backup to the plant when the mains supply is affected. The set is compact in size as well as fuel efficient. The switching of power source can be achieved with the help of switching devices like MCB/MCCB.

The diesel generator set is required for the continuity of electrical supply either manually or automatically when the main power supply is unavailable.

- Quantity: 01 nos.
- Physical Condition and operational status: Good & Operational



View: Distillation Unit Source: AAIL



View: DG Set Source: AAIL

Mint Storage Tank:

A Mint storage tank is an enclosed structure which is used to store large capacity of finished as well as raw oils, fluids and liquids which are required in production process. they are also used for storing nonorganic and organic liquids. It can also hold vapor as well as different flammable fluids. Fuel storage tanks are manufactured in various designs and sizes. As per the requirement of plant, oil and liquid components are carried from tanks to different process machines via connected pipelines.

The oil is protected from humidity, water and other impurities by storage in enclosed storage tanks. The tanks have low running cost due to large quantities and low manpower requirement which provides rapid handling and saves time.

- Quantity: Lot
- Physical Condition and operational status: Good & operational

Distillation Unit 2:

The distillation process undergoes a cycle of four stages. These are heating, vaporization, condensation, and cooling. The initial phase in the heating process is to heat the liquid at a medium temperature until liquid components reach their boiling point. The rising vapor then enters the inner chamber of a water-cooled condenser.

The vapor condenses to a liquid, called the distillate, which is then collected in a separate vessel. There are multiple stages of distillation takes place in the plant to purify the oil from different fractions, impurities and components.

- **Quantity:** 1 Nos.
- Physical Condition and operational status: Operational



View: Mint Storage Tank



View: Distillation Unit 2

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Source: AAIL

Miscellaneous Photos: -





Source: AAIL



View: Tank and Distillation





View: Mint Blending Area

Source: AAIL



View: RM Warehouse

Source: AAIL



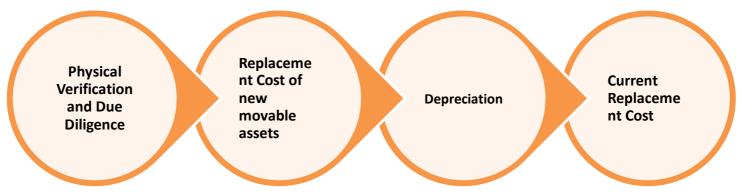
View: Non mint FG warehouse

Source: AAIL



View: Production Block-Non mint Source: AAIL

3.2 Steps for Valuation of Plant, Machinery and Other Movable Assets



- Physical Verification of movable assets with respect to the Balance Sheet and Fixed Asset Register (FAR)Categorization of movable assets.
- •Estimation of cost of new assets with same technical and design specifications as installed on site.
- •Deprecation on account of loss in asset value which is not maintainable by regular repair and maintenance
- •Value of the assets for balance economic life, after considering the Economic Obsolesence.

Statement of plant and machinery installed at the site and assumption / limiting conditions for valuation:

- Physical site visit, verification and identification of the plant and machinery assets has not been done.
- Valuation of the assets are done as per FAR provided and as per plant details, conditions, photographs and process explained by the company representatives.
- Critical information such as make, model, capacity, functionality of machines etc. required to evaluate the Plant and Machinery has not been shared with us.
- Due to these limitations, it is assumed that all the assets furnished in the FAR provided by the company are present and installed at site and is owned by the company.
- Considering the status and condition of the plants, several factors has been accounted during valuation of plant and machinery.
- Equipments / machines in the plant could not be ascertained for technical details, make, model, designed / installed capacity due to absence of technical details in the FAR. Further, there are no documentary evidence available to find out and verify the plant utilization or output capacity achieved that could be relied in the current circumstance. Furthermore, there are no performance guarantees provided or enforce on date of valuation from the company that could be relied to justify the plant output.
- Equipment / machines and plants are subject to gradual depreciation due to utilization, ageing and operation of the plant.
 In current instance the plant is operational and in continuous utilization. Considering these conditions and operating status of the plant and machinery, factors have been applied to reach out the valuation.

Asset's Categorization -

- a. Plant and Machinery: Major Plant and machinery such as Dosing plant, Pasteurizer & Homogenizer, Distillation Unit, Fire Hydrant system, Piping and valves, Refrigeration unit, Automatic Titration system and DG sets etc. are categorized under this head. Since, we have not visited the site and physical inspection of the plant and machinery is not done, we have considered their Economic life between 5 to 20 years with upto 15% of GCRC as residual value depending upon the information and details provided by the company. The total Fair Value of this category is 2.46 Cr.
- **b. Office Equipment:** Office equipment such as Computers, Ports, Desktops, CCTV camera, Routers, Batteries, SSDs, Laptops, Projector, Racks, Printers ACs and Mobile Phones etc. are considered in this head. Since, we have not visited the site and physical inspection of the equipment is not done, we have considered their Economic life between 3 to 12 years with upto 10% of GCRC as residual value depending upon the information and details provided by the company. The total Fair Value of this category is 0.48 Cr.
- c. Furniture and Fixture: Furniture and Fixtures such as Drum pallets, Furniture and Interior, Pallets, Doors and windows, Storage racks, Scaffold ladder, Refrigerators, Sofa, Table and Chairs etc. are considered in this head. Since, we have not visited the site and physical inspection of the equipment is not done, we have considered their Economic life between 5 to 12 years with upto 10% of GCRC as residual value depending upon the information and details provided by the company. The total Fair Value of this category is 0.07 Cr.
- **d. Intangible Assets:** Intangible assets such as Customer relationship and order backlog are considered in this head. Since, we have not visited the site and physical verification of Intangible assets is not done, we have considered their value depending upon the information and details provided by the company. The total Fair Value of this category is 5.34 Cr.

Plant & Machinery Cost (Movable Assets):

| | | As per Company (In Rs.) | | As per GAA (In Rs.) | |
|---------|-----------------------|--------------------------|-----------------|---------------------|------------------|
| Sr. No. | Heads | Gross Block dated | Net Block dated | GCRC dated | Fair Value dated |
| | | 31-12-2021 | 31-12-2021 | 31-12-2021 | 31-12-2021 |
| 1 | Plant & Machinery | 7,64,41,176 | 2,23,03,157 | 10,54,29,652 | 2,45,84,932 |
| 2 | Office Equipment | 2,22,96,366 | 51,50,549 | 2,47,30,446 | 47,81,626 |
| 3 | Furniture and Fixture | 36,20,231 | 4,85,127 | 58,67,909 | 7,00,762 |
| 4 | Intangible Assets | 18,97,28,000 | 5,34,26,259 | 18,97,28,000 | 5,34,26,259 |
| | Total | 29,20,85,773 | 8,13,65,092 | 32,57,56,008 | 8,34,93,579 |

(Refer Annexure L)

Valuation Summary:

| S. No. | Particular | Value (Rs.) | Value (Rs. In Cr.) |
|--------|---------------------|--------------|--------------------|
| 1 | Land | 2,00,00,000 | 2.00 |
| 2 | Buildings | 1,98,33,245 | 1.98 |
| 3 | Plant and Machinery | 8,34,93,579 | 8.35 |
| | Total | 12,33,26,824 | 12.33 |

Total fair value of the Industrial Facility is Rs. 12.33 Cr.

ANNEXURE E -TANGIBLE ASSET VALUATION – TARAPUR (EI)



Evialis India owns an animal feed plant which is located at Plot No. 32, Tarapur, Thane, Maharashtra. As per the information shared by the management, the plant is closed from December 2021. As per the information provided by the management, site visit could not be possible due to certain labor issues. The specifications of the subject property are considered similar to the Tarapur plant owned by ADM India (Refer Annexure D). Technical details and the photographs are not shared by the company. The area of the land parcel is 1950 sq.m. and the built-up area of the industrial unit is 1173.71 sq.m.(12634 sq.ft.). To arrive at the fair value of the land parcel, Rs. 5000/- per sq.m is considered by the use of sale comparison method (Refer Annexure D: Land Valuation). The land and building method under cost approach method is used to calculate the fair value of the building. The depreciated replacement cost per sq.m is Rs. 7,236/- (DRC psqm of other Tarapur Plant) is considered to arrive at the fair value of building. The fair value of the plant & machinery is considered from a third-party independent valuation report dated 15th November 2021 i.e., Rs. 58,77,000/-.

| Asset Type | Area (sq.m) | Fair Value (Rs. psm) | Fair Value (Rs.) | Fair Value (Rs. In Cr.) |
|-------------------|-------------|-------------------------|------------------|----------------------------|
| Land | 1,950.00 | 5000 | 97,50,000 | 0.98 |
| Building | 1,173.71 | 7236 | 84,92,568 | 0.85 |
| Plant & Machinery | | | 58,77,000 | 0.59 |
| Total | | | 2,41,16,844 | 2.41 |

ANNEXURE F -TANGIBLE ASSET VALUATION – LATUR

1. Preamble

AlLV owns an operational edible oil refinery. The valuation of these assets is being carried out in order to arrive the share price of AlLV as on 31st December 2021.

2. Purpose of valuation

The purpose of valuation is to understand fair value of the assets, in form of an operational refinery located at Latur, Maharashtra.

For the purpose of estimating the Fair value of Land, Sale comparable method under market approach is used. For Buildings, Replacement cost method under cost approach is adopted and for movable assets, DRC method based on cost indexation is adopted.

3. Address of Property

The property is an operational plant located at Plot No. G-75 to 86, ADM Agro Industries Latur & Vizag Pvt Ltd, Warvati Village, MIDC, Latur, Maharashtra.

4. Date of site inspection

The Property has not been inspected. Hence, the document and information provided by the representative is believed to be true, authentic and is relied upon.

5. Date of valuation

The date of valuation is as on 03rd March 2022; however, the assets are being valued as on 31st December 2021.

6. Documents Requested

| Document Requested | Documents Submitted |
|--|--|
| Copy of Sale/lease Deed | Copy of Lease Deed |
| Fixed Asset Register List | Copy of Layout Plan |
| Title Search Report | Fixed Asset Register List |
| Copy of Layout plan | Copy of Completion Certificate |
| Approvals and certifications | Company Change Name Certificate |
| Copy of approvals and NOCs | |

8. Approach and Methodology of Valuation

Market based valuations normally employs one or more of the valuation approaches by applying the principle of substitution, using market – derived data. This principle holds that a prudent person would not pay more for a good or service than the cost of acquiring an equally satisfactory substitute good or service, in the absence of the complicating factors of time, greater risk, or inconvenience. The lowest cost of the best alternatives, whether a substitute or the original, tends to establish Fair Value.

Sales Comparison

This comparative approach considers the sales of similar or substitute properties and related market data and establish a value estimate by processes involving comparison. In general, a property being valued (a subject property) is compared with sales of similar properties that have been transacted in the market. Listings and offering may also be considered.

Cost Approach

This comparative approach considers the possibility that, as a substitute for the purchase of a given property, one could construct another property that is either a replica of the original or one that could furnish equal utility. In a real estate context, one would normally not be justified in paying more for a given property than cost of acquiring equivalent land and constructing an alternative structure, unless undue time, inconvenience, and risk are involved. In practice, the approach also involves an estimate of depreciation for older and / or less functional properties where an estimate of cost new unreasonably exceeds the likely price that would be paid for the appraised property.

Income Approach

This comparative approach considers income and expense data relating to the property being valued and estimates value through a capitalization process. Capitalization relates income (usually a net income figure) and a defined value type by converting an income amount into a value estimate. This process may consider direct relationships (known as capitalization rates), yield or discount

rates (reflecting measures of return on investment), or both. In general, the principle of substitution holds that the income stream which produces the highest return commensurate with a given level of risk leads to the most probable value figure.

Depending upon the nature of the property and its marketability; out of these methods one is employed for estimation of the fair value.

Definition of Fair Value as per IVS is as follows:

Fair value/Market value is the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently, and without compulsion.

An asset derives its value from the economic benefits it can provide to its owner. As per the information provided, the subject property is an operational refinery spread over an area measuring approximately 34.30 acres. Following methods of valuations are considered:

E. Asset Valuation Method under Cost Approach of Valuation

The asset valuation methodology essentially estimates the cost of replacing the tangible assets of the business. The replacement cost takes into account the market value of various assets or the expenditure required to create the infrastructure exactly similar to that of a company being valued. Since the replacement methodology assumes the value of business as if we were setting a new business, this methodology is relevant in case of calculating the value of a capital-intensive asset whose future cash flows cannot be ascertained.

The **Asset Valuation** approach suffers from certain limitations. These are detailed below:

Practically, it is extremely difficult to determine the exact replacement cost of the assets owned by a company. This is so on account of number of reasons, such as

- Changes in technology over a period of time (resulting in certain products not being produced at all or being produced with far more efficiencies than earlier)
- Absence of a marketplace where such assets are or can be traded
- Inability of the seller to be able to actually realise the value of assets in one go should the company be liquidated
- Changes in the duty structure (like excise, import duties, etc which may impact the value of the asset over different periods of time) etc.

Factors affecting valuation is summarized below:

An asset draws value, from its scarcity, i.e., the demand for an asset at a location when compared to the availability at that location. Before arriving at the value of an asset, it needs to be determined whether or not the asset possesses utility and is scarce as well as transferable within the appropriate market.

When a specific asset is offered for sale in the open market, the amount expected to be realized from a willing purchaser on the sale of the asset by a willing seller is its fair value. The fair value of the asset is also influenced by the potential uses the asset can be put.

Valuation of Land Usage Demand and Supply Shape, Size, Prominance Plot area and topography Markeability Utility in vicinity Type of Frontage Locality, Neighborhood, Civic stigma aspects etc

| Valuation of Building | | | | |
|----------------------------------|--|--|--|--|
| •Utility | | | | |
| •Physical condition | | | | |
| •State of repairs & Maint. | | | | |
| Balance economic life | | | | |
| •Replacement cost as on date | | | | |
| • Depreciation for wear and tear | | | | |

Chapter 1- Land

The land considered for the purpose of valuation admeasures 1,33,816 sq.m and is utilized for the purpose of manufacturing.

1.1. Salient features of the Lease deed

As per lease deed provided, Company has land area admeasuring 129366 sq.m. is leased by M/s ADM AGRO INDUSTRIES LATUR AND VIZAG PRIVATE LIMITED. The subject land is NA (Non-Agricultural) land is utilized for the purpose of manufacturing factory building of Soyabean oil refinery.

Detail of the deeds is tabulated below:

| Sr. | Date of | Type of | Property | Seller/Lesso | Purchaser/Lessee | Lease | Premium | Area | Deed |
|-----|------------|------------|--|---|---|----------|-----------------|------------|-------|
| No. | Deed | Deed | Address | r | S | Duration | Amount | (sqm) | No. |
| 1 | 06/04/1992 | Lease Deed | ADM Agro Industries Latur & Vizag Pvt Ltd, Warvati Village, MIDC, Latur, Maharashtra | Maharashtra Industrial Developmen t Corporation | M/s Tinna Oils & Chemicals Ltd. changed to ADM Agro Industries Latur & Vizag Pvt. Ltd. | 95 Years | Rs. 12,93,800/- | 129,366.00 | 56984 |
| | | | Total | | | | | 129,366.00 | |

As per the sale deed, the adjacent boundaries of the plant are outlined as under:

On or towards the north by MIDC Boundary,

On or towards the south by Road,

On or towards the east by Plot No. G-86 & Road, and

On or towards the west by MIDC Boundary.

Note:

1) It is advised that a legal opinion is taken thereto establish any legal encumbrances on the property. Any legal encumbrance, to the title, to part or whole of the property revealed upon scrutiny, may have detrimental effect on the value ascertained, which may lead to revision of our report.

2) As per the building completion/occupancy certificate land admeasuring only 138816 sqm in underneath the subject facility. Hence the same is considered for the valuation purpose.

1.2. Land description

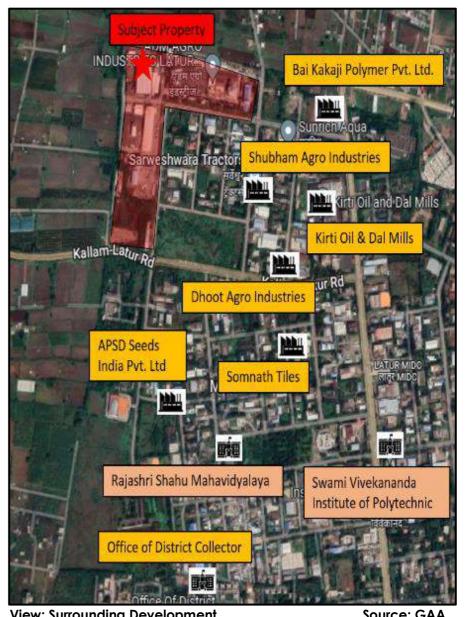
- The land is situated at Warvati Village, MIDC, Latur, Maharashtra.
- The subject property is a leasehold and industrial land under MIDC, Latur admeasuring 129366 s.m as per the lease deed.
- As per the lease deed, the subject property is leased by M/s Tinna Oils & Chemicals Private Limited changed to M/s ADM Agro Industries Latur & Vizag Private Limited.
- As per the Sanctioned plan dated 20-07-2021, the area of the subject property is 138816 sqm and is considered for the valuation of land.
- As per the sanctioned plan and GPS image, the subject property is contiguous and L-shaped.
- The land parcel includes numerous infrastructure facilities like internal wide roads, entrance gates, boundary walls, different tanks, DG sets, parking space and utility area.
- The site inspection is not conducted for the subject. Hence, the extent of the land parcel is verified with the help of Google Earth and the area comes out to be in line.



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Surrounding Development:

- There are 2 different MIDC zones in Latur namely: Latur MIDC & New MIDC. The subject property lies in the Latur MIDC Zone and is on the boundary of the Latur and New MIDC.
- The land parcel is located in Warvati Village, Latur which is located at 5.0 Km from the Latur centre.
- The availability of the land parcel in the New MIDC zone is more than Latur MIC.
- The subject property is surrounded by various types of industries like polymner industries, agro industries, tile manufacturing factories, automobile parts manufacturers, etc.
- The various agro industries located in the vicinity of the subject property are Shubham Agro Industries, Kirti Oil & Dal Mills, Dhoot Agro Industries, etc.
- The surrounding hosts the institutes such as Rajashri Shahu Vivekananda Institute Mahavidyalaya, Swami Polytechnic.



View: Surrounding Development Source: GAA

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Accessibility:

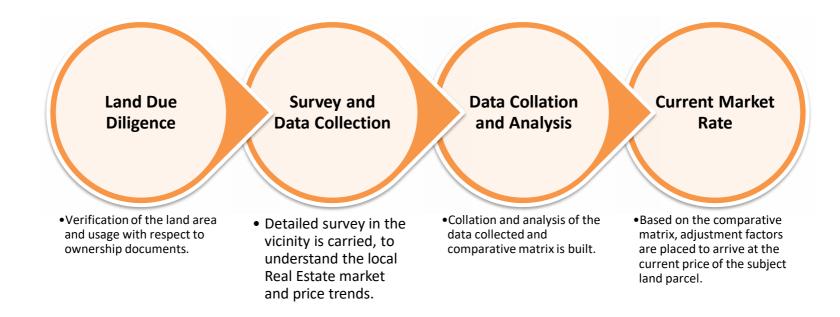
- The shape of the subject property is L and is accessed by 4 sides. One of the sides is accessible by the state highway named as Kallam-Latur Road (SH 160).
- The subject property is located at 1.5 Km from the ring road which connects the land parcel to Barshi Road and Latur Railway station.
- Barshi road is a state highway (155) which connects it further to Barshi-Nagpur state highway.
- The ring road connects the Latur MIDC to other MIC areas located nearby like Ausa MIDC zone.
- The railway station is located at 4.5 Km from the subject property.
- The ring road connects the Latur MIDC to old MIDC road thus connecting to the center of Latur city.

| Particulars | Approx. Distance (in Km) |
|------------------------------|--------------------------|
| Kallam – Latur Road (SH 160) | 0.0 Kms |
| Ring Road | 1.5 Kms |
| Barshi road (SH 155) | 4.0 Kms |
| Latur Railway Station | 4.5 Kms |



View: Accessibility Map Source: GAA

1.3. Steps for Land Valuation



1.4. Land Valuation

The Real Estate market in India lacks transparency; the market is largely fragmented with limited availability of authentic, credible and reliable data with respect to market transactions. The actual transaction value may be significantly different from the value that is documented in official transactions. We believe that the market survey amongst actual sellers, brokers, developers and other market participants would give a fair representation of market trends. This valuation is therefore based on our verbal market survey of the real estate market in the subject area.

The subject property is Soyabean oil refinery plant on land parcels admeasuring 34.2 Acres or 1 38,816 Sq. Meter. As per lease deed shared, the subject property land is leased by "M/s. ADM Agro Industries Latur & Vizag Private Limited".

Following points are considered with respect to subject land parcel for the purpose of valuation: -

- There are 2 MIDC zones in Latur: Latur MIDC & New MIDC. The subject property is located in the Latur MIDC where the availability of land for future development is less.
- The subject property is adjacent to the New MIDC Zone where ample amount of land is available for the development.
- The subject land parcel is contiguous in nature and utilized for the refining of Soyabean oil.
- It is a contiguous land and has L Shape. The subject property includes infrastructure facilities like internal gravel roads, entrance gates, street lights, storm water drainage system, Water storage tank, Bore wells and Toilets.
- The property has a good connectivity to railways and road modes of transportation.
- The subject property is accessed by Kallam-Latur Road (SH 160) and is located at 1.5 Km from ring road.
- As per the sanctioned factory layout out of total plant area 10% i.e. 13881 Sq. Mt. is allotted for open space and 5% i.e. 7424.46 Sq. Mt. is allotted for amenities.
- The site inspection for the subject property is not been done therefore the information provided by the representative is being relied upon and considered for the valuation.

To arrive at the market rate for the land under consideration a secondary market survey conducted for the nearby vicinity of the subject property. The survey was carried out with a view of studying the market dynamics and finding the similar comparable properties which are available for sale. Prevailing circle rate of the land parcel in the vicinity is Rs. 1,250/- per sq mtr. The land rates in the area ranges from Rs. 25 Lakh per acre to Rs. 40 Lakh per Acre depending upon the accessibility, connectivity, frontage, size, shape, location, village and other economic factors of the land parcel.

For the purpose of valuation, we have considered the following quoted properties:

Comparable 1:

Comparable 1 land parcel admeasuring 10,117.15 Sq Mt.is located in Waravanti village, Latur which lies in New MIDC zone. It is located at 2.5 km from subject property and is accessed by Kallam-Latur road (SH 160). Comparable 1 is a vacant, levelled industrial land. This is an intermediate land parcel with irregular shape. The asking price for this land parcel is Rs. 607/- Sq Mt.

Comparable 2:

Comparable 2 land parcel admeasuring 22,257.73 Sq. Mt. is located in Latur MIDC zone. It is located at 2.0 km from subject property and is accessed by the MIDC Road. Comparable 2 is a vacant, levelled industrial land. This is a corner land parcel with irregular shape. The asking price for this land parcel is Rs. 820/- Sq Mt.

Valuation Analysis

- The subject property is located in the Latur MIDC zone and surrounded by the New MIDC zone hosting the industrial development.
- Overall, 5% of discount is levied on the comparable 1 and comparable 2 on the quoted rate as asking discount to arrive at nearest possible value by discounting any commission or brokerage by the real estate agents.
- The subject property and comparable 2 are the corner plots whereas the comparable 1 is an intermediate plot. The corner plots give more frontage and increased access roads. Hence, the discount of 5% is considered for the comparable 1.
- The area of the subject property is 138,816 sq.m whereas the area of the comparable properties is 10,117.15 sq.m and 22,257.73 sq.m. As per the secondary market survey, the maximum area of the land parcel available is 24,281.16 sq.m. To acquire the large land parcels the land pooling is done. As a result, the price of the land increases. Therefore, the premium of 20% is considered on both the comparable properties.
- All the properties are industrial plots hence no discount or premium is considered on the comparable properties.
- Therefore, taking all the above-mentioned points the rate per sq.m ranges between Rs. 650/- to Rs. 900/- per sq.m. The fair value of the subject property after considering the above considerations is Rs. 11.32 Cr...



View: Comparable Analysis Source: GAA

Comparable Matrix

| Factors | Subject Property | Comparable 1 | Comparable 2 |
|---|--|--|-------------------|
| Transacted/Quoted | | Quoted | Quoted |
| Location | ADM Agro Latur & Vizag Pvt. Ltd., MIDC, Latur | Sundar Vihar Village, Warvanti, MIDC, Latur | Latur MIDC, Latur |
| Current Land Use | Industrial | Industrial | Industrial |
| Distance from Subject Property (kms) | | 2.5 | 2.0 |
| Access Road | Kallam-Latur Road | Kallam-Latur Road | - |
| Main Access Road | State Highway | State Highway | MIDC Road |
| Existing Improvements | Industry | Vacant Land | Vacant Land |
| Improvement Status | Levelled | Levelled | Levelled |
| Shape of the Land | L-Shape | Irregular | Irregular |
| Corner Plot /Intermittent Plot | Corner | Intermediate | Corner |
| Land Area (in Sq.m) | 138,816.00 | 10,117.15 | 22,257.73 |
| Asking/Transaction Value (Rs. Per Sq.m) | | 607 | 820 |
| Attribute Adjustments | | Comparable 1 | Comparable 2 |
| Asking Discount | | -0.00% | -5.00% |
| Location (Corner/Intermittent) | | -5.00% | 0.00% |
| Land Use | | 0.00% | 0.00% |
| Size | | 20.00% | 20.00% |
| Access Road | | 5.00% | -5.00% |
| Improvement Status | | 0.00% | 0.00% |
| Net adjustments | | 20.00% | 10.00% |
| Adjusted Land Price (Rs. Per Sq.m) | | 728 | 902 |
| Average Land Rate (Rs. Per Sq.m) | | 81 | 15 |

Valuation Land:

The table below illustrates the market value of "ADM Agro Industries Latur & Vizag Private Limited".

| Land Area (Sq. Meter) | Land Rate (in Rs. psm) | Fair Value (Rs.) | Fair Value (Rs. In Cr.) |
|-----------------------|------------------------|------------------|-------------------------|
| 138,816.00 | 815 | 11,31,97,096 | 11.32 |

Total fair value of land is Rs. 11.32 Cr.

Chapter 2- Buildings and Civil Work

The structures considered for the purpose of valuation covers the total built up area of 39,575.24 sq. m.

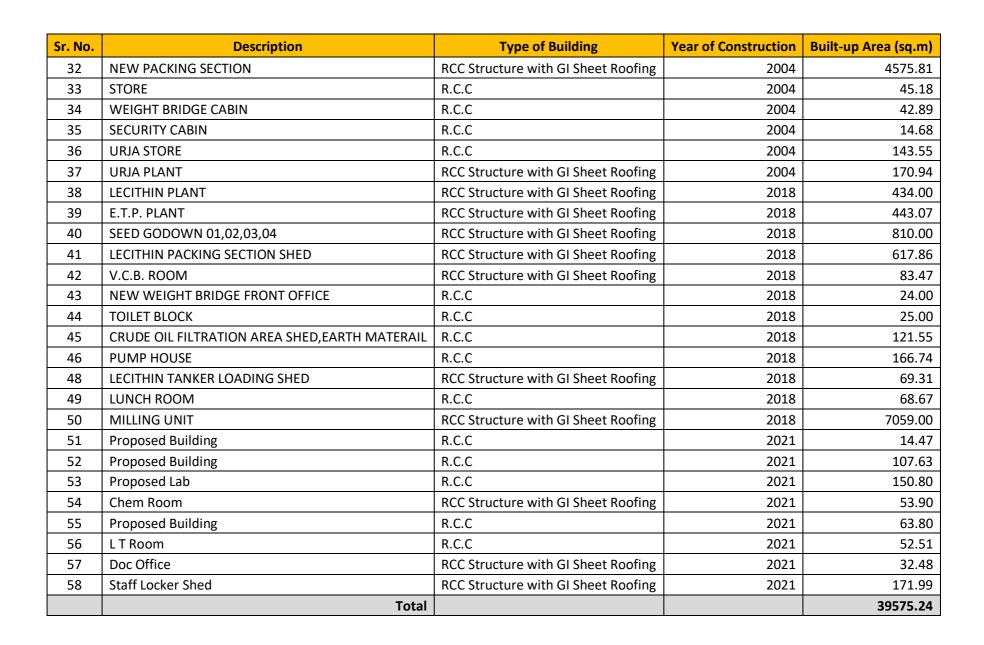
2.1 Plant Buildings:

There are number of structures in the plant as per the requirement of industry. Main plant structures are majorly RCC structure with GI roofing. Each structure in the plant has different specifications, no. of floors depending on the type of use as well as space requirement.

- 1. The subject property refers to the plant set-up on land parcel admeasuring 138816 Sq.mtr used for the soyabean oil refinery plant.
- 2. As per the sanctioned plan, the total built up admeasures is 39575.24 sq.m considering the land development area.
- 3. The plant comprises of various structure like Admin Building, SEP, Prep Godown, DOC Godown, Packing section, Refinery, Lecithin plant and security office and other supporting utility structures.
- 4. The plant is developed in various stages starting from 2001 to 2021.
- 5. As per the sanctioned plan, it is observed that company has utilized the total land parcel and construction is within the approved built-up area.
- 6. The site inspection of the subject property is not conducted. Hence, the information provided by the representative is being relied upon and considered for valuation.
- 7. Hence, for the assessment, we have considered the area that is mentioned in the sanctioned plan.

There are number of structures in the plant as per the requirement. Each structure in the plant has different specifications depending on the usage. The general details of each structure are tabulated below: -

| Sr. No. | Description | Type of Building | Year of Construction | Built-up Area (sq.m) |
|---------|----------------------------------|-------------------------------------|----------------------|----------------------|
| 1 | SOLVENT EXT. PLANT | RCC Structure with GI Sheet Roofing | 2001 | 475.41 |
| 2 | DOC GODOWN | RCC Structure with GI Sheet Roofing | 2001 | 3926.43 |
| 4 | REFINERY | RCC Structure with GI Sheet Roofing | 2001 | 735.55 |
| 5 | BLOW MOULDING | RCC Structure with GI Sheet Roofing | 2001 | 371.17 |
| 6 | TANK FARM | RCC Structure with GI Sheet Roofing | 2001 | 1412.80 |
| 7 | SEED GODOWN | RCC Structure with GI Sheet Roofing | 2001 | 5008.93 |
| 8 | W/MAN WS TIME SECURITY CABIN | RCC Structure with GI Sheet Roofing | 2001 | 88.99 |
| 9 | ADMIN.OFFICE+ TOILET | R.C.C | 2001 | 448.27 |
| 10 | LT ROOM | R.C.C | 2001 | 142.37 |
| 11 | STORE ROOM | R.C.C | 2001 | 311.34 |
| 12 | FILLING & PACKING SECTION | RCC Structure with GI Sheet Roofing | 2001 | 1153.56 |
| 13 | OLD E.T.P. BLOCK | RCC Structure with GI Sheet Roofing | 2001 | 402.21 |
| 14 | WORK SHOP /STORE /SEED OIL | RCC Structure with GI Sheet Roofing | 2001 | 470.38 |
| 15 | F.O.,L.D.O. TANK | R.C.C | 2001 | 306.91 |
| 16 | DIESEL TANK | R.C.C | 2001 | 81.00 |
| 17 | TOILET NO.01 | R.C.C | 2001 | 38.26 |
| 18 | TOILET NO.02 | R.C.C | 2001 | 49.88 |
| 19 | FINISHED GOODS ROOM | RCC Structure with GI Sheet Roofing | 2001 | 77.91 |
| 21 | TIN BARRAL STORE | R.C.C | 2001 | 71.55 |
| 22 | SOAP TANK | R.C.C | 2001 | 54.37 |
| 23 | DOC & SEED GODOWN, DAL POLISHING | RCC Structure with GI Sheet Roofing | 2004 | 5265.00 |
| 24 | SOLVENT EXT. PLANT | RCC Structure with GI Sheet Roofing | 2004 | 810.22 |
| 25 | PREP. AREA+DAYBIN SILO OLD | RCC Structure with GI Sheet Roofing | 2004 | 1464.75 |
| 26 | FRONT OFFICE | R.C.C | 2004 | 24.30 |
| 27 | WEGHTING PLAT FORM | R.C.C | 2004 | 48.82 |
| 28 | COOLING POND | R.C.C | 2004 | 92.40 |
| 29 | TIN FILLING & MAKING SECTION | RCC Structure with GI Sheet Roofing | 2004 | 624.37 |
| 30 | SPLIT BOX | RCC Structure with GI Sheet Roofing | 2004 | 24.57 |
| 31 | TOILET BLOCK | R.C.C | 2004 | 30.22 |



Plant Layout Plan



2.2 Plant Building Description

DOC & Seed Godown, Dal Polishing:

- It is a composite structure shed having a built-up area of 5265
 Sq. m. and constructed in the year 2004.
- This building is used for storage of by-product of soyabean.
- Roofing of the structure is constructed using GI sheets with the provision of steel trusses and RCC columns and brickwork support.
- The building has trimix type of flooring and fixed steel window used for ventilation purpose.
- As per the photographs sent by the representative, the condition of the building is fair.



View: DOC & Seed Godown

Source: AAIL

SEP Plant:

- It is a composite structure shed with total built-up area of 1285.63 Sq. m. and constructed in 2 stages.
- The construction of 1st stage was done in 2001 of area 475.41 sq. and second stage was done in 2004 of area 810.22 sq.m.
- The building has trimix type of flooring and fixed steel window used for ventilation purpose.

As per the photographs sent by the representative, the condition of the building is fair.



View: SEP Plant Source: AAIL

Miscellaneous pictures:





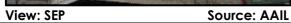


View: Boiler House Source: AAIL



View: Silo Source: AAIL





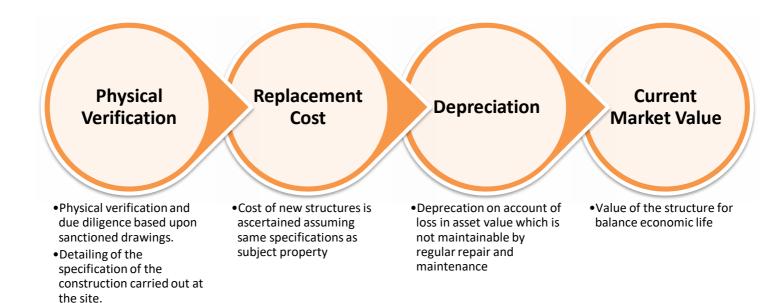


View: SEP Source: AAIL



View: DOC Godown Source: AAIL

2.3 Steps for Building Valuation



2.4 Valuation

For the valuation of buildings, base rate as per CPWD rate of 2021 are taken on which various adjustment factor are considered according to condition of the building, to adjust it with specifications and present market rate This arrived adjusted construction rate is multiplied with plinth area to arrive at present replacement cost of the building. Then applicable depreciation is accounted to arrive at depreciated replacement cost of the building (Refer Annexure M).

Based on the observation valuation of the structures are tabulated below:

| S. No. | Particulars | Figures |
|--------|---|-------------|
| 1 | Total Built up Area (in Sqm) | 39,575.24 |
| 2 | Total Construction Cost (in Rs.) | 439,197,813 |
| 3 | Depreciation (in Rs.) | 145,690,632 |
| 4 | Depreciated Replacement Cost (in Rs.) | 293,507,181 |
| 5 | Depreciated Replacement Cost (In Rs. Cr.) | 29.35 |

Land Development:

The development cost includes cost of levelling the land parcel, construction of internal roads, sewer lines, filter water supply, street light, boundary wall, other non-measurable civil work, etc.

Following are the factors which are taken into consideration for the assessment of land development rate:

- The subject land parcel was resting on levelled land parcel.
- Plant has well maintained landscaping in and around the plant.
- The subject land parcel is covered with well-defined boundary walls with fencing on all the four sides.
- The internal roads are made up of RCC.

For plant land, below mention development was found during the site visit:

- > As per sanction plan, various tanks, transformer structure, watchman cabins, weigh bridge and other machineries and other structures were found.
- > As per industry trends, cost of land development in such kind of industry comes around Rs. 20.00 Lacs per acre for plant land. Thus, cost of land development is as follows: -

| S. No. | Description | Figures |
|--------|---|-----------|
| 1 | Total Land Area (sq.m) | 10,163.53 |
| 2 | Total Land Area (Acres) | 2.51 |
| 3 | Rate of land development (Rs. Per acre) | 2,000,000 |
| 4 | Total cost of land development | 5,022,924 |
| | Say (In Cr.) | 0.50 |

Note: As per the sanctioned plan 10,163.53 Sq.m includes common infrastructure developments like roads, drainage, water tanks, etc. We have considered the same for the purpose of valuation of land development.

<u>Total Building and Land Development Cost:</u>

| S. No. | Particular | Value (Rs.) | Value (Rs. In Cr.) | |
|--------|------------------|-------------|--------------------|--|
| 1 | Buildings | 293,507,181 | 29.35 | |
| 2 | Land Development | 5,022,924 | 0.50 | |
| | Total | 298,530,105 | 29.85 | |

Valuation Summary:

| S. No. | Particular | Value (Rs.) | Value (Rs. In Cr.) |
|--------|--------------------|--------------|--------------------|
| 1 | Land | 113,197,096 | 11.32 |
| 2 | Buildings | 298,530,105 | 29.85 |
| 3 | Plant & Machinery* | 55,26,15,000 | 55.26 |
| | Total | 96,43,42,201 | 96.43 |

^{*} The value of Plant and Machinery is based upon third party independent valuation Report

Total fair value of Industrial Facility is Rs. 96.43 Cr.

ANNEXURE – F Plant Buildings - Nagpur

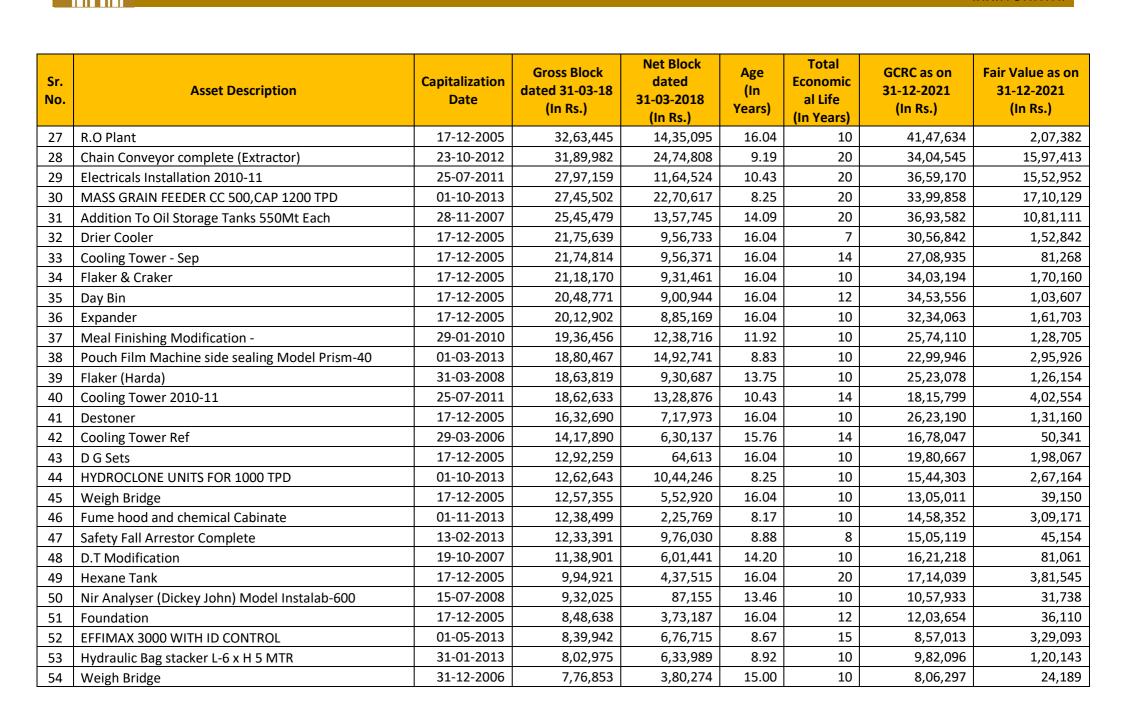
| Sr.No | Description of Building | Built up area (In sq.mt) | Type of building | Year of Construction | Construction Rate after adjustment factor (Rs/sqm) | GCRC (Rs.) | Depreciation (Rs.) | Fair Value (Rs.) |
|-------|----------------------------|-----------------------------------|-------------------------------------|-------------------------|--|---------------|-----------------------|---------------------|
| 1 | Admin Office | 470.60 | RCC Structure with GI Sheet Roofing | 2005 | 9,660 | 45,45,953 | 17,38,827 | 23,86,057 |
| 2 | SEP | 288.00 | RCC Structure with GI Sheet Roofing | 2005 | 9,660 | 27,82,080 | 10,64,146 | 14,60,244 |
| 3 | Prep Godown | 2646.00 | RCC Structure with GI Sheet Roofing | 2005 | 10,056 | 2,66,08,176 | 1,01,77,627 | 1,39,65,966 |
| 4 | DOC Godown | 4608.00 | RCC Structure with GI Sheet Roofing | 2005 | 11,313 | 5,21,30,304 | 1,99,39,841 | 2,73,61,893 |
| 5 | Packing Section | 540.00 | RCC Structure with GI Sheet Roofing | 2005 | 9,660 | 52,16,400 | 19,95,273 | 27,37,958 |
| 6 | Refinery | 540.00 | RCC Structure with GI Sheet Roofing | 2005 | 9,660 | 52,16,400 | 19,95,273 | 27,37,958 |
| 7 | Technical room | 337.50 | RCC Structure with GI Sheet Roofing | 2005 | 9,660 | 32,60,250 | 12,47,046 | 17,11,224 |
| 8 | Workshop | 337.50 | RCC Structure with GI Sheet Roofing | 2005 | 9,660 | 32,60,250 | 12,47,046 | 17,11,224 |
| 10 | Electric room | 48.00 | RCC Structure with GI Sheet Roofing | 2005 | 9,660 | 4,63,680 | 1,77,358 | 2,43,374 |
| 11 | Security Office | 30.00 | RCC Structure with GI Sheet Roofing | 2005 | 7,000 | 2,10,000 | 1,60,650 | 41,948 |
| | | | | | | - | | |
| | Total | 9,846 | | | | 10,36,93,493 | 3,97,43,086 | 5,43,57,846 |

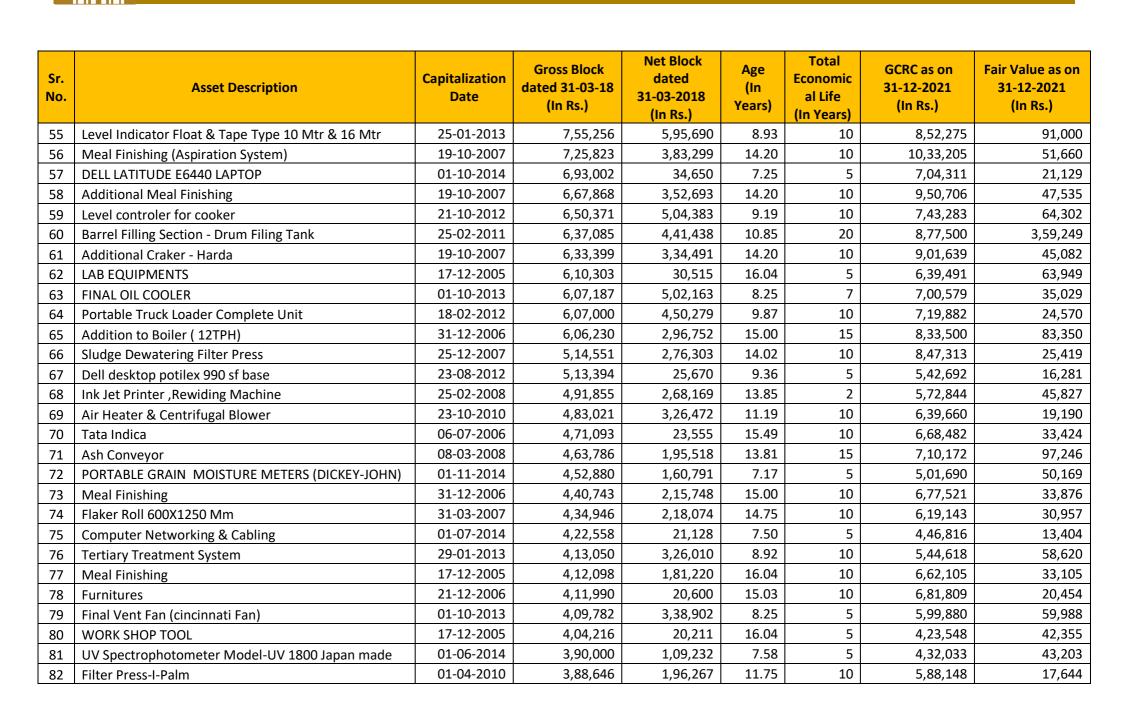
ANNEXURE – G Plant Buildings - Akola

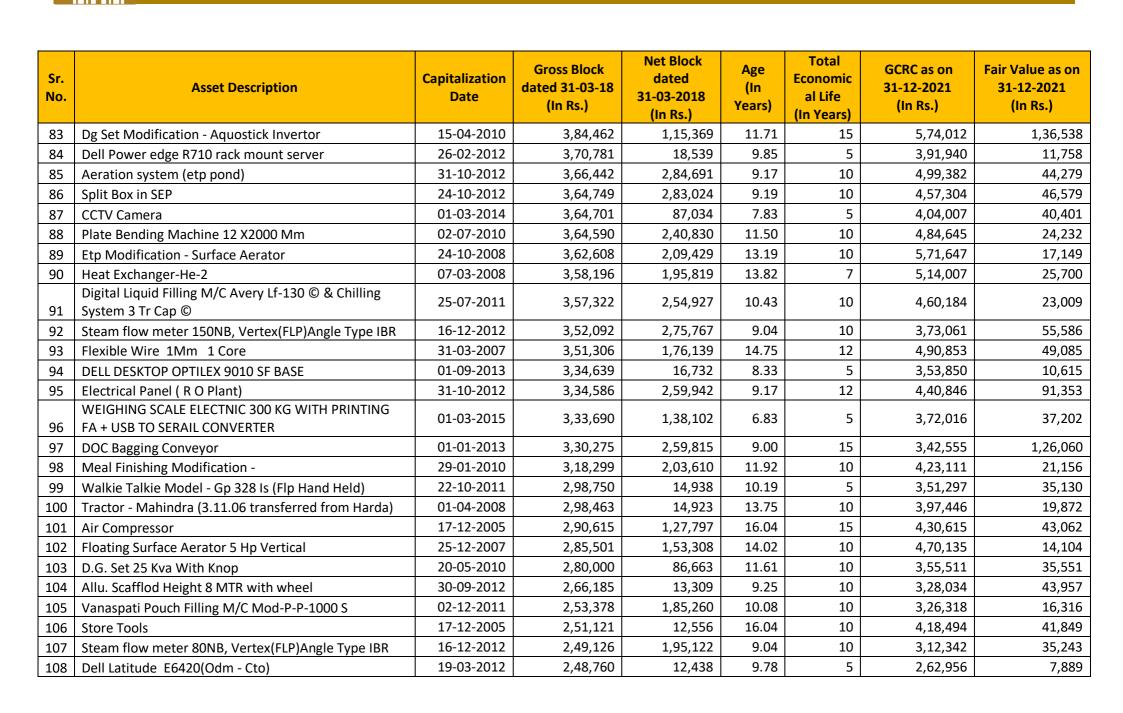
| Sr. No | Description of building | Built up area (In sq.mt) | Type of Building | Year of Construction | Construction Rate after adjustment factor (Rs./sqm) | GCRC (Rs.) | Depreciation (Rs.) | Fair Value (Rs.) |
|-----------|-------------------------|--------------------------------|-------------------------------------|-------------------------|---|---------------|-----------------------|---------------------|
| 1 | Doc Godown | 4320.00 | RCC Structure with GI Sheet Roofing | 2005 | 11,313 | 4,88,72,160 | 1,86,93,601 | 2,71,60,703 |
| 2 | Open Jalla Godown | 900.00 | RCC Structure with GI Sheet Roofing | 2005 | 9,660 | 86,94,000 | 33,25,455 | 48,31,691 |
| 3 | Refinery | 324.00 | RCC Structure with GI Sheet Roofing | 2005 | 9,660 | 31,29,840 | 11,97,164 | 17,39,409 |
| 4 | Palm Refinery | 324.00 | RCC Structure with GI Sheet Roofing | 2005 | 9,660 | 31,29,840 | 11,97,164 | 17,39,409 |
| 5 | Admin Building | 240.00 | RCC Structure | 2005 | 9,660 | 23,18,400 | 8,86,788 | 12,88,451 |
| 6 | Store and workshop | 304.50 | RCC Structure with GI Sheet Roofing | 2005 | 9,660 | 29,41,470 | 11,25,112 | 16,34,722 |
| 7 | 12 TPH Boiler House | 432.00 | RCC Structure with GI Sheet Roofing | 2005 | 9,660 | 41,73,120 | 15,96,218 | 23,19,211 |
| 8 | Packing Section | 800.00 | RCC Structure with GI Sheet Roofing | 2005 | 9,660 | 77,28,000 | 29,55,960 | 42,94,836 |
| 10 | Prep section | 456.00 | RCC Structure with GI Sheet Roofing | 2005 | 9,660 | 44,04,960 | 16,84,897 | 24,48,057 |
| 11 | Chemical godown | 288.00 | RCC Structure with GI Sheet Roofing | 2005 | 9,660 | 27,82,080 | 10,64,146 | 15,46,141 |
| 12 | SEP | 372.00 | Open shed | 2005 | 9,660 | 35,93,520 | 13,74,521 | 19,97,099 |
| 13 | Panel room | 220.00 | RCC Structure | 2005 | 9,660 | 21,25,200 | 8,12,889 | 11,81,080 |
| 14 | Prep 2 | 228.94 | Open shed Steel Structure | 2005 | 9,660 | 22,11,565 | 8,45,924 | 12,29,077 |
| 15 | Loading Unloading | 258.00 | Open shed | 2005 | 7,476 | 19,28,808 | 7,37,769 | 10,71,935 |
| | Total | 9,467 | | | | 9,80,32,963 | 3,74,97,608 | 5,44,81,819 |

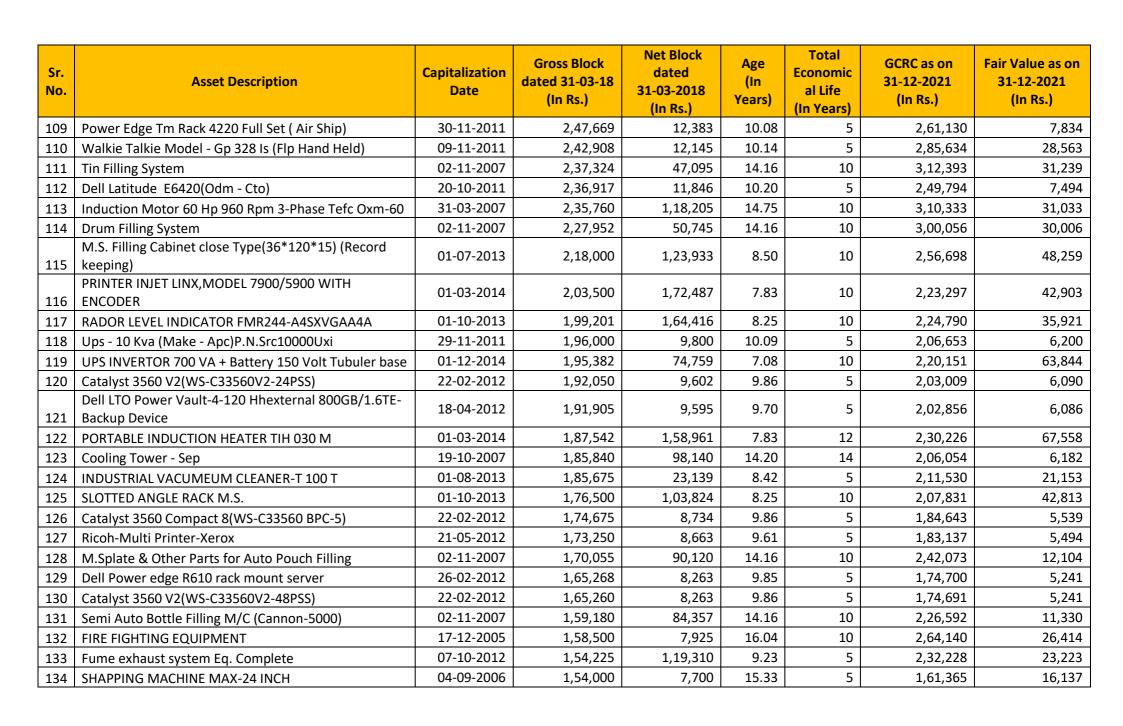
• ANNEXURE – H Plant and Machinery - Akola

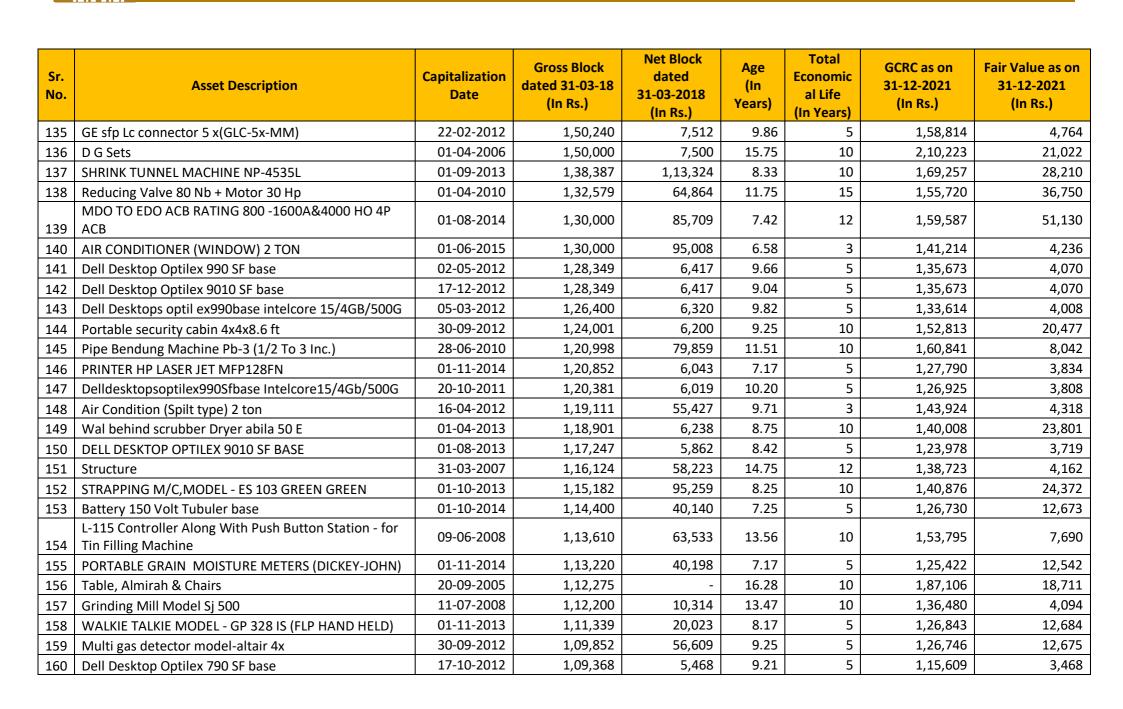
| Sr. No. | Asset Description | Capitalization Date | Gross Block dated 31-03-18 (In Rs.) | Net Block dated 31-03-2018 (In Rs.) | Age (In Years) | Total Economic al Life (In Years) | GCRC as on 31-12-2021 (In Rs.) | Fair Value as on 31-12-2021 (In Rs.) |
|------------|--|------------------------|---|--|----------------------|--|--------------------------------------|--|
| 1 | Sep | 17-12-2005 | 4,29,83,167 | 1,88,83,611 | 16.04 | 20 | 6,45,02,111 | 1,43,58,170 |
| 2 | Refinery Plnat | 29-03-2006 | 3,77,68,615 | 1,70,88,121 | 15.76 | 20 | 5,53,63,830 | 1,28,88,700 |
| 3 | Silo | 17-12-2005 | 2,85,72,319 | 1,25,64,703 | 16.04 | 25 | 4,92,24,056 | 1,79,04,868 |
| 4 | Boiler (12TPH) | 17-12-2005 | 2,20,12,887 | 96,80,129 | 16.04 | 20 | 3,51,95,437 | 89,63,496 |
| 5 | Dry Fractionation 2010-11 | 25-07-2011 | 2,19,79,510 | 1,56,81,053 | 10.43 | 20 | 2,78,73,568 | 1,18,29,542 |
| 6 | Electrical Installation | 17-12-2005 | 1,89,46,285 | 9,47,314 | 16.04 | 20 | 2,36,96,542 | 52,74,850 |
| 7 | Post Bleach & Do 2010-11 | 25-07-2011 | 1,69,19,833 | 1,20,71,279 | 10.43 | 18 | 2,17,90,530 | 78,33,292 |
| 8 | Oil Tank 2010-11 | 25-07-2011 | 1,63,02,573 | 1,16,30,902 | 10.43 | 25 | 2,24,54,649 | 1,15,91,389 |
| 9 | Cpo Structure 2010-11 | 25-07-2011 | 1,57,70,862 | 1,12,51,558 | 10.43 | 18 | 2,03,10,806 | 73,01,359 |
| 10 | Bag Filter | 30-12-2012 | 1,00,67,038 | 79,04,136 | 9.00 | 15 | 1,37,19,220 | 47,19,412 |
| 11 | Oil Storage Tanks | 17-12-2005 | 89,57,312 | 39,38,962 | 16.04 | 25 | 1,54,31,552 | 56,13,107 |
| 12 | Pre Cleaning | 17-12-2005 | 85,53,290 | 37,61,294 | 16.04 | 18 | 1,37,42,290 | 16,87,587 |
| 13 | Hydrogenation 2010-11 | 25-07-2011 | 84,09,668 | 59,99,791 | 10.43 | 10 | 1,01,27,610 | 5,06,381 |
| 14 | Boiler New (6 TPH) | 20-01-2008 | 81,81,832 | 29,09,996 | 13.95 | 20 | 95,57,115 | 31,13,655 |
| 15 | Intersterification 2010-11 | 25-07-2011 | 76,24,869 | 54,39,883 | 10.43 | 10 | 91,82,491 | 4,59,125 |
| 16 | VAPOR TIGHT CONVEYOR 10X12 (DIVINALATOR) | 01-10-2013 | 71,63,111 | 59,24,120 | 8.25 | 20 | 74,29,453 | 37,37,015 |
| 17 | Meal Finishing | 17-12-2005 | 69,57,753 | 30,59,658 | 16.04 | 10 | 1,06,36,124 | 5,31,806 |
| 18 | Structure | 17-12-2005 | 62,01,011 | 27,26,883 | 16.04 | 20 | 87,95,118 | 19,57,793 |
| 19 | Etp & Acid Tank | 29-03-2006 | 60,92,818 | 27,60,332 | 15.76 | 25 | 96,53,397 | 35,85,744 |
| 20 | Chain Conveyer & Elevator System | 17-12-2005 | 49,41,761 | 21,73,132 | 16.04 | 25 | 85,13,609 | 30,96,759 |
| 21 | Thermi Food Boiler | 01-06-2013 | 47,63,620 | 38,52,987 | 8.58 | 18 | 48,60,436 | 22,19,599 |
| 22 | Cooker | 17-12-2005 | 46,24,665 | 20,33,688 | 16.04 | 12 | 74,30,297 | 3,71,515 |
| 23 | Alfa Lavel Separator (Refinery) | 28-10-2012 | 42,21,644 | 32,78,077 | 9.18 | 15 | 58,58,425 | 19,63,353 |
| 24 | Vanaspati Cold Storage | 25-07-2011 | 39,40,211 | 28,11,103 | 10.43 | 10 | 50,94,775 | 5,09,478 |
| 25 | Steam Piping 2010-11 | 25-07-2011 | 35,21,531 | 25,12,400 | 10.43 | 15 | 43,65,856 | 14,27,732 |
| 26 | Fire Hydrent System | 31-03-2009 | 34,31,822 | 20,54,911 | 12.75 | 10 | 40,32,718 | 2,01,636 |

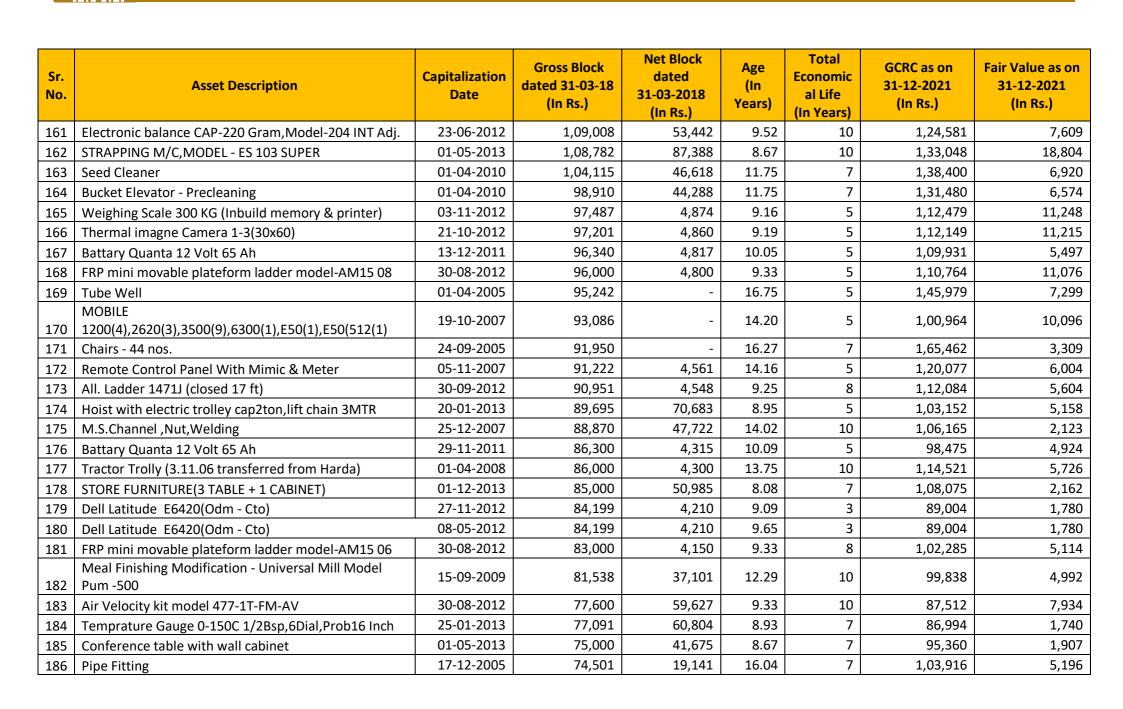


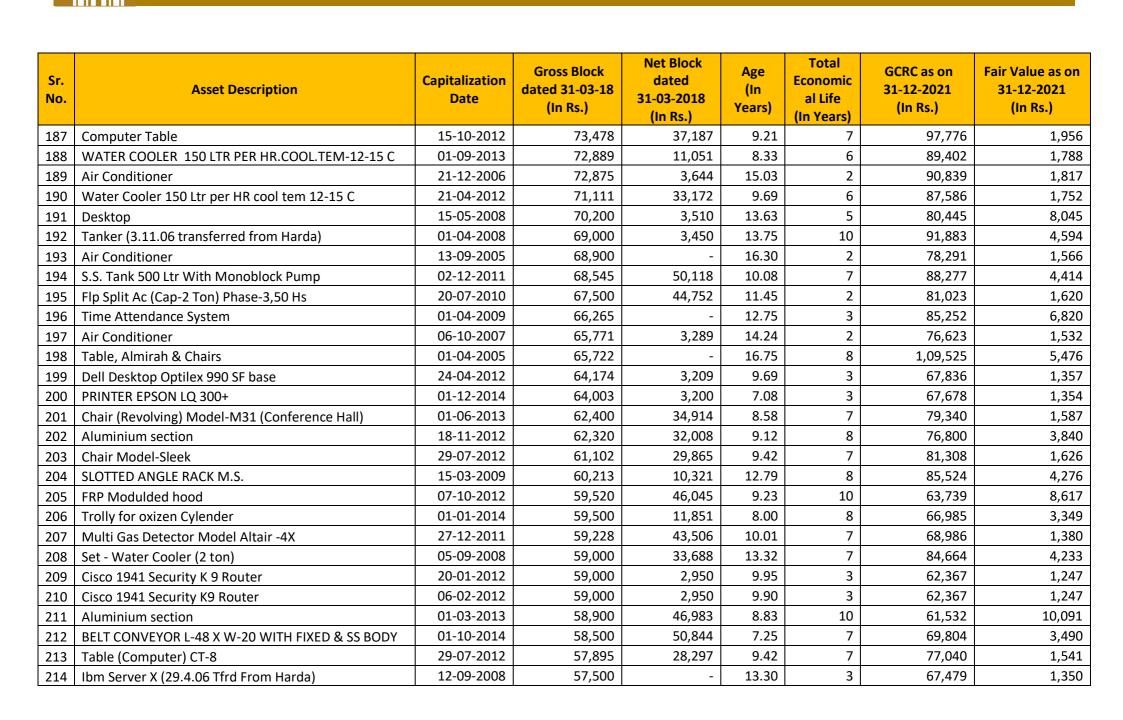


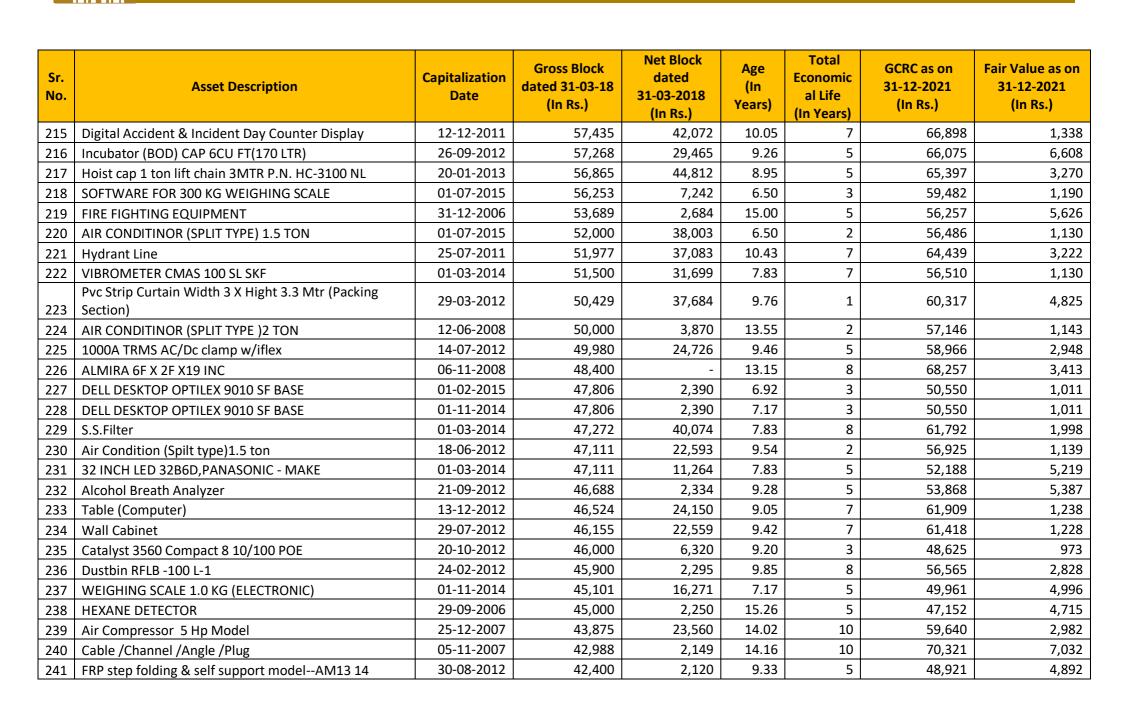


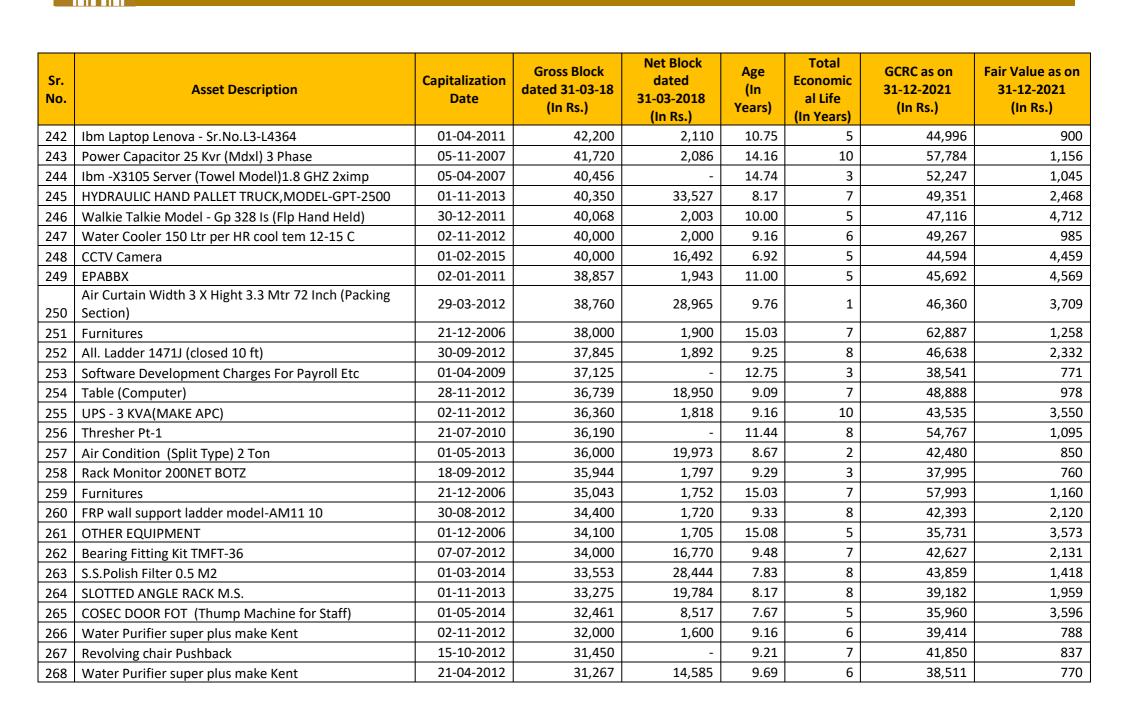


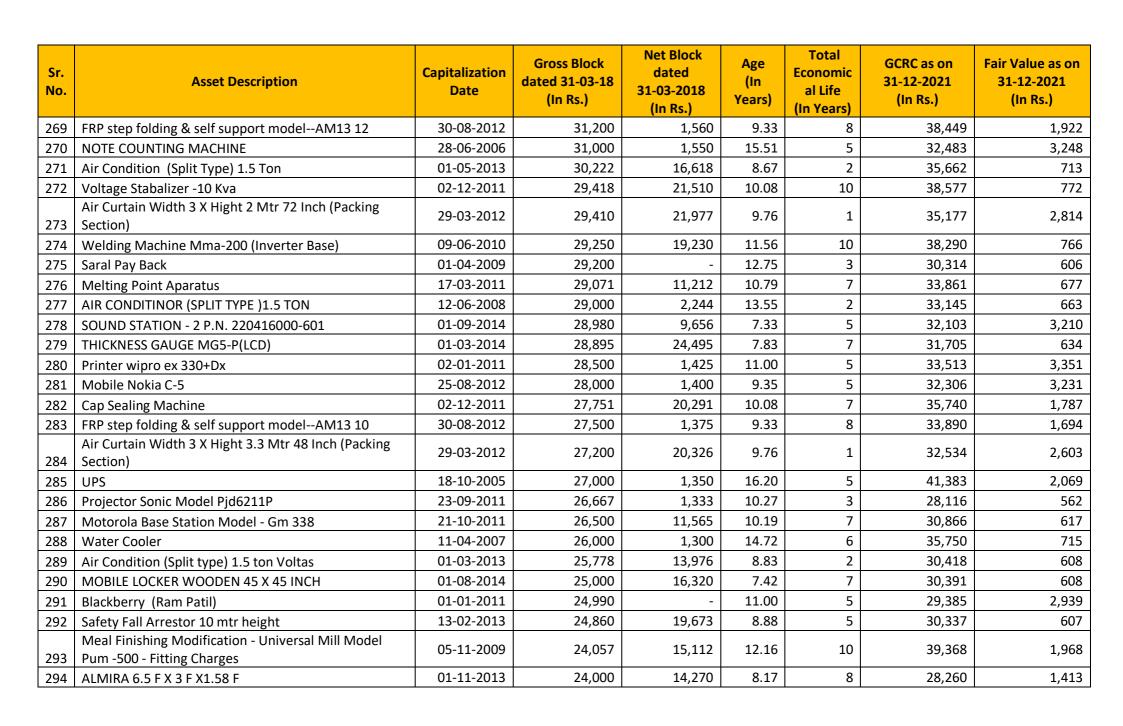












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1,171

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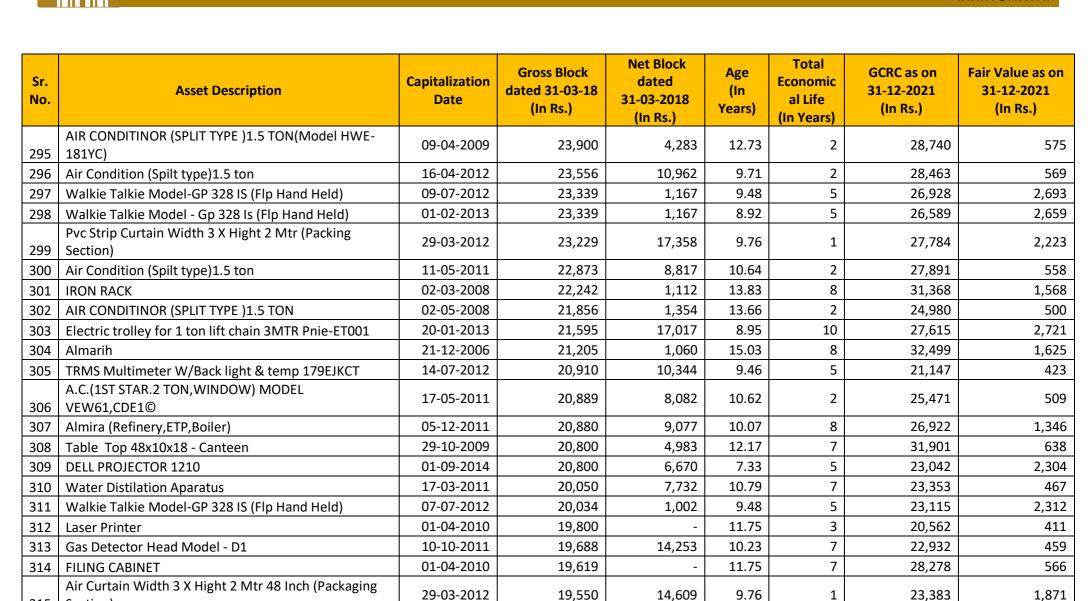
9.06

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9,850

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G A A Page 244

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25-02-2012

21-02-2012

10-12-2012

02-01-2011

315 | Section)

Almira 78X36X19

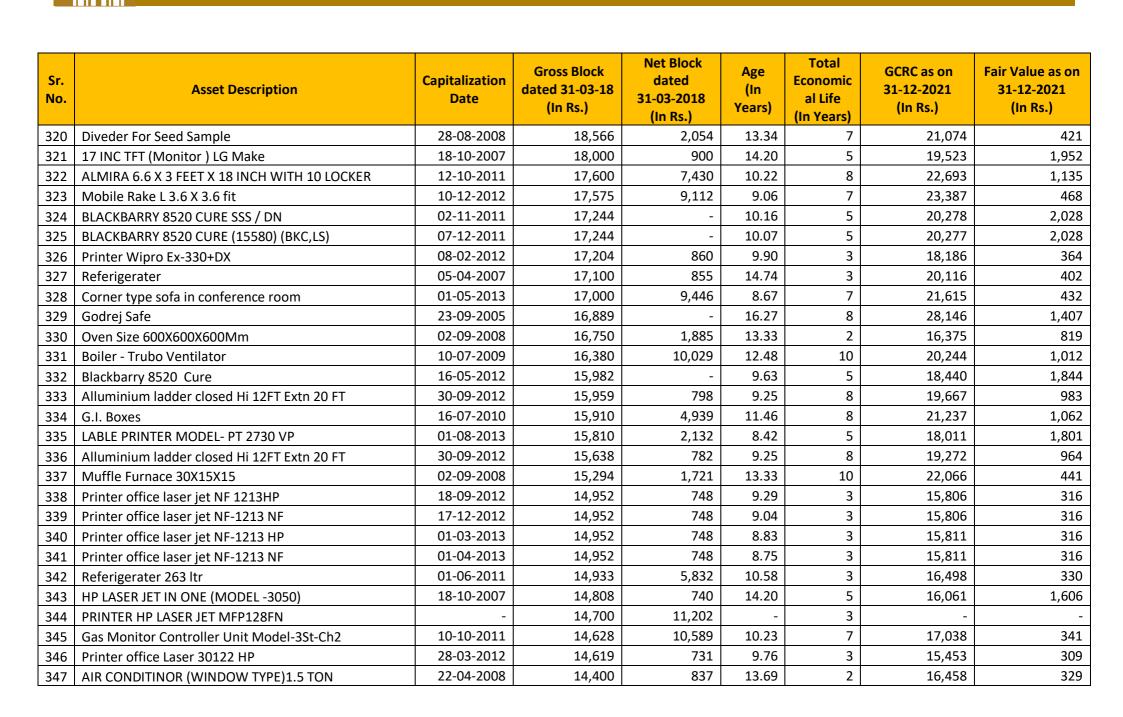
317

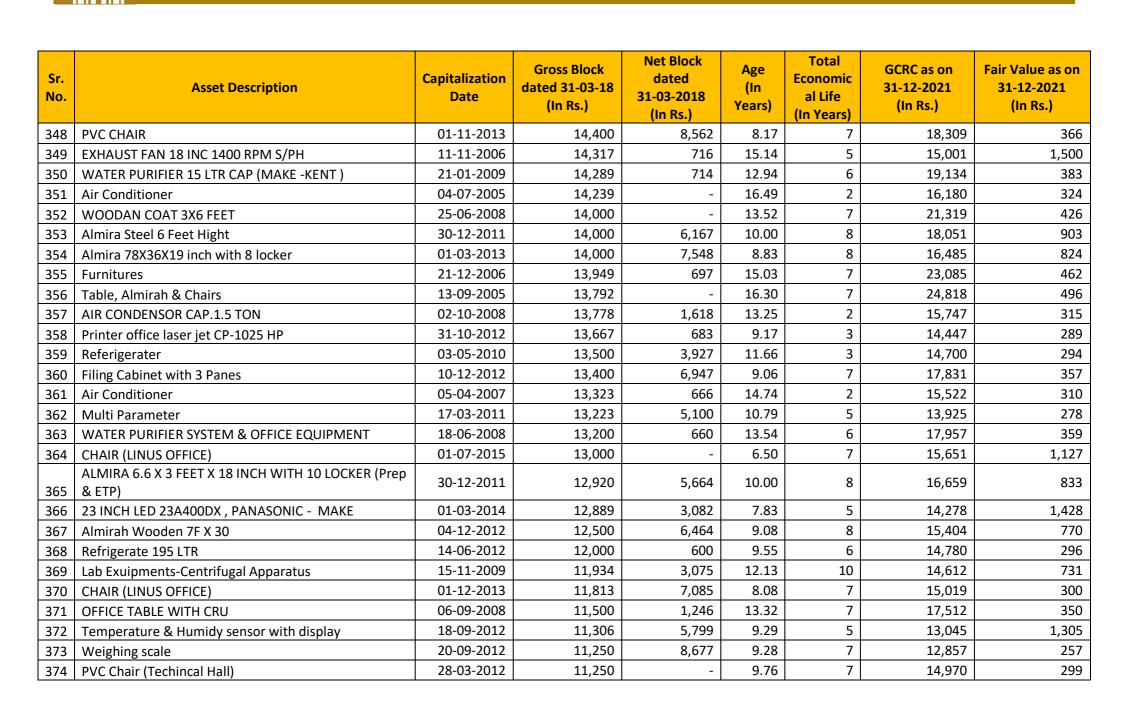
318

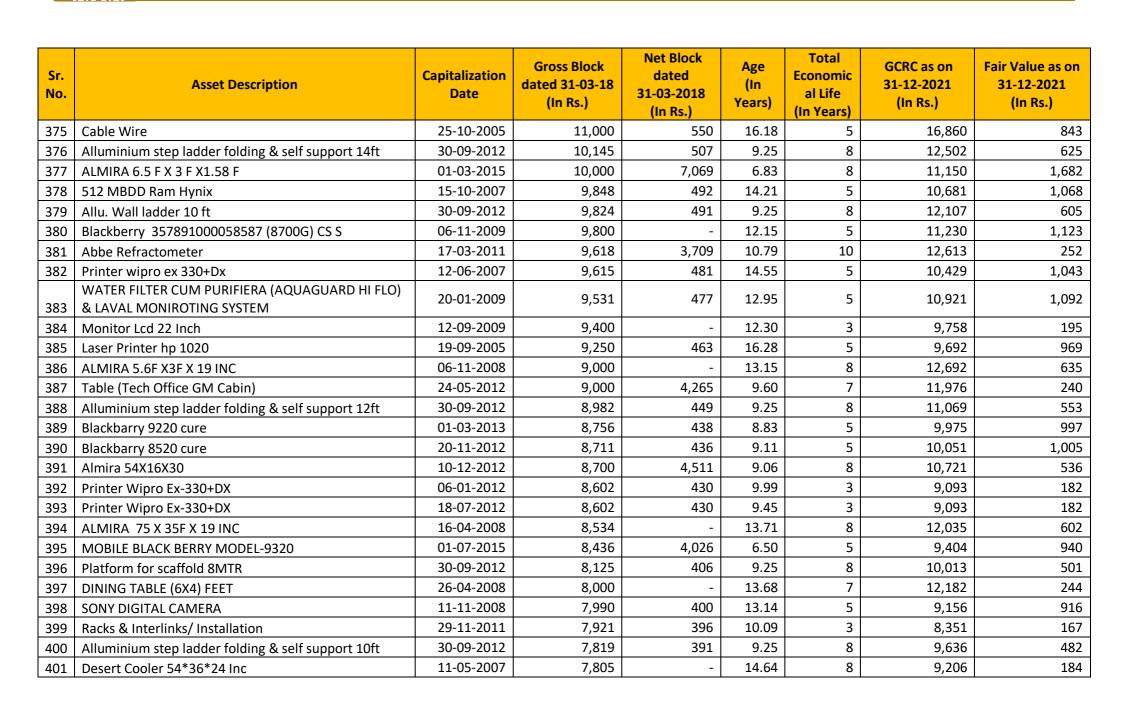
Blackbarry 8520 cure (Hingur / Patil)

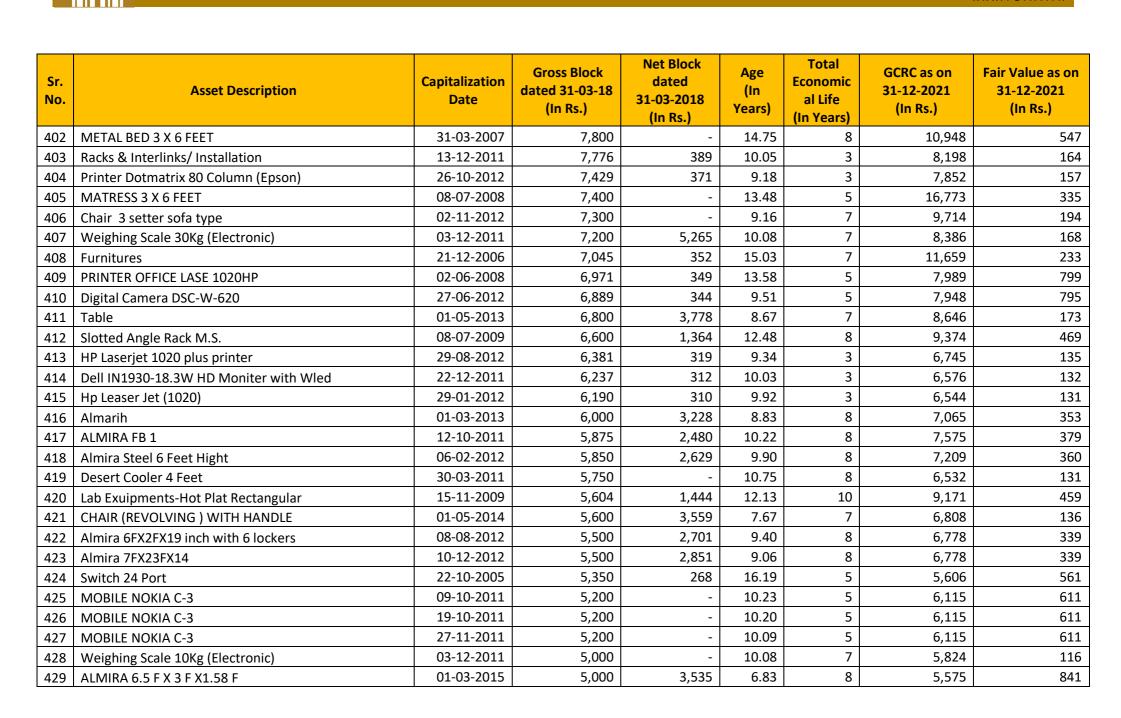
Almira 78 x 36 x 19 inch with 18 locker

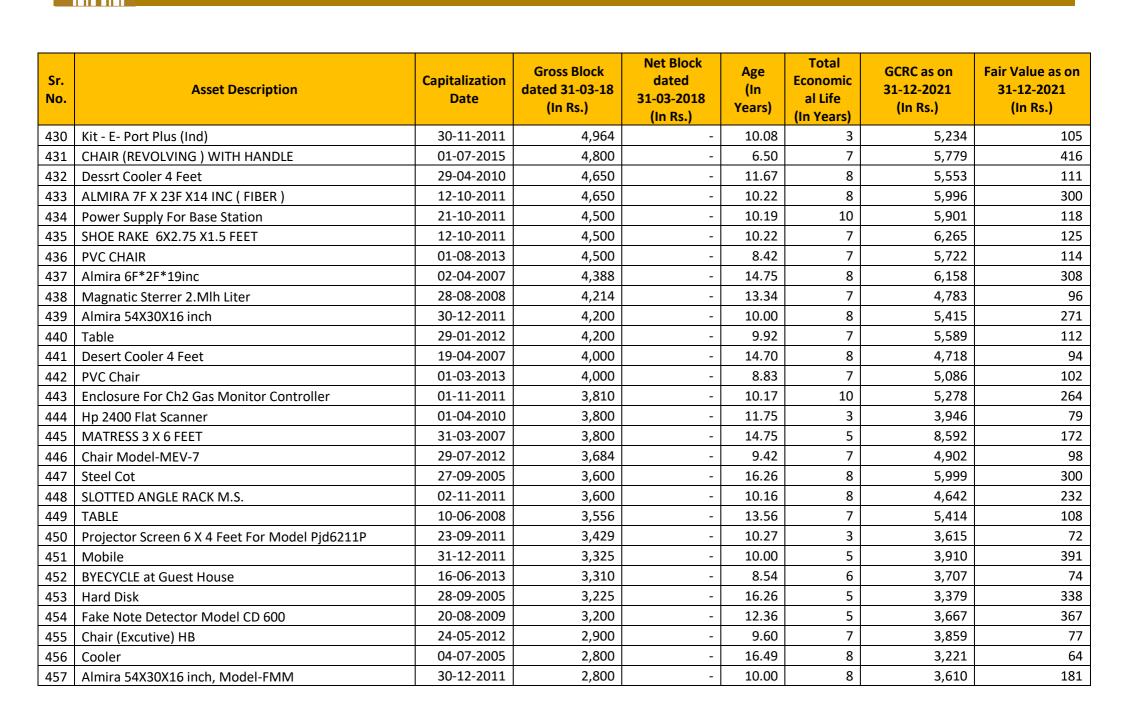
4GB KIT DDR-2 PC2-5300,667MHZ ECC RAM FOR3105









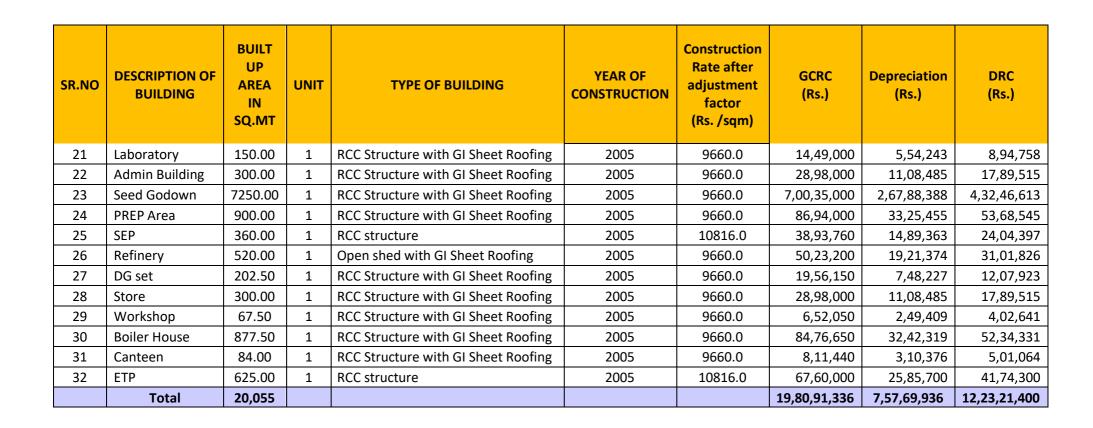




| Sr. No. | Asset Description | Capitalization Date | Gross Block dated 31-03-18 (In Rs.) | Net Block dated 31-03-2018 (In Rs.) | Age (In Years) | Total Economic al Life (In Years) | GCRC as on 31-12-2021 (In Rs.) | Fair Value as on 31-12-2021 (In Rs.) |
|------------|--------------------------------|------------------------|---|--|----------------------|--|--------------------------------------|--|
| 458 | Pvc Chair | 19-04-2007 | 2,760 | 1 | 14.70 | 7 | 4,183 | 84 |
| 459 | PVC CHAIR | 04-05-2008 | 2,760 | - | 13.66 | 7 | 4,203 | 84 |
| 460 | Chair Excutive Visitor LB | 29-01-2012 | 2,550 | - | 9.92 | 7 | 3,393 | 68 |
| 461 | Gp Antenna | 21-10-2011 | 2,500 | 1 | 10.19 | 7 | 2,912 | 58 |
| 462 | Revolving Bar Stools | 13-09-2005 | 2,500 | 1 | 16.30 | 7 | 4,499 | 90 |
| 463 | Table | 01-03-2013 | 2,500 | 1 | 8.83 | 7 | 3,179 | 64 |
| 464 | Chair Excutive LB | 29-01-2012 | 2,150 | | 9.92 | 7 | 2,861 | 57 |
| 465 | Mobile Nokia C1-01 (Logiestic) | 31-12-2011 | 2,133 | 1 | 10.00 | 5 | 2,509 | 251 |
| 466 | PVC CHAIR | 10-06-2011 | 2,100 | 1 | 10.56 | 7 | 2,924 | 58 |
| 467 | BYECYCLE | 22-12-2006 | 2,078 | - | 15.03 | 6 | 3,404 | 68 |
| 468 | Mobile Nokia C-110 | 16-11-2012 | 2,044 | - | 9.13 | 5 | 2,359 | 236 |
| 469 | TABLE | 01-08-2013 | 2,000 | | 8.42 | 7 | 2,543 | 51 |
| 470 | Mobile Nokia C1-01 | 20-09-2012 | 1,867 | 1 | 9.28 | 5 | 2,154 | 215 |
| 471 | ALMIRA 5 FEET X 4 FEET X19INC | 16-04-2008 | 1,779 | - | 13.71 | 8 | 2,509 | 125 |
| 472 | ALMIRA | 30-05-2008 | 1,777 | 1 | 13.58 | 8 | 2,507 | 125 |
| 473 | Pvc Chair | 20-06-2007 | 1,590 | - | 14.53 | 7 | 2,410 | 48 |
| 474 | FILLING RACK 6X3X1.5 FEET | 16-04-2008 | 950 | - | 13.71 | 7 | 1,447 | 29 |
| 475 | PVC STOOL | 28-02-2007 | 900 | - | 14.84 | 7 | 1,364 | 27 |
| 476 | FILLING RACK 6X3X1.5 FEET | 08-07-2008 | 889 | - | 13.48 | 7 | 1,354 | 27 |
| 477 | MIRROR (BASIN) | 25-06-2008 | 700 | - | 13.52 | 6 | 1,005 | 20 |
| 478 | Center Table | 20-06-2007 | 650 | - | 14.53 | 7 | 985 | 20 |
| 479 | Rf Co-Axel Cable | 21-10-2011 | 125 | - | 10.19 | 3 | 167 | 8 |
| | Total | | 41,75,59,131 | 21,44,66,443 | | | 58,32,71,491 | 14,75,17,441 |

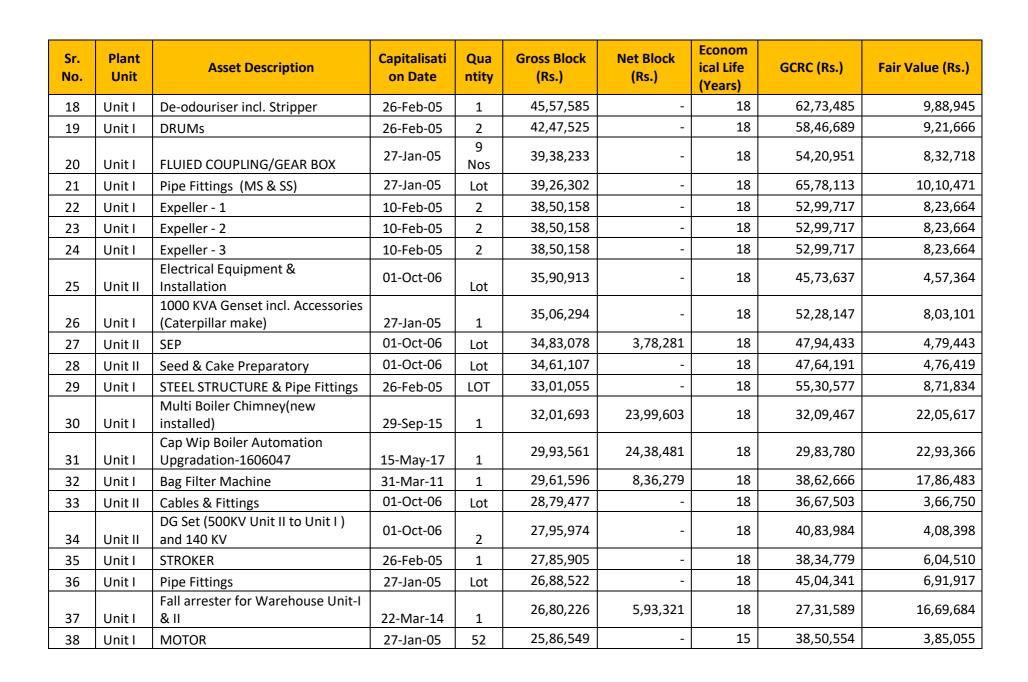
• ANNEXURE – I -Building - Dharwad

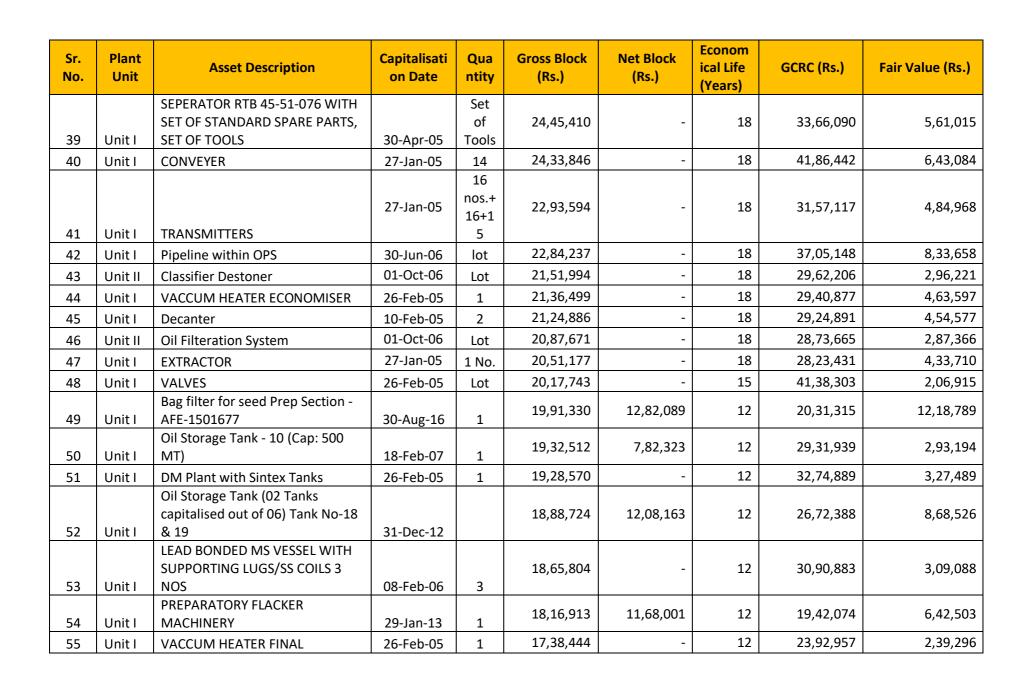
| SR.NO | DESCRIPTION OF BUILDING | BUILT UP AREA IN SQ.MT | UNIT | TYPE OF BUILDING | YEAR OF CONSTRUCTION | Construction Rate after adjustment factor (Rs. /sqm) | GCRC (Rs.) | Depreciation (Rs.) | DRC (Rs.) |
|-------|-----------------------------|------------------------------------|------|-------------------------------------|-------------------------|--|---------------|-----------------------|--------------|
| 1 | Doc Godown | 1687.80 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 1,63,04,148 | 62,36,337 | 1,00,67,811 |
| 2 | Cake Godown | 1411.50 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 1,36,35,090 | 52,15,422 | 84,19,668 |
| 3 | SEP | 250.00 | 2 | RCC structure | 2005 | 10816.0 | 27,04,000 | 10,34,280 | 16,69,720 |
| 4 | Preparation Plant | 370.00 | 2 | RCC structure | 2005 | 10816.0 | 40,01,920 | 15,30,734 | 24,71,186 |
| 5 | Unloading shed | 171.60 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 16,57,656 | 6,34,053 | 10,23,603 |
| 6 | Unloading Platform | 440.00 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 42,50,400 | 16,25,778 | 26,24,622 |
| 7 | Security room | 30.00 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 2,89,800 | 1,10,849 | 1,78,952 |
| 8 | Temple | 66.00 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 6,37,560 | 2,43,867 | 3,93,693 |
| 9 | Boiler | 249.60 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 24,11,136 | 9,22,260 | 14,88,876 |
| 10 | Husk Godown | 360.00 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 34,77,600 | 13,30,182 | 21,47,418 |
| 11 | DM plant | 249.60 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 24,11,136 | 9,22,260 | 14,88,876 |
| 12 | DG room | 336.00 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 32,45,760 | 12,41,503 | 20,04,257 |
| 13 | Store | 144.00 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 13,91,040 | 5,32,073 | 8,58,967 |
| 14 | Lab | 120.00 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 11,59,200 | 4,43,394 | 7,15,806 |
| 15 | Toilet room | 30.00 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 2,89,800 | 1,10,849 | 1,78,952 |
| 16 | Pump house | 30.00 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 2,89,800 | 1,10,849 | 1,78,952 |
| 17 | Operating Room | 16.00 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 1,54,560 | 59,119 | 95,441 |
| 18 | ETP | 196.00 | 2 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 18,93,360 | 7,24,210 | 11,69,150 |
| 19 | Consumer Pack Department | 2170.00 | 1 | RCC structure | 2005 | 10816.0 | 2,34,70,720 | 89,77,550 | 1,44,93,170 |
| 20 | Front Office | 90.00 | 1 | RCC Structure with GI Sheet Roofing | 2005 | 9660.0 | 8,69,400 | 3,32,546 | 5,36,855 |

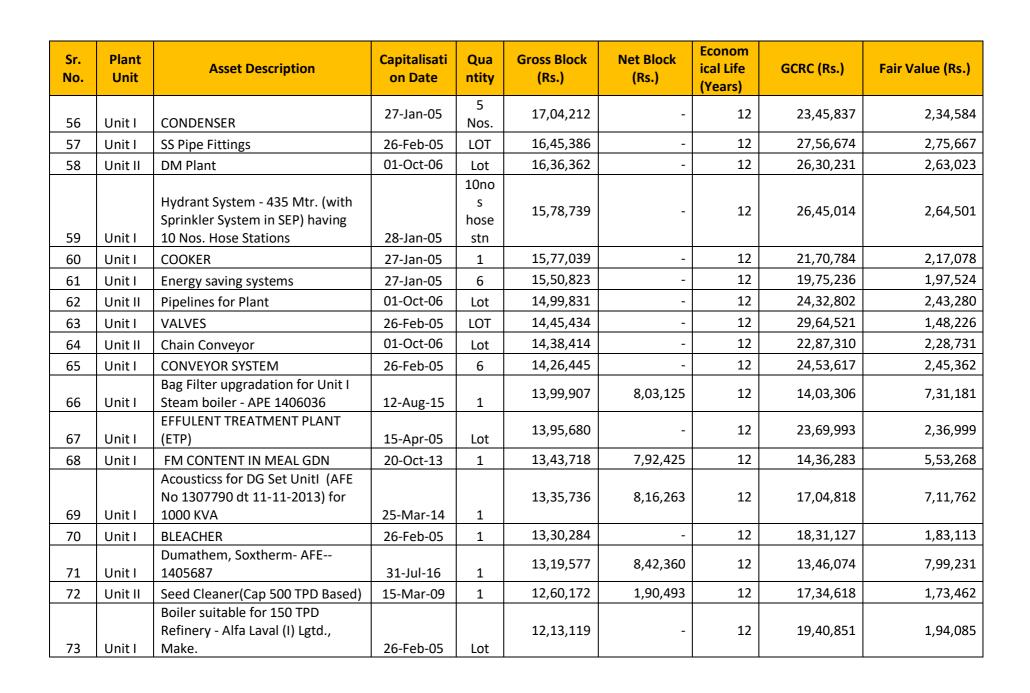


ANNEXURE – J -Plant & Machinery – Dharwad

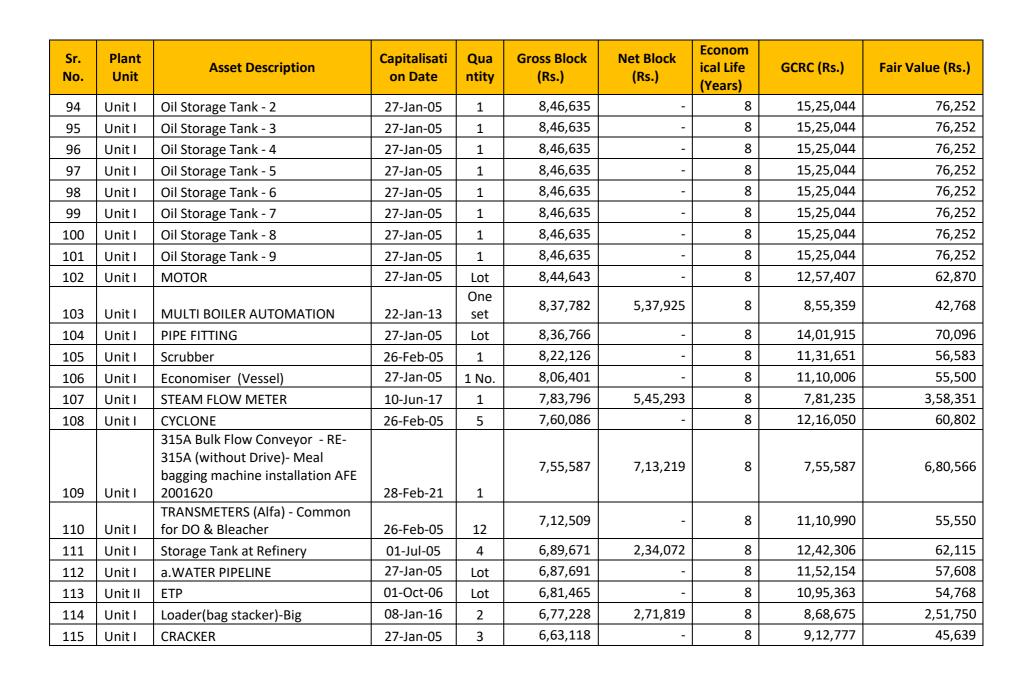
| Sr. No. | Plant Unit | Asset Description | Capitalisati on Date | Qua ntity | Gross Block (Rs.) | Net Block (Rs.) | Econom ical Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|------------|---------------|--|-------------------------|--------------|----------------------|--------------------|--------------------------------|-------------|------------------|
| 1 | Unit II | Automatic Hopper Scale (Imported) | 01-Oct-06 | Lot | 3,03,80,784 | - | 15 | 5,30,10,902 | 13,25,273 |
| 2 | Unit II | Solvent Extraction Plant | 01-Oct-06 | Lot | 1,86,60,941 | - | 18 | 2,56,86,659 | 25,68,666 |
| 3 | Unit II | Silos | 01-Oct-06 | Lot | 1,56,55,699 | - | 18 | 2,43,86,138 | 24,38,614 |
| 4 | Unit I | Separator (IMPORTED) | 26-Feb-05 | 3 | 90,03,414 | - | 18 | 1,23,93,139 | 19,53,641 |
| 5 | Unit I | Expander Installation (Partially)- AFE 1804031 | 17-Aug-19 | 1 | 85,29,542 | 77,14,095 | 18 | 87,07,496 | 76,74,691 |
| 6 | Unit I | Oil Storage Tank (03 Tanks capitalised out of 06) Tank No- 15,16 & 17 | 31-Dec-12 | 6 | 84,99,259 | 54,36,731 | 18 | 1,20,25,746 | 66,14,160 |
| 7 | Unit I | Bag filter upgradation at Boiler -I | 30-Aug-15 | 1 | 81,89,937 | 47,25,481 | 18 | 82,09,824 | 56,10,046 |
| 8 | Unit II | Boiler | 01-Oct-06 | Lot | 79,38,455 | - | 18 | 1,09,21,542 | 10,92,154 |
| 9 | | Pre Cleaning System AFE- 2000767 (grain cleaning) | 28-Feb-21 | 1 | 76,23,638 | 73,67,150 | 18 | 76,23,638 | 73,04,928 |
| 10 | Unit I | Self Fabricated Items by Tinna: | 26-Feb-05 | Lot | 67,53,615 | - | 18 | 92,96,306 | 14,65,459 |
| 11 | Unit I | Expander Installation (Partially- 2)- AFE 1804031 | 30-Jan-21 | 1 | 60,83,254 | 58,59,257 | 18 | 60,83,254 | 58,04,438 |
| 12 | Unit I | MS Pipe Fittings | 26-Feb-05 | LOT | 59,77,166 | - | 18 | 1,00,14,123 | 15,78,615 |
| 13 | Unit I | CONVEYER SYSTEM - partly imported (Divinalator) | 27-Jan-05 | 1 No. | 59,43,158 | - | 18 | 1,02,22,784 | 15,70,333 |
| 14 | Unit II | Panels | 01-Oct-06 | Lot | 58,55,765 | - | 18 | 74,58,311 | 7,45,831 |
| 15 | Unit I | BAG FILTER FOR TF HEATER UNIT- 1 - AFE 1501671 | 30-Jul-16 | 1 | 53,14,772 | 33,91,747 | 18 | 54,21,492 | 39,53,171 |
| 16 | Unit II | Silos (Silo Structure Addition) | 01-Oct-06 | Lot | 46,54,106 | 36,29,565 | 18 | 72,49,480 | 7,24,948 |
| 17 | Unit I | D.T (Partly imported- Level indicator - 5 Nos.& Level Controller 1 no.) (Vessel) | 27-Jan-05 | 1 No. | 46,37,854 | - | 18 | 63,83,975 | 9,80,650 |

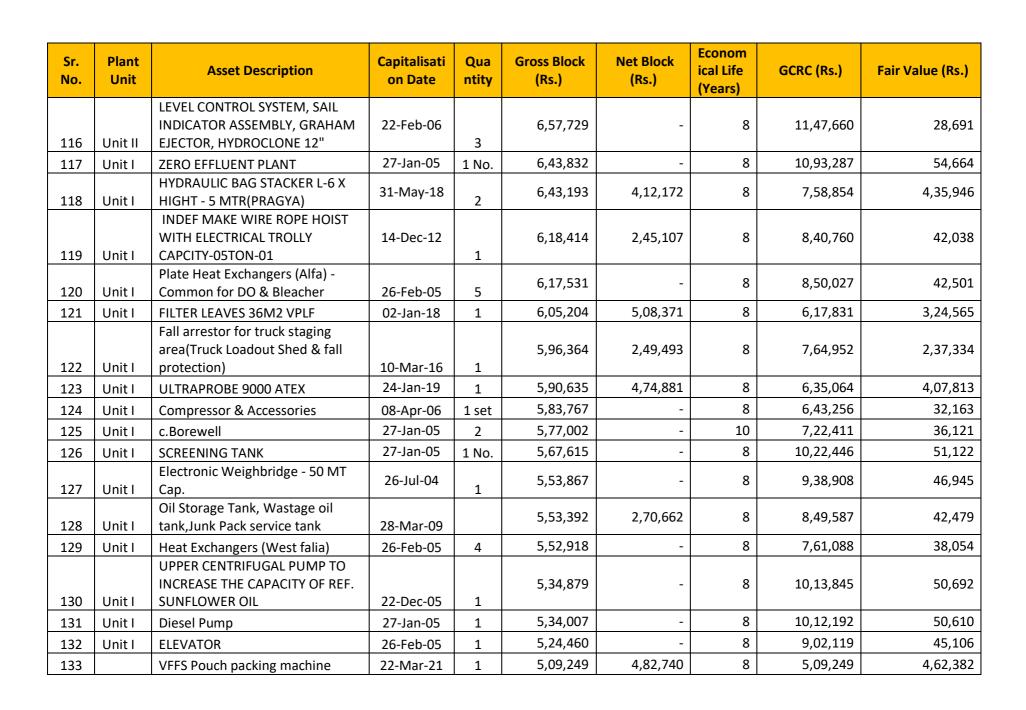


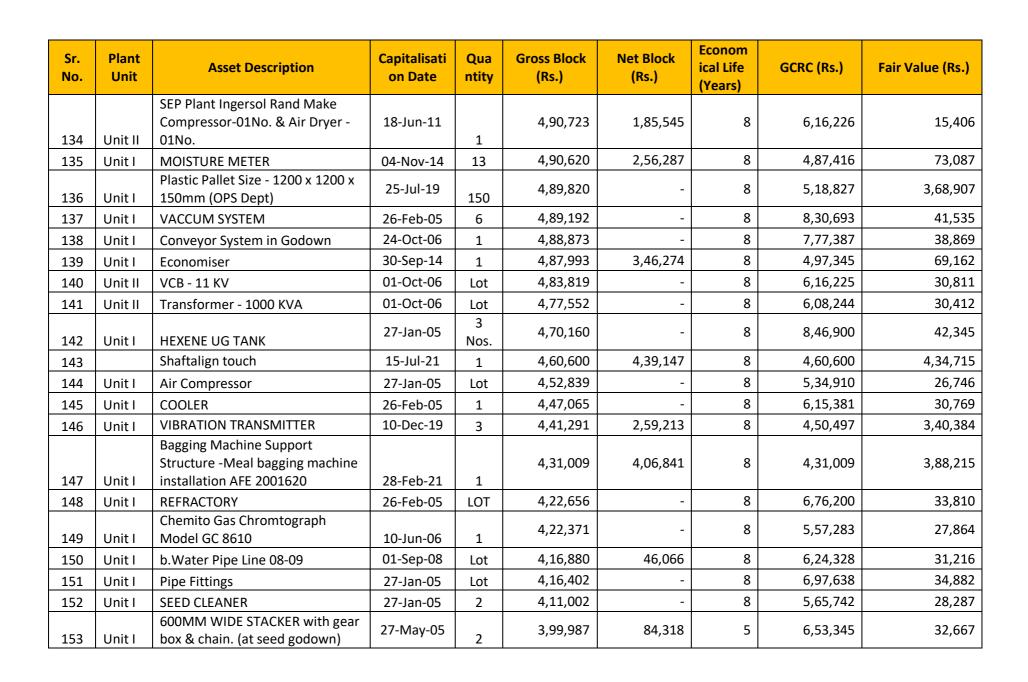




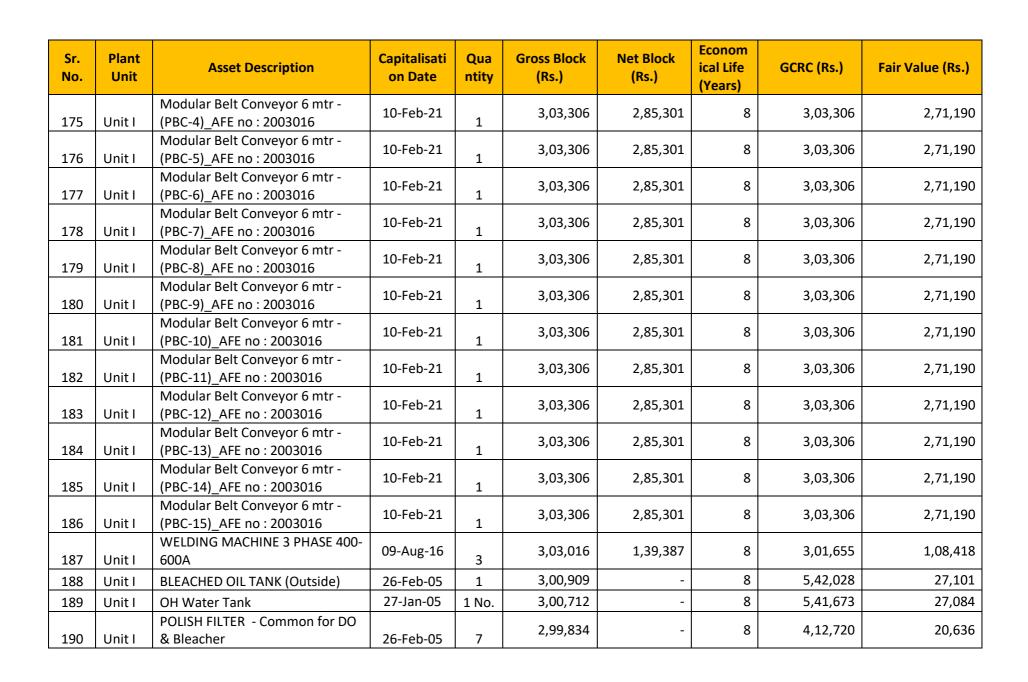
| Sr. No. | Plant Unit | Asset Description | Capitalisati on Date | Qua ntity | Gross Block (Rs.) | Net Block (Rs.) | Econom ical Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|------------|---------------|--|-------------------------|--------------|----------------------|--------------------|--------------------------|------------|------------------|
| 74 | Unit I | PUMP (ALFA) - Common for DO & Bleacher | 26-Feb-05 | 11 | 12,12,534 | - | 12 | 22,98,316 | 1,14,916 |
| 75 | Unit I | Fuem Hood with Exhaust & Cabinet | 30-Nov-13 | 1 | 12,12,067 | 5,58,104 | 12 | 12,95,563 | 5,10,128 |
| 76 | Unit I | NEW OIL STORAGE TANK | 31-Jan-13 | | 11,70,368 | 7,52,627 | 12 | 16,15,784 | 5,35,228 |
| 77 | Unit I | VALVES | 27-Jan-05 | Lot | 11,51,262 | - | 12 | 23,61,187 | 1,18,059 |
| 78 | Unit II | ROSEMOUNT MAKE SMART REMOTE SEAL PRESSURE TRANSMITTER, GUAGE PRESSURE TRANSMITTER | 03-Jan-06 | 8 | 11,28,496 | - | 12 | 15,53,367 | 1,55,337 |
| 79 | Unit I | PLF (Pressure Leaf Filter) | 26-Feb-05 | 2 | 11,20,241 | - | 12 | 15,42,004 | 1,54,200 |
| 80 | Unit I | MEAL COOLER | 27-Jan-05 | 1 No. | 11,01,577 | - | 12 | 15,16,314 | 1,51,631 |
| 81 | Unit I | PUMP (Plant & Cooling Tower) incl. pumps base frame | 27-Jan-05 | 18 Nos. | 10,67,577 | - | 12 | 20,23,556 | 1,01,178 |
| 82 | Unit I | Chilling Compressor (Refregeration System) | 26-Feb-05 | 4 | 10,50,602 | - | 12 | 17,84,019 | 1,78,402 |
| 83 | Unit II | Conveyor & Bucket Elevator | 01-Oct-06 | Lot | 10,40,450 | - | 12 | 16,54,482 | 1,65,448 |
| 84 | Unit I | GRAVITY WAGON 250-7SB | 31-May-18 | 1 | 9,61,017 | 7,30,899 | 10 | 10,48,644 | 7,10,456 |
| 85 | Unit I | Mobile Scaffold Stairway-753084 & 7533064 | 23-Apr-14 | 2 | 9,56,984 | 2,20,237 | 8 | 10,68,164 | 1,44,202 |
| 86 | Unit I | EFFIMAX-2000 ZERO SYSTEM 8TPH (CAPITALSPARE) | 31-Mar-17 | 1 | 9,44,730 | 4,95,142 | 8 | 9,41,643 | 4,10,498 |
| 87 | Unit I | PUMP (ADM/D-1) | 26-Feb-05 | 18 | 9,23,022 | - | 8 | 17,49,556 | 87,478 |
| 88 | Unit I | FLOW METER INDICATOR | 27-Jan-05 | 3 Nos. | 8,94,909 | - | 8 | 12,31,836 | 61,592 |
| 89 | Unit I | Cooling Tower | 27-Jan-05 | 12 | 8,92,951 | - | 8 | 15,16,312 | 75,816 |
| 90 | Unit I | Cooling Tower | 26-Feb-05 | 12 | 8,92,951 | - | 8 | 15,16,312 | 75,816 |
| 91 | Unit II | Weighing Scale | 01-Oct-06 | Lot | 8,87,179 | - | 8 | 13,93,414 | 69,671 |
| 92 | Unit II | Pipes, IBR Material, MS Bolts | 01-Oct-06 | Lot | 8,60,451 | _ | 8 | 13,95,695 | 69,785 |
| 93 | Unit I | Oil Storage Tank - 1 | 27-Jan-05 | 1 | 8,46,635 | - | 8 | 15,25,044 | 76,252 |

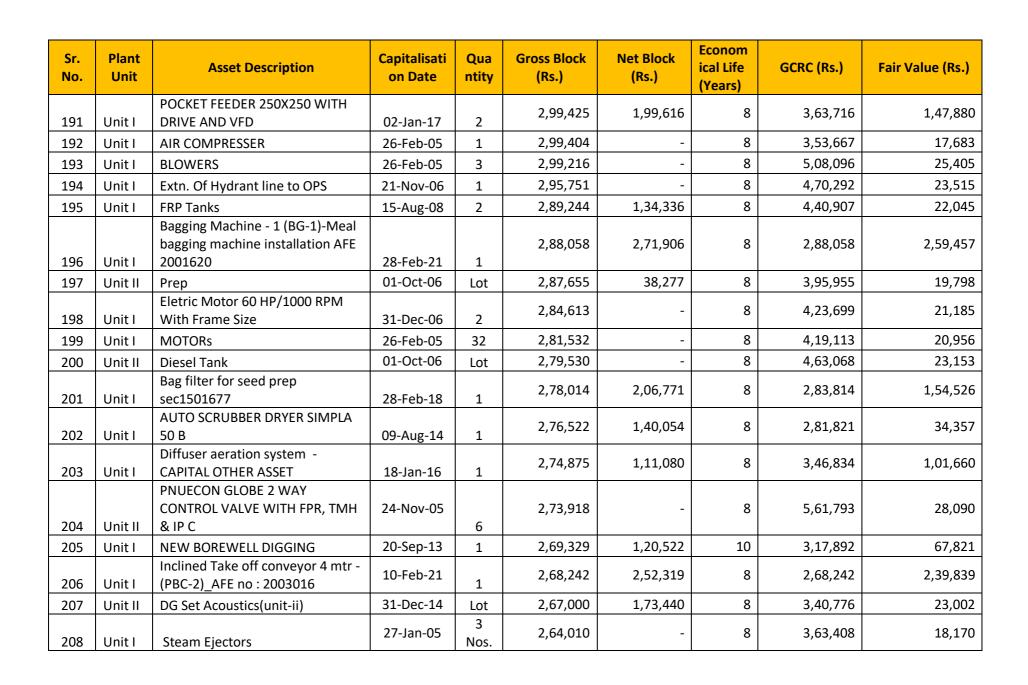


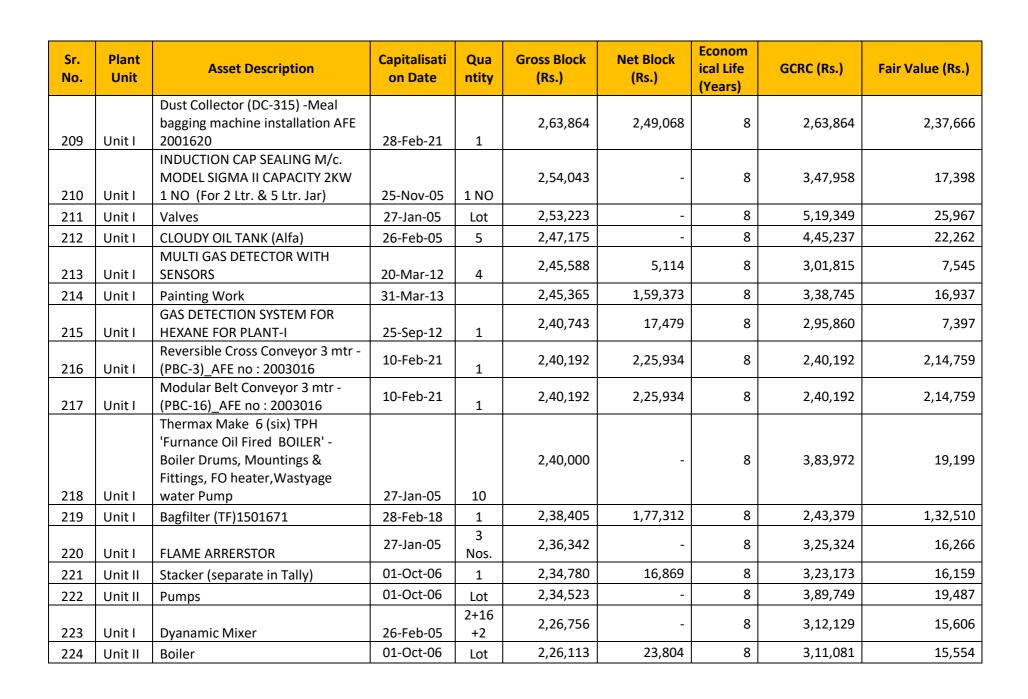


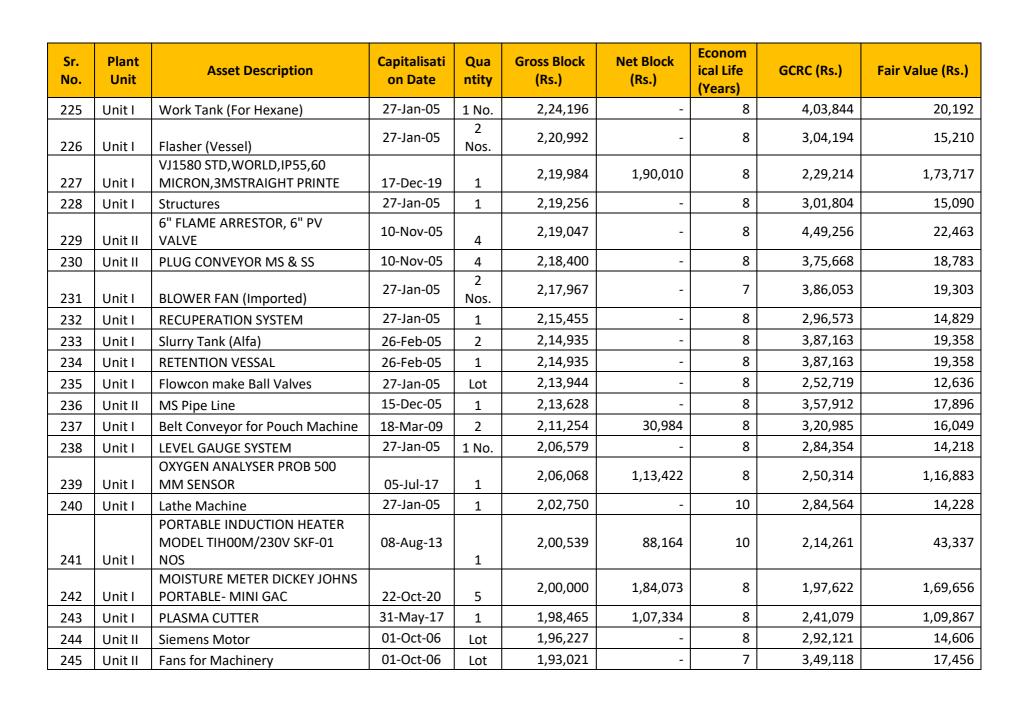


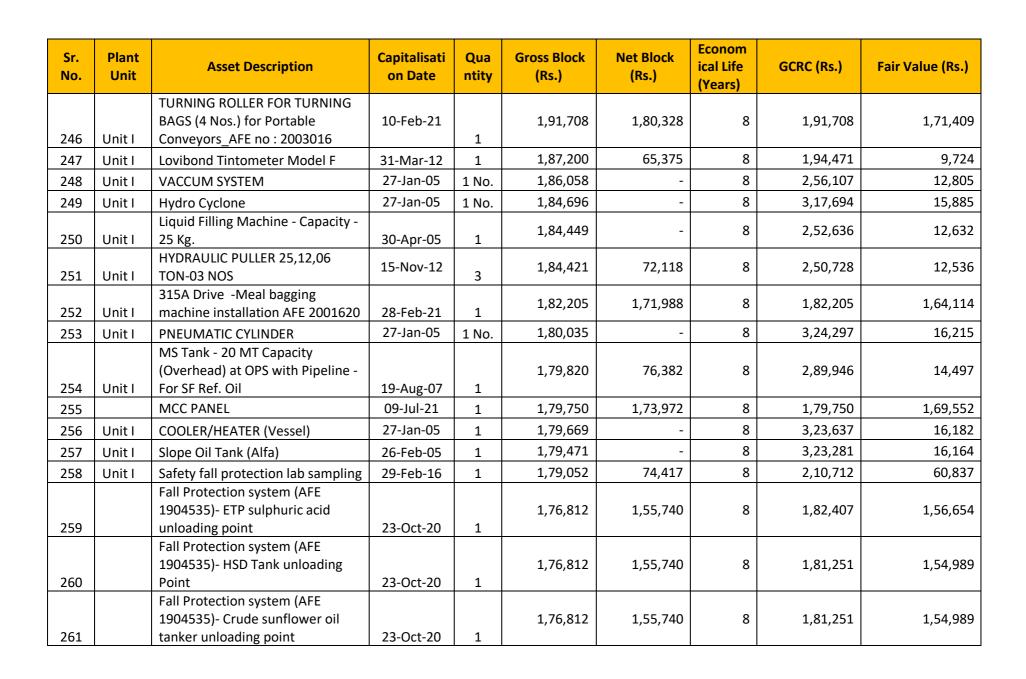
| Sr. No. | Plant Unit | Asset Description | Capitalisati on Date | Qua ntity | Gross Block (Rs.) | Net Block (Rs.) | Econom ical Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|------------|---------------|--|-------------------------|--------------|----------------------|--------------------|--------------------------------|------------|------------------|
| 154 | Unit I | Seed Cleaner with ASPIRATOR | 27-Jan-05 | 2 Nos. | 3,94,940 | - | 8 | 5,43,632 | 27,182 |
| 155 | Unit I | HYDRAULIC STACKER | 27-Feb-19 | 1 | 3,94,000 | 2,81,845 | 8 | 4,17,332 | 2,76,367 |
| 156 | Unit I | Motor 250 HP 07-08 | 25-Jan-08 | 1 | 3,92,646 | - | 8 | 5,84,526 | 29,226 |
| 157 | Unit I | VFD WITH CONTROL PANEL FOR ID FAN POWERFLEX 400A | 24-Oct-18 | 1 | 3,90,915 | 3,07,734 | 8 | 4,73,246 | 2,94,193 |
| 158 | Unit I | HEAT EXCHANGER | 27-Jan-05 | 5 Nos. | 3,81,113 | - | 8 | 5,24,599 | 26,230 |
| 159 | Unit II | Electrical Fittings | 01-Oct-06 | Lot | 3,77,458 | 9,537 | 8 | 4,80,757 | 24,038 |
| 160 | Unit I | LEVEL GAUGE | 27-Jan-05 | 9 | 3,77,315 | - | 8 | 6,79,658 | 33,983 |
| 161 | Unit I | IBR PIPES | 26-Feb-05 | LOT | 3,74,493 | - | 8 | 6,27,424 | 31,371 |
| 162 | Unit I | FEED WATER PUMP | 17-Aug-18 | 2 | 3,74,083 | 2,89,837 | 8 | 3,94,163 | 2,36,320 |
| 163 | Unit I | DOUBLE MAST AERIAL MAINT PLATFORM(LADDER) | 31-Jan-18 | 1 | 3,73,687 | 2,76,017 | 8 | 3,81,484 | 2,04,054 |
| 164 | Unit I | Flow Meter | 27-Jan-05 | 3 | 3,66,761 | - | 8 | 6,60,646 | 33,032 |
| 165 | Unit I | Bagging Machine - 2 (BG-2)-Meal bagging machine installation AFE 2001620 | 28-Feb-21 | 1 | 3,64,214 | 3,43,791 | 8 | 3,64,214 | 3,28,052 |
| 166 | Unit I | Sefety Equipments purchased | 21-Jun-11 | 406 | 3,64,000 | - | 8 | 4,74,748 | 23,737 |
| 167 | Unit I | Plastic Pallet Size - 1200 x 1200 x 150mm | 25-Jan-20 | 108 | 3,63,150 | - | 8 | 3,80,847 | 2,93,411 |
| 168 | Unit I | MOTORS | 26-Feb-05 | 15 | 3,62,919 | - | 8 | 5,40,272 | 27,014 |
| 169 | Unit I | Pouch Machine - GEMPC-Make | 30-Aug-08 | 1 | 3,57,057 | 39,325 | 8 | 3,87,005 | 19,350 |
| 170 | | Board Walk 4 meter module | 07-Aug-21 | 3 | 3,50,678 | 3,22,431 | 8 | 3,50,678 | 3,33,582 |
| 171 | Unit I | Pouch Filling Machine (Double Head) | 24-Apr-06 | 1 | 3,46,449 | - | 8 | 4,49,171 | 22,459 |
| 172 | Unit I | PUMPS | 26-Feb-05 | 6 | 3,09,646 | - | 8 | 5,86,923 | 29,346 |
| 173 | Unit I | Bagging Conveyor 6 mtr -(BC- 1)_AFE no : 2003016 | 10-Feb-21 | 1 | 3,09,338 | 2,90,975 | 8 | 3,09,338 | 2,76,583 |
| 174 | Unit I | Borewell | 25-Jul-13 | 1 | 3,04,134 | 1,32,930 | 10 | 3,58,972 | 71,376 |

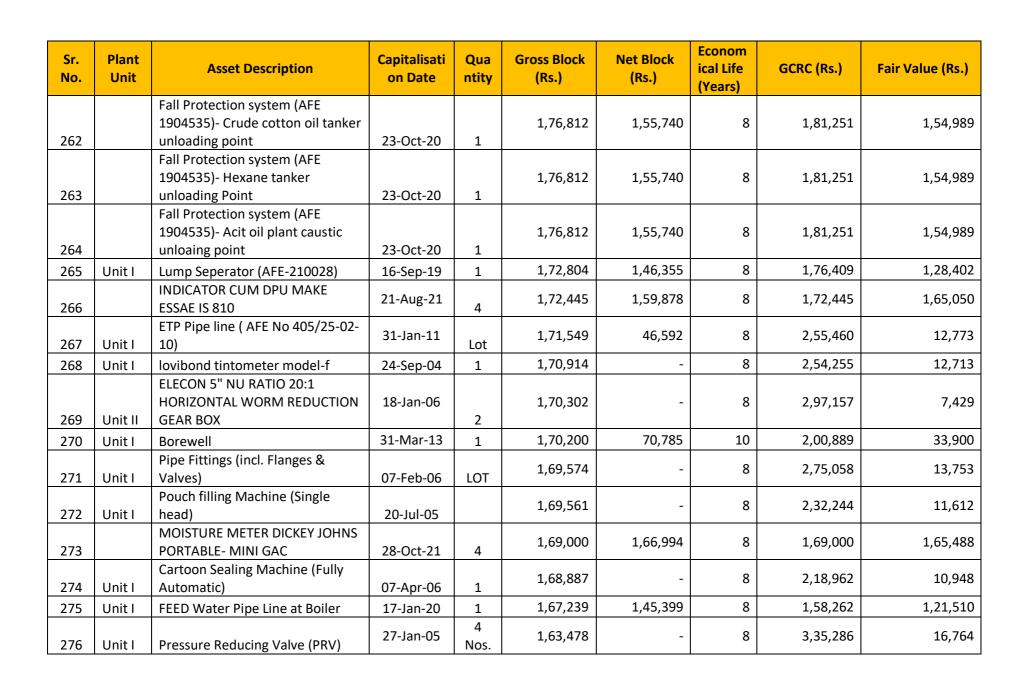


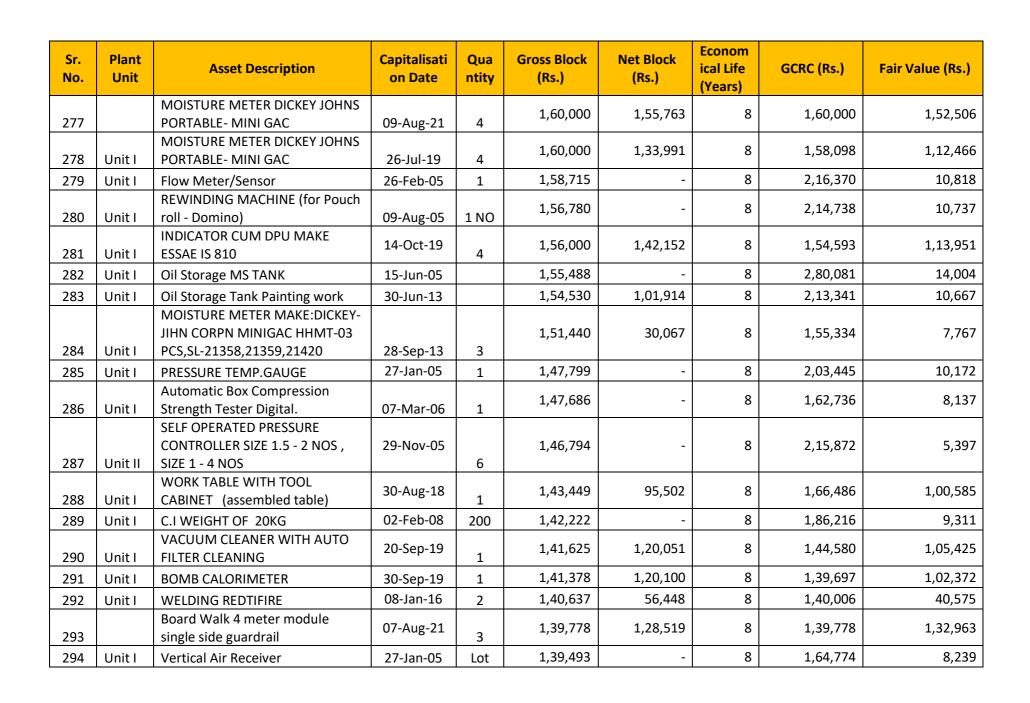


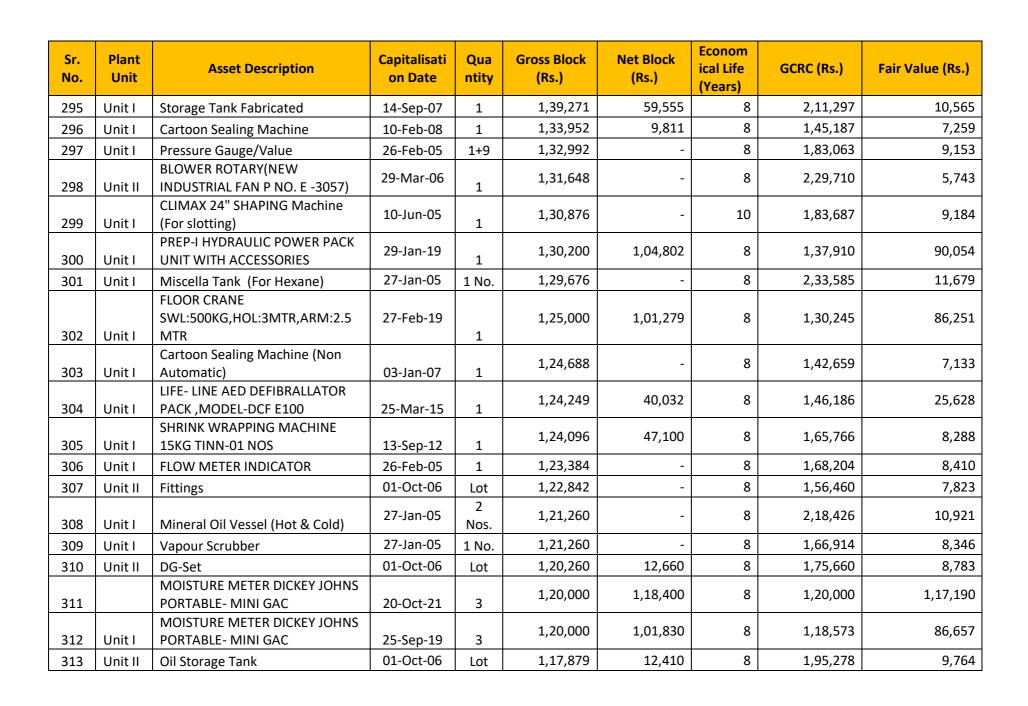


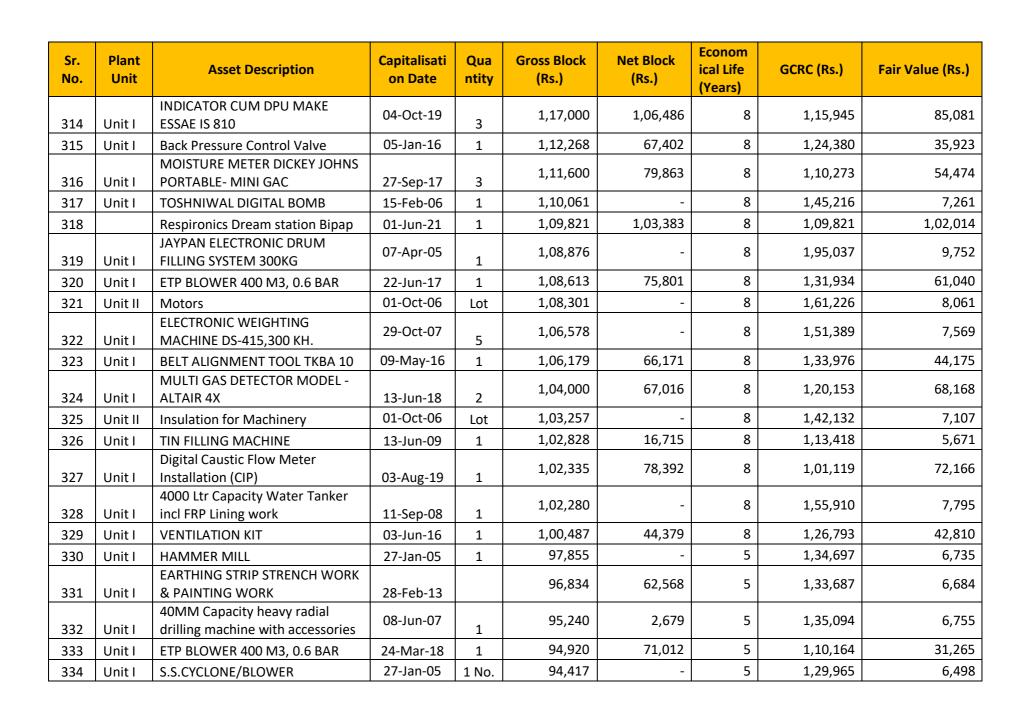


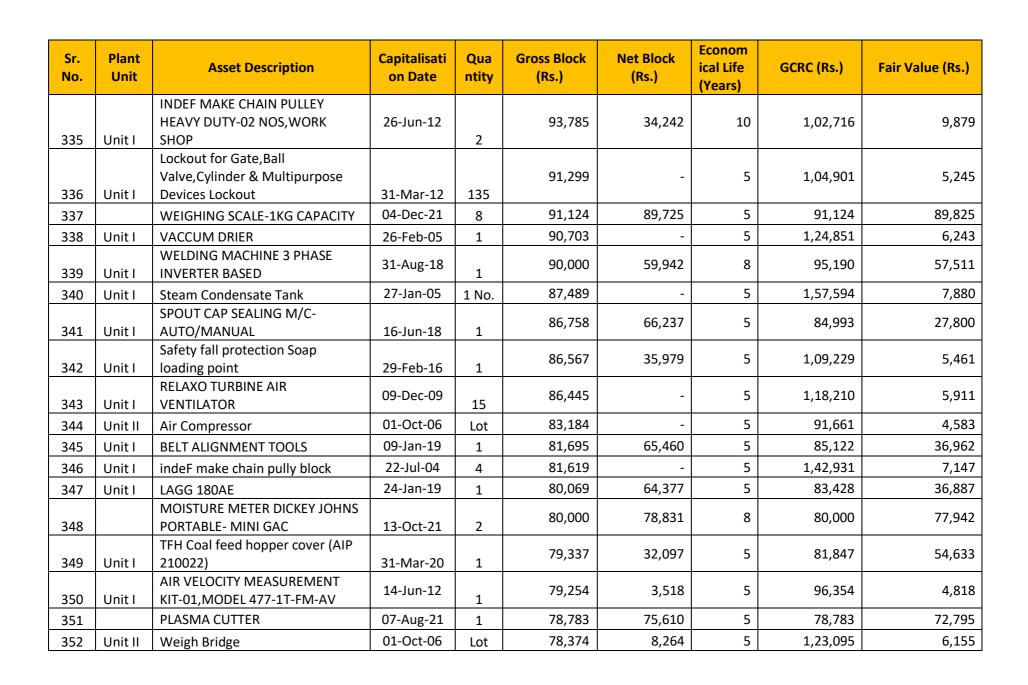


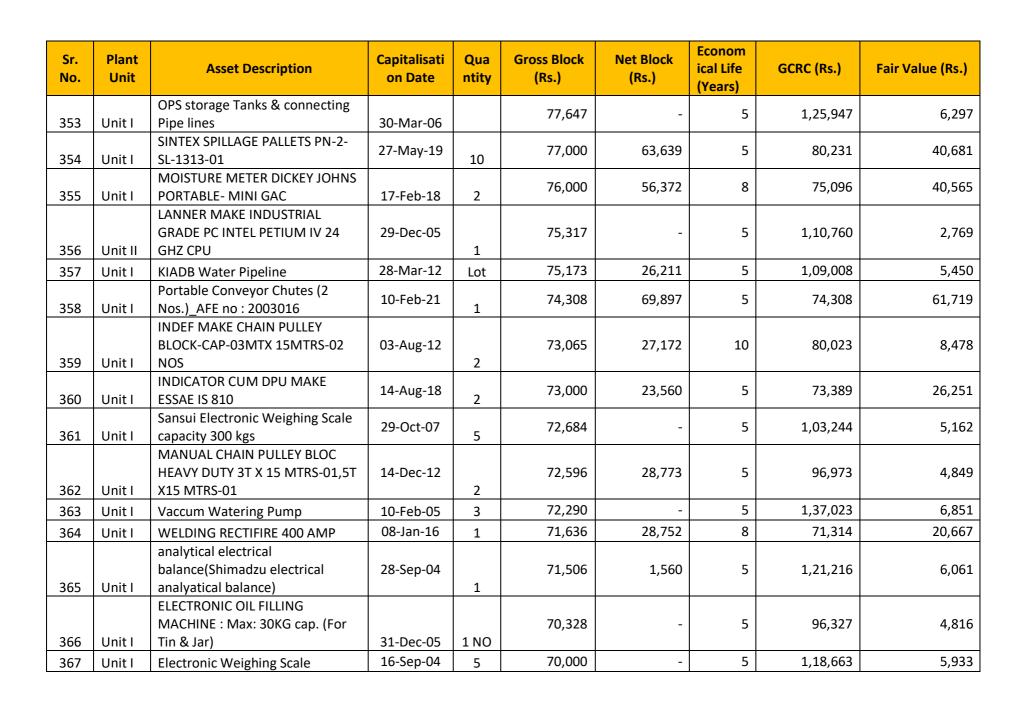


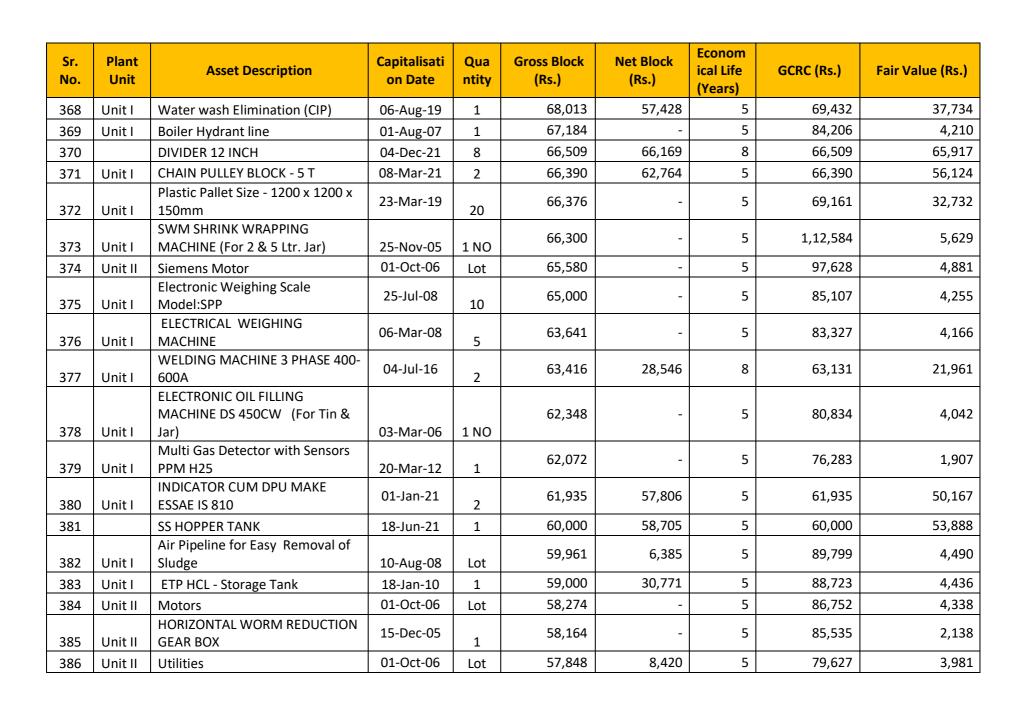


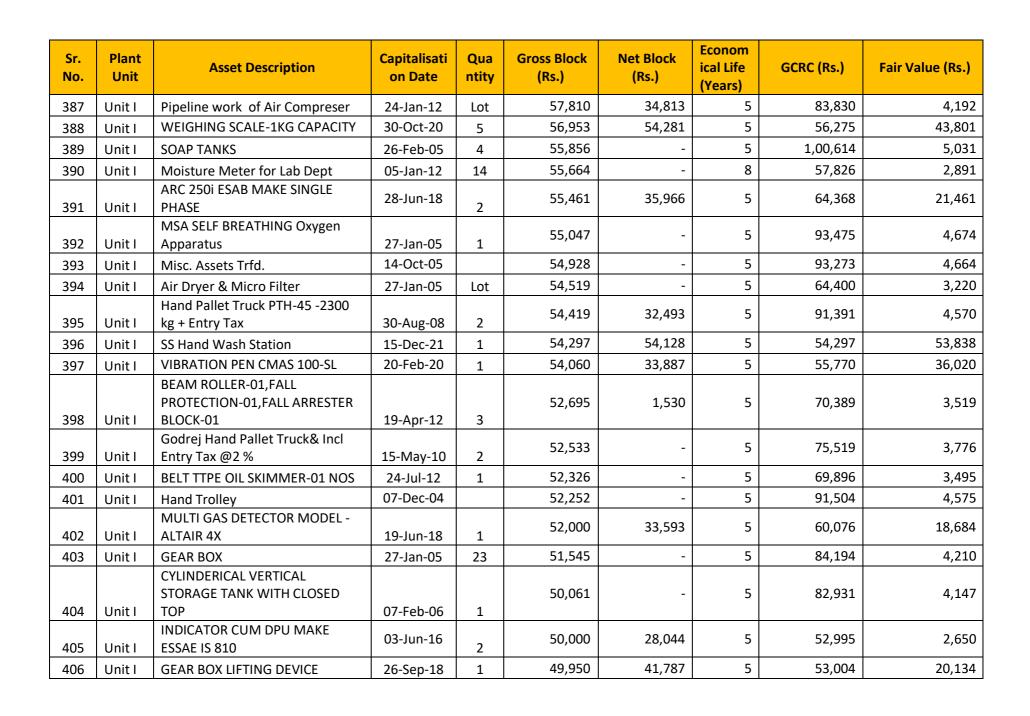


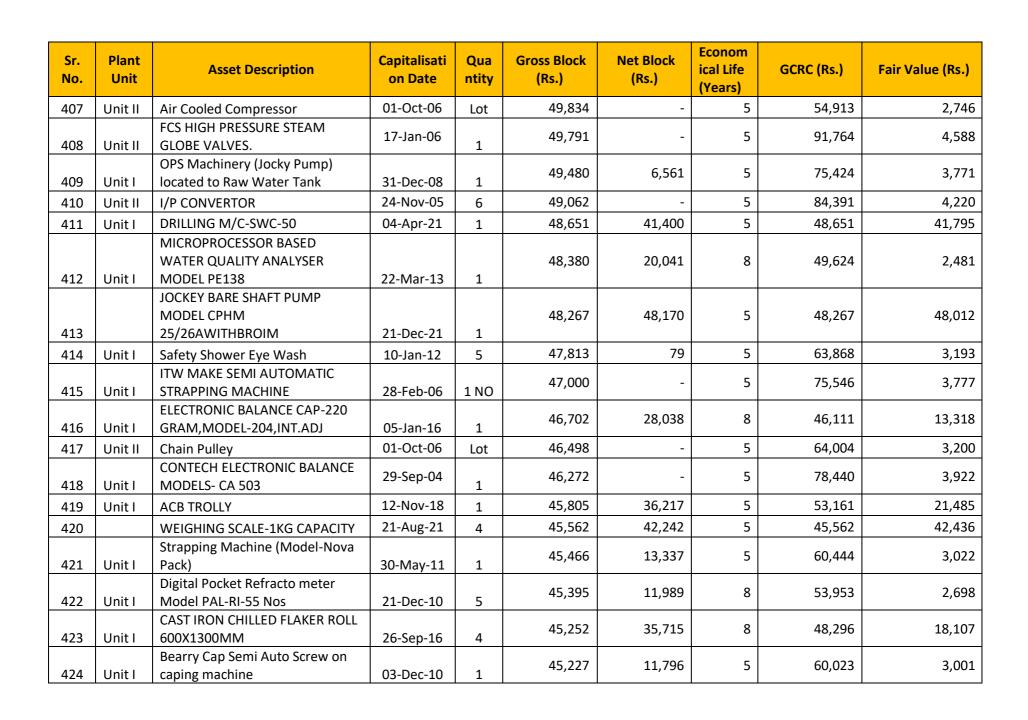


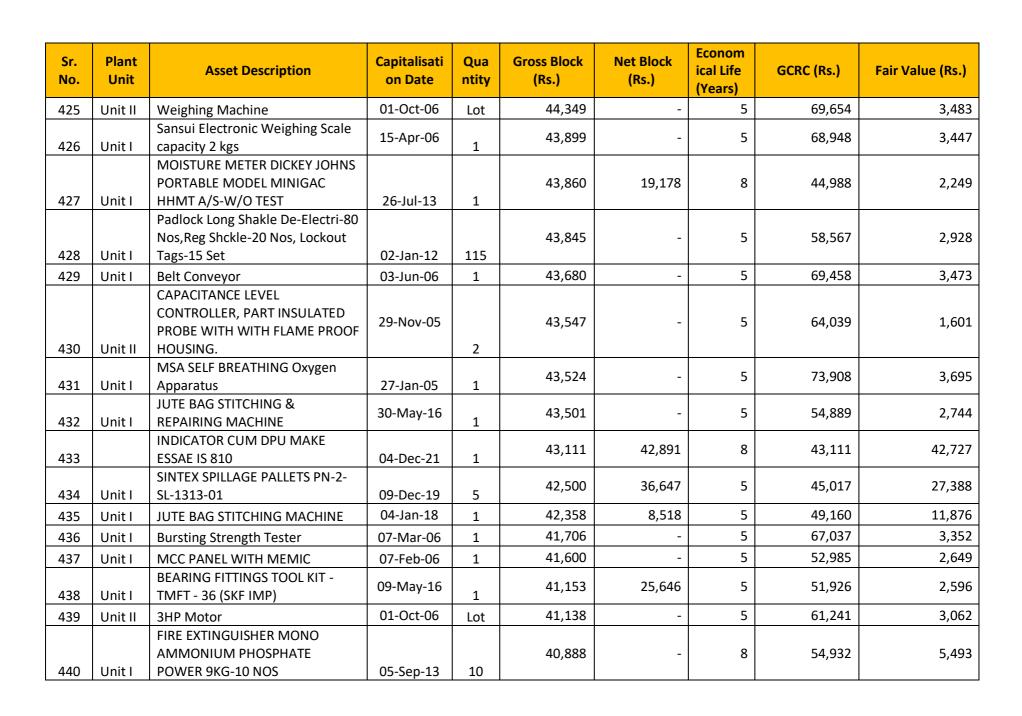


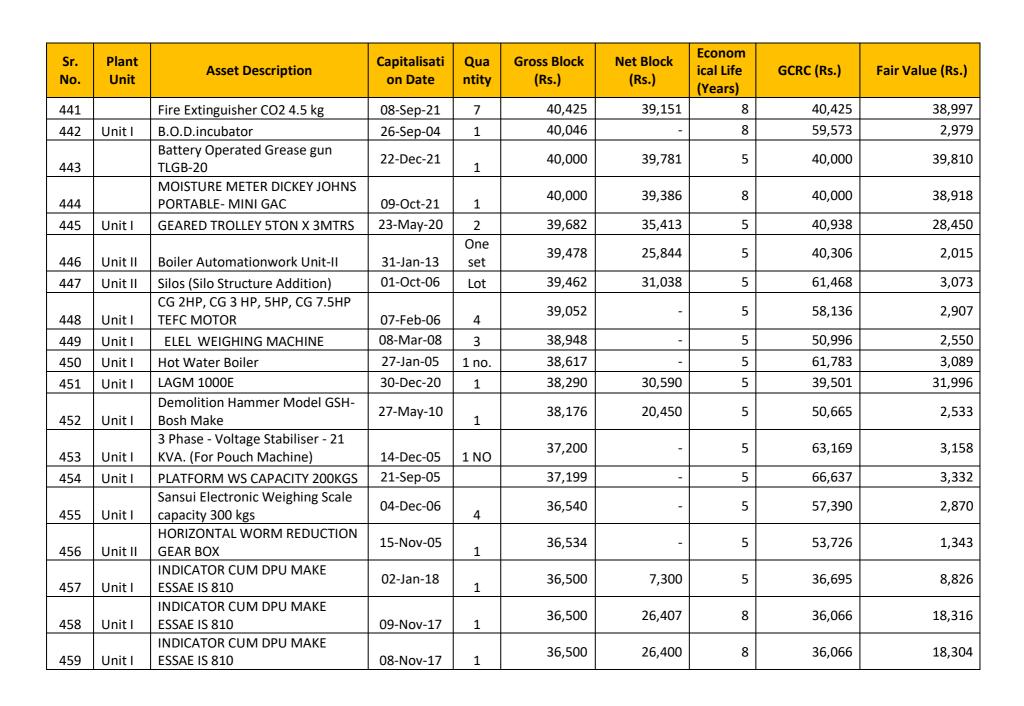


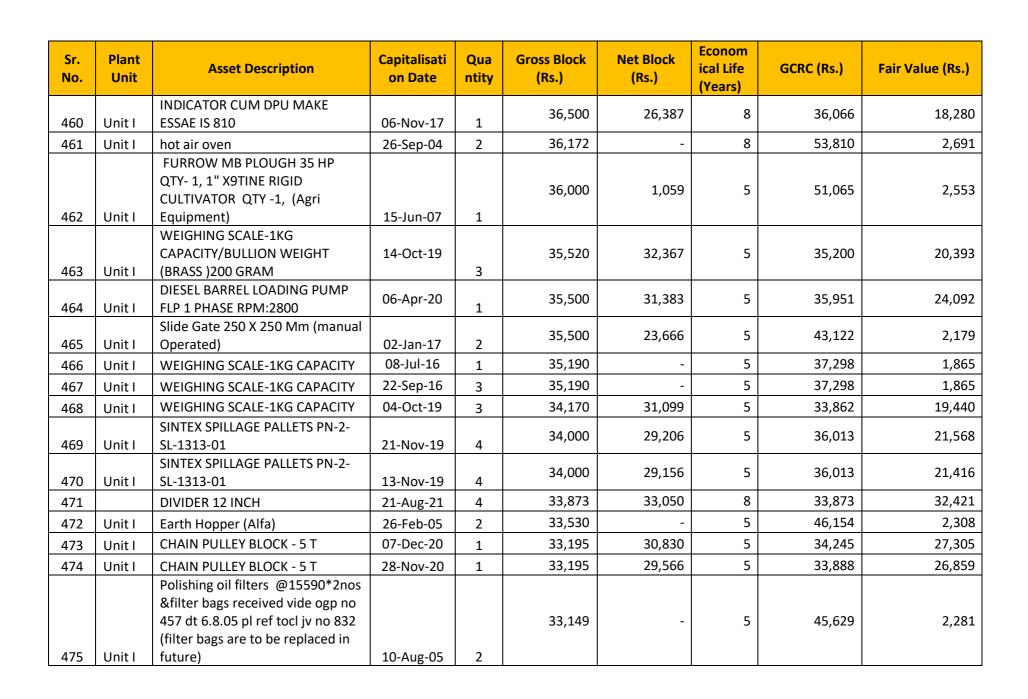


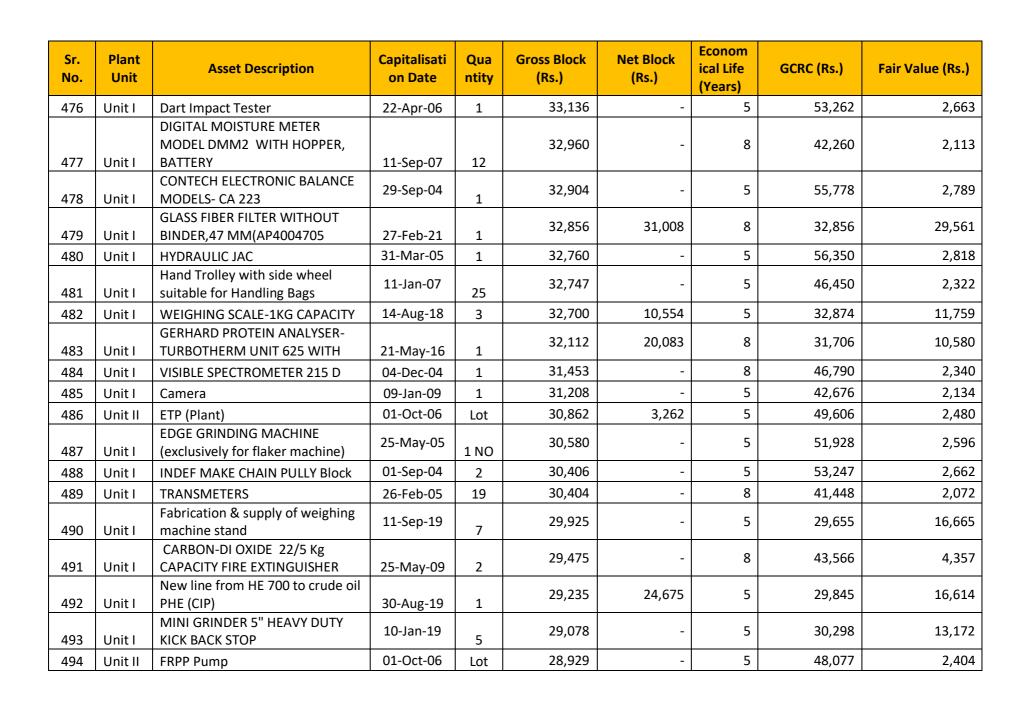


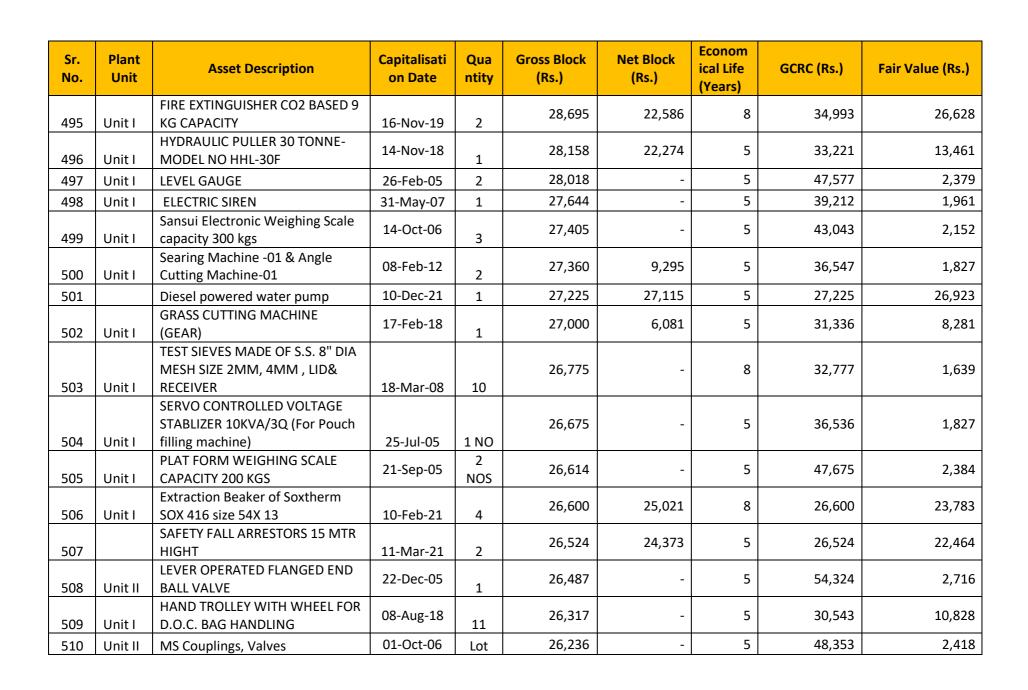


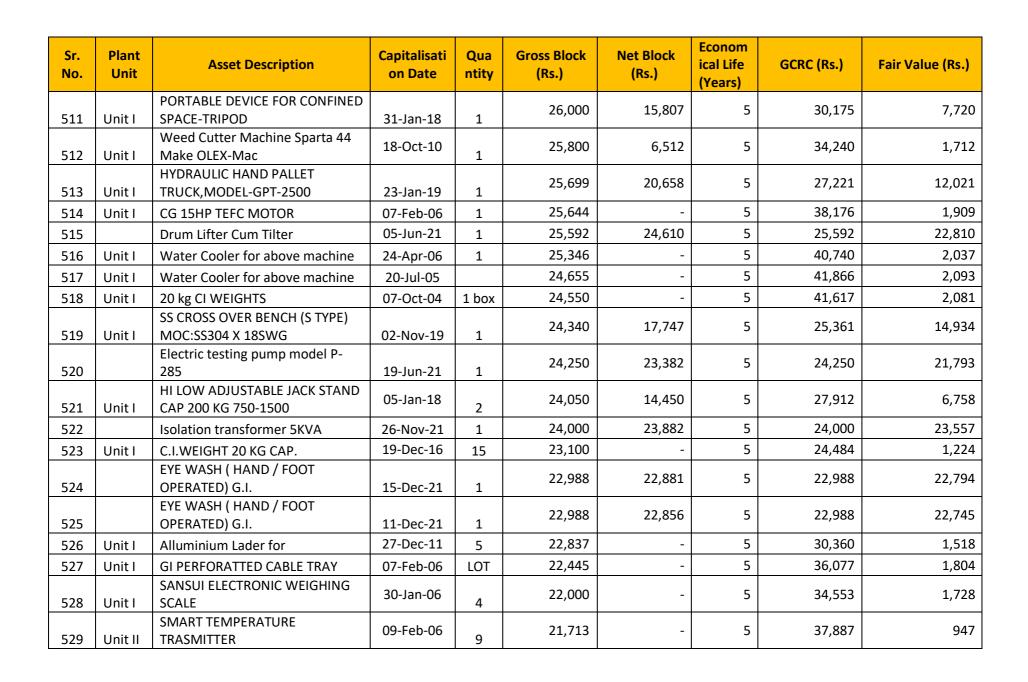


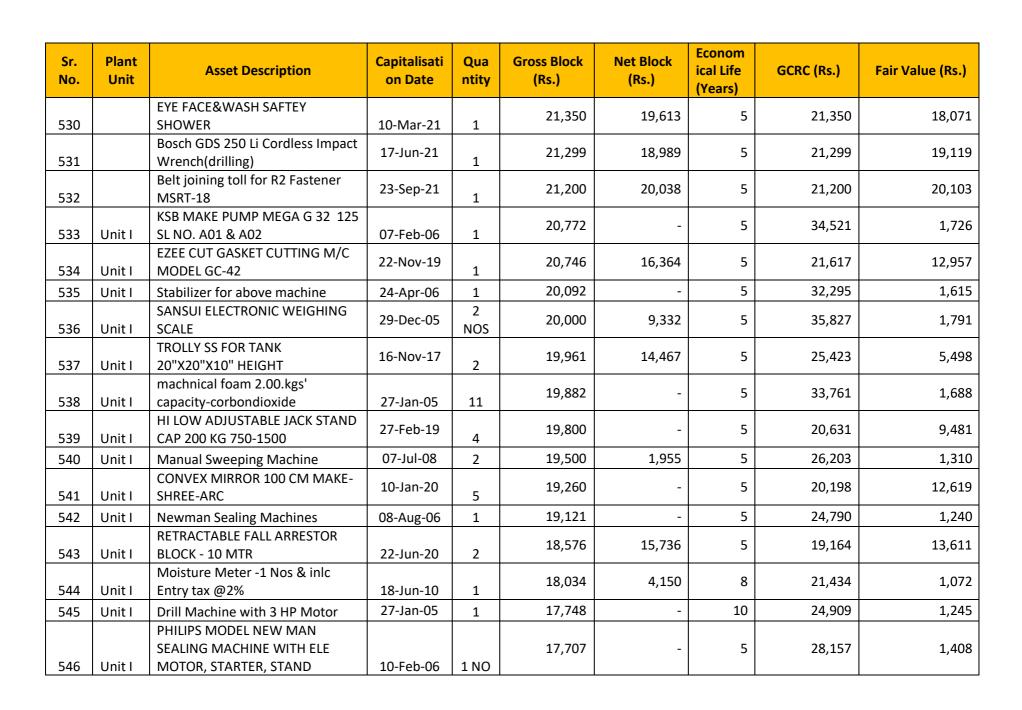


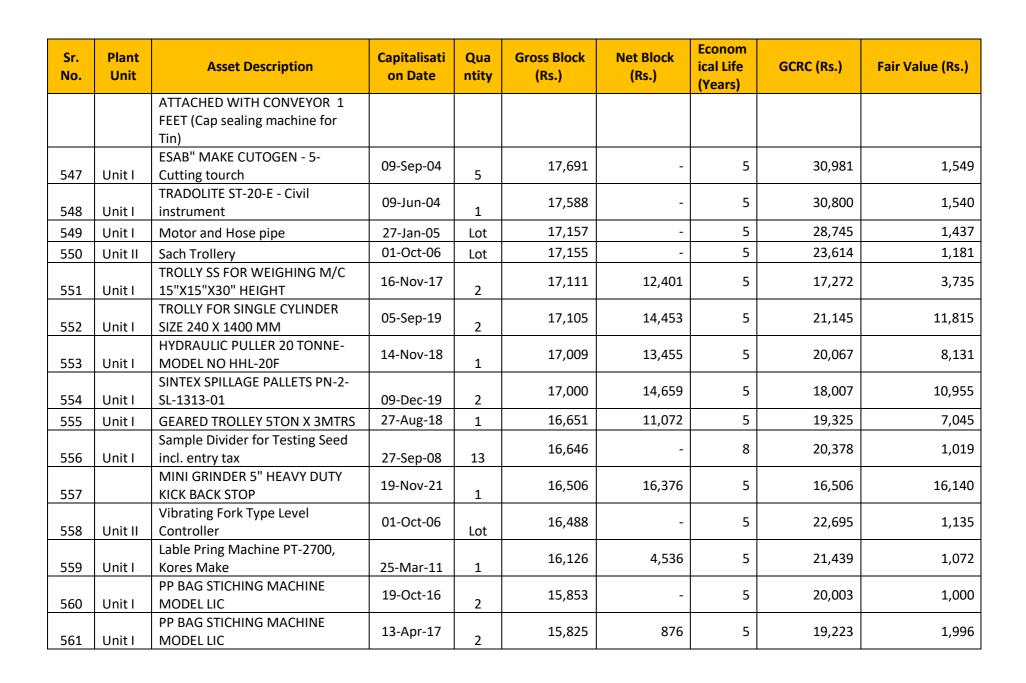


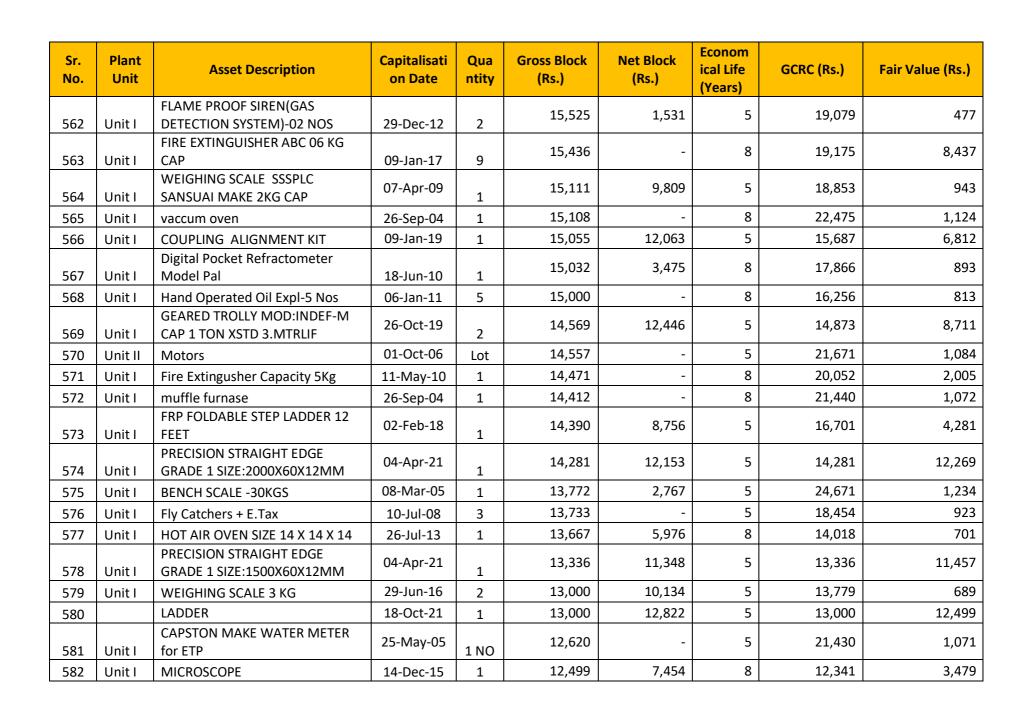




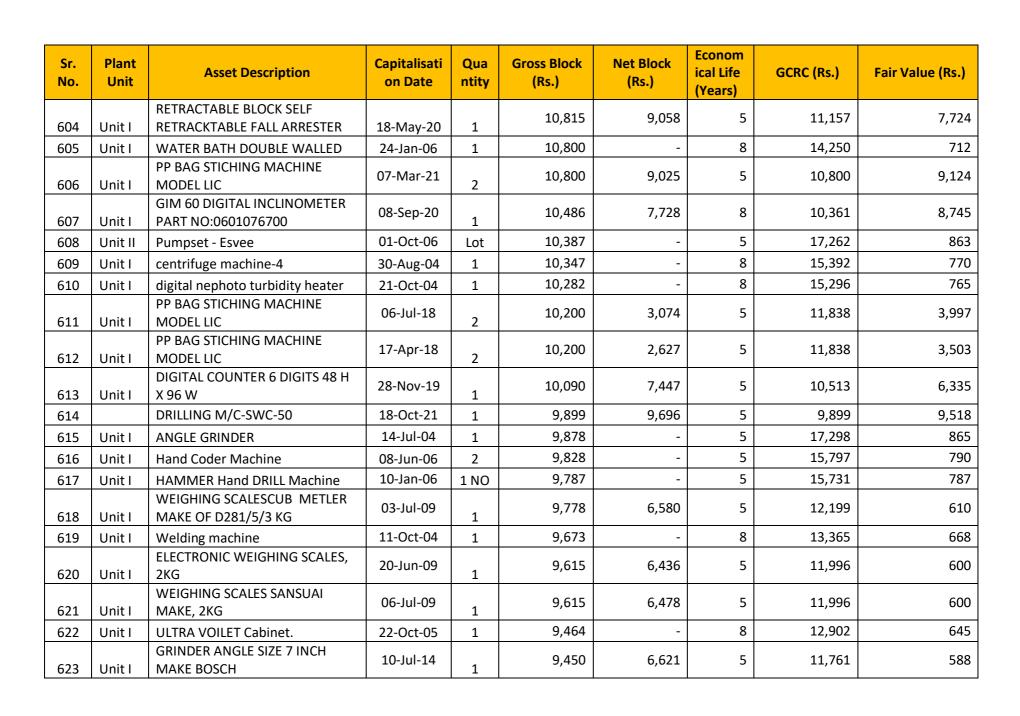


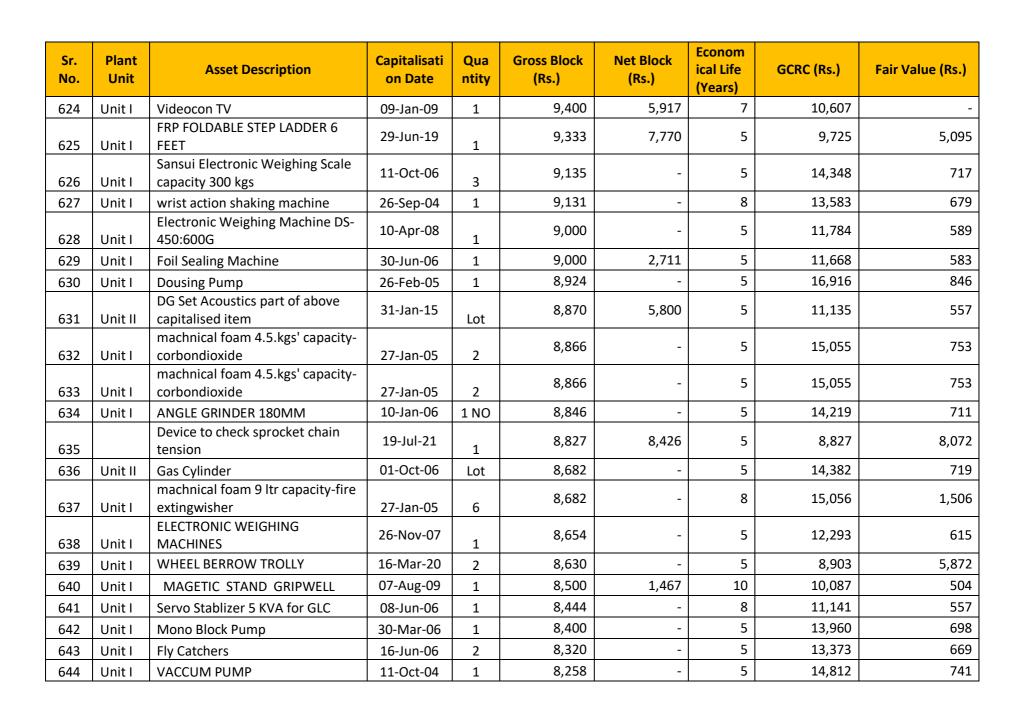


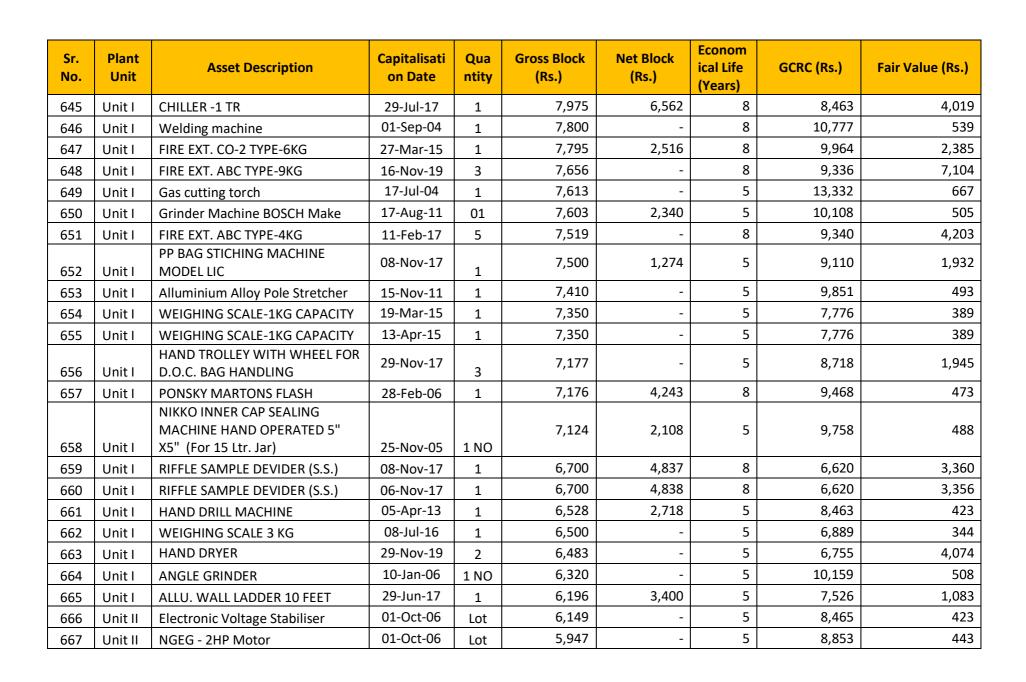


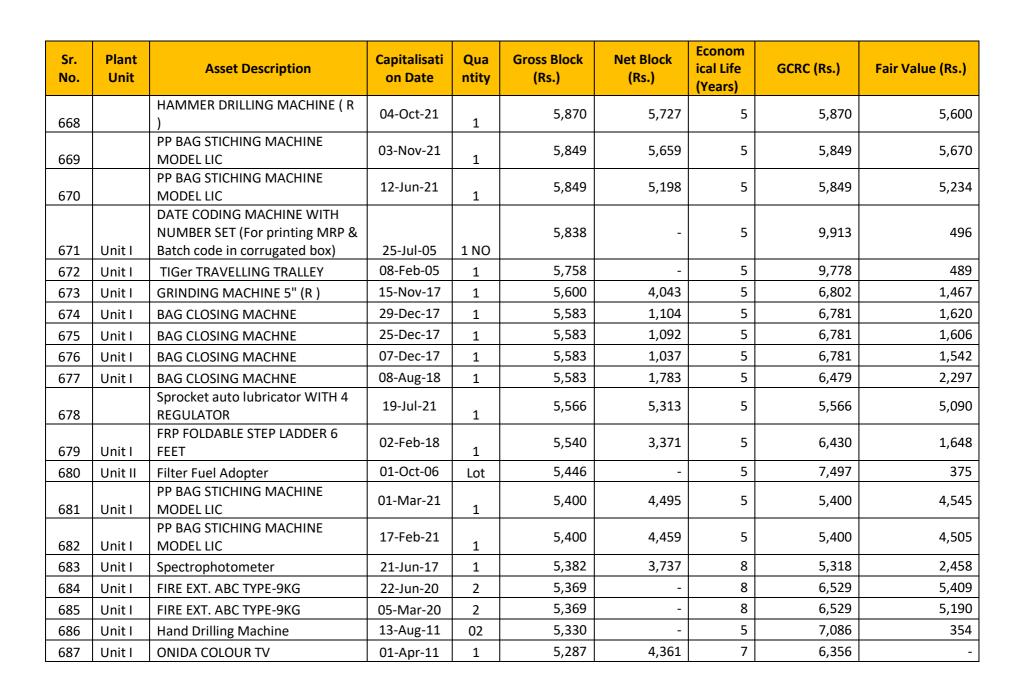


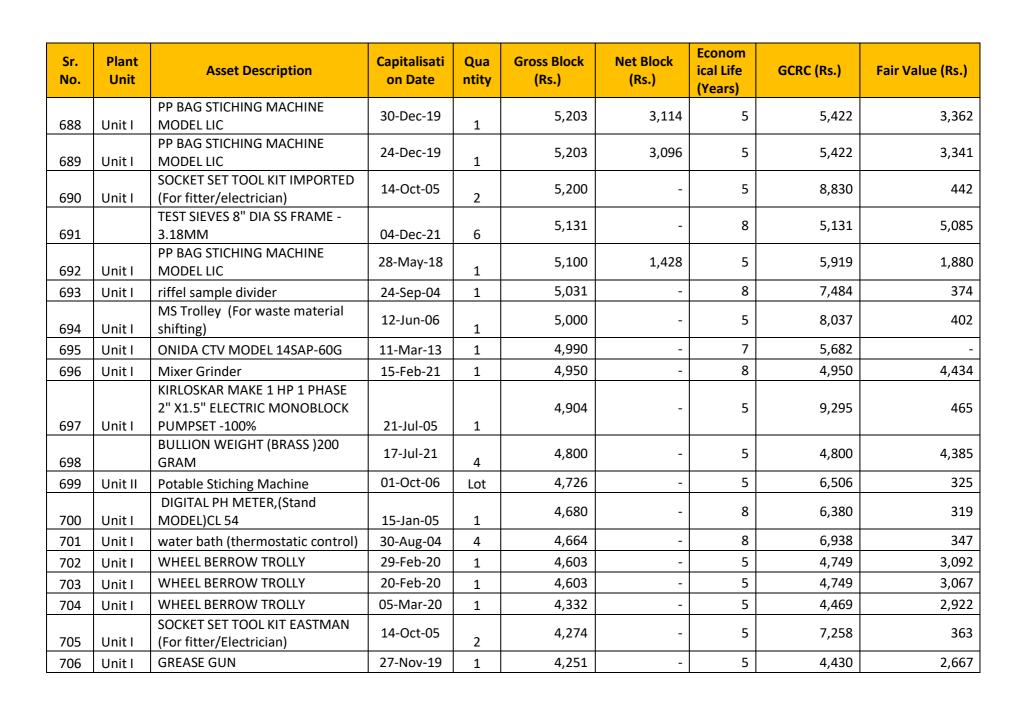


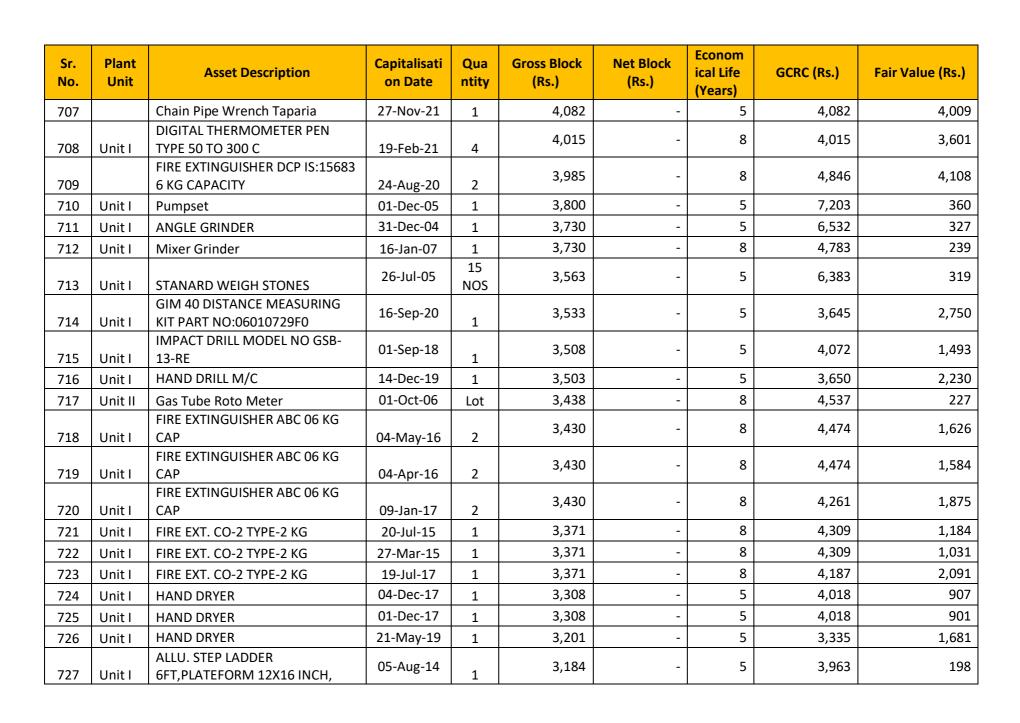


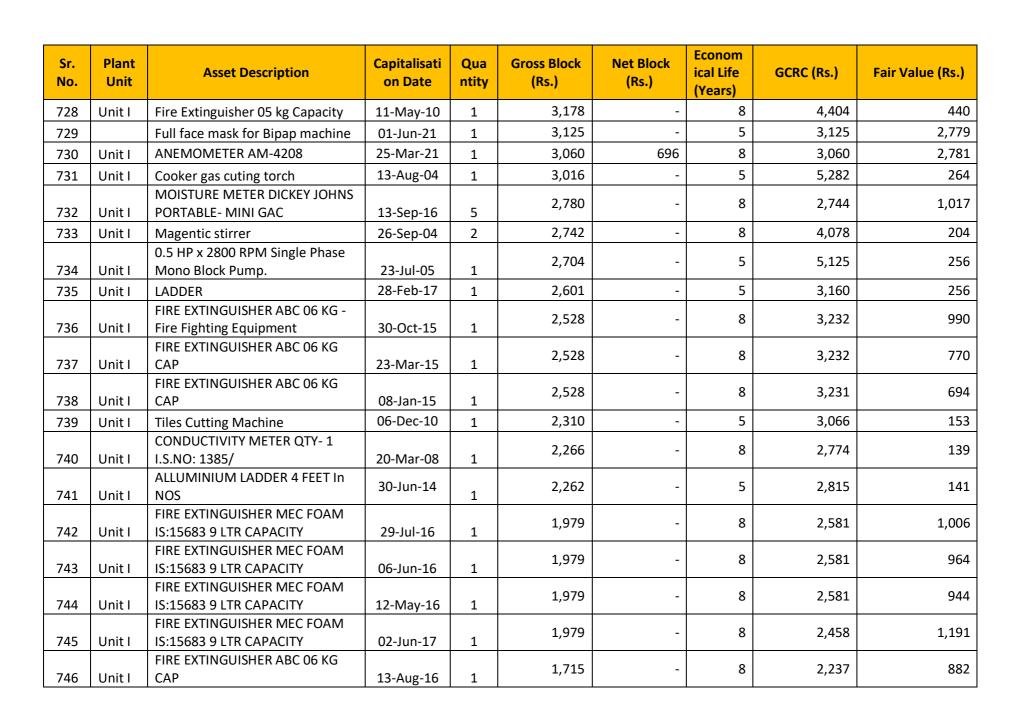












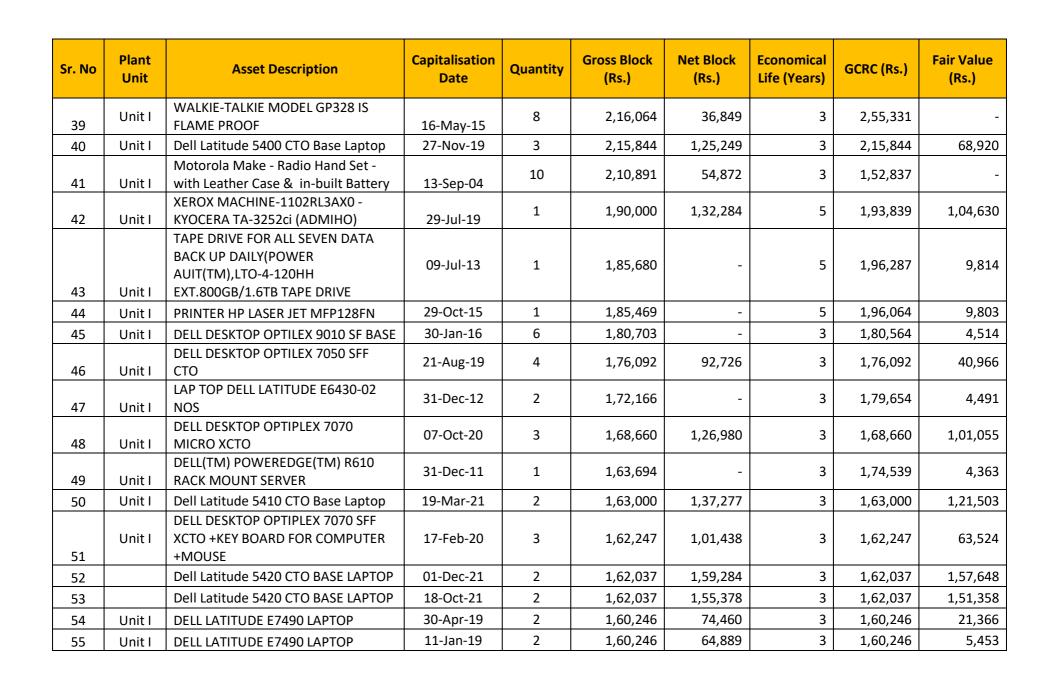


| Sr. No. | Plant Unit | Asset Description | Capitalisati on Date | Qua ntity | Gross Block (Rs.) | Net Block (Rs.) | Econom ical Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|------------|---------------|--|-------------------------|--------------|----------------------|--------------------|--------------------------|--------------|------------------|
| 747 | Unit I | FIRE EXTINGUISHER ABC 06 KG CAP | 21-Jul-16 | 1 | 1,715 | - | 8 | 2,237 | 867 |
| 748 | Unit I | FIRE EXTINGUISHER ABC 06 KG CAP | 28-May-16 | 1 | 1,715 | - | 8 | 2,237 | 830 |
| 749 | Unit I | FIRE EXTINGUISHER ABC 06 KG CAP | 12-May-16 | 1 | 1,715 | - | 8 | 2,237 | 819 |
| 750 | Unit I | FIRE EXTINGUISHER ABC 06 KG CAP | 04-Apr-16 | 1 | 1,715 | - | 8 | 2,237 | 792 |
| 751 | Unit I | POCKET TYPE HANNA , MAKE PH METER | 15-Jan-05 | 2 | 1,185 | - | 8 | 1,615 | 81 |
| 752 | Unit I | LIEFT CUM DRUM SHIFTER | 31-Dec-16 | 1 | 1,085 | - | 5 | 1,368 | 68 |
| 753 | Unit I | MICROMETER | 31-Mar-05 | 1 | 760 | - | 8 | 1,036 | 52 |
| 754 | Unit I | FLASH POINT APPRATUS(PANSKY MARTIN) | 21-May-16 | 1 | 317 | - | 8 | 313 | 104 |
| | | Total | | | 39,91,37,370 | 8,04,59,905 | 5,702 | 56,28,28,302 | 11,56,41,501 |

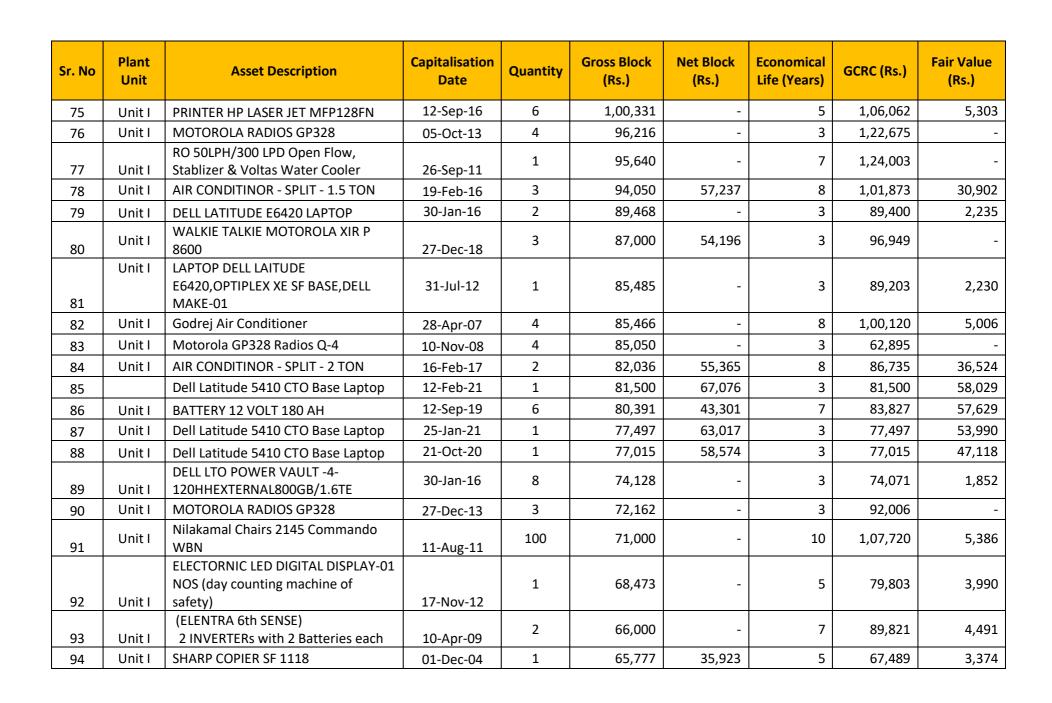
Office Equipment

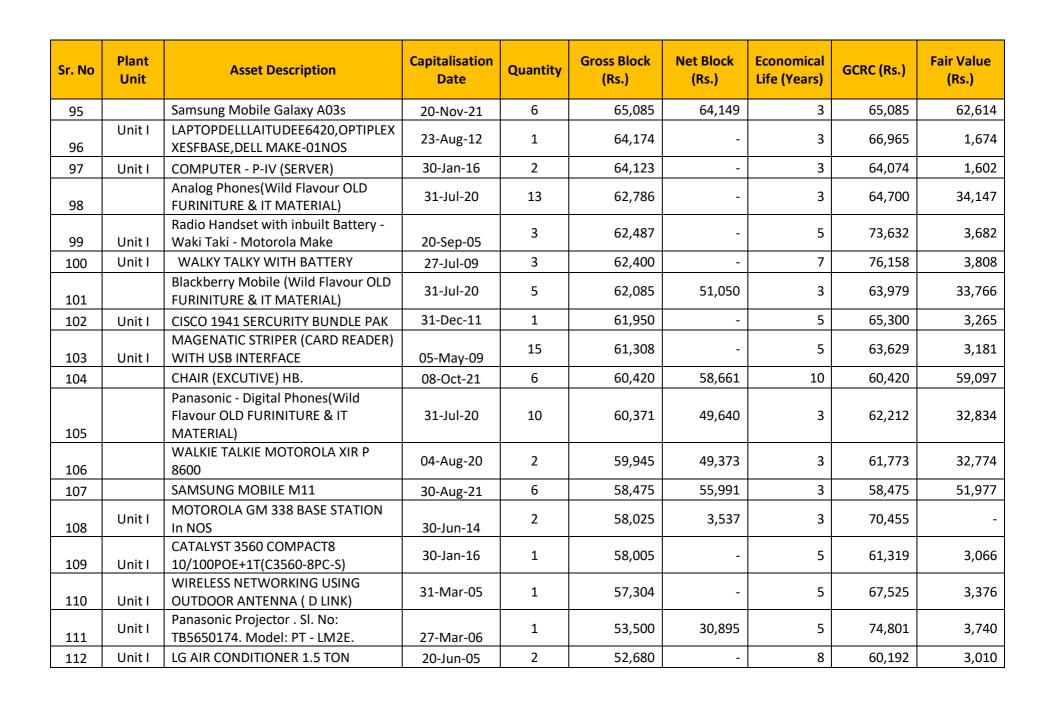
| Sr. No | Plant Unit | Asset Description | Capitalisation Date | Quantity | Gross Block (Rs.) | Net Block (Rs.) | Economical Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|--------|------------------|--|------------------------|----------|----------------------|--------------------|----------------------------|------------|---------------------|
| 1 | Unit I | Computer - CPU + Monitor + KeyBoard & TVS ONLINE UPS 1000S 60MIN BACKUP+EPSON PRINTER | 27-Jan-05 | 1 | 20,22,178 | - | 3 | 25,25,020 | 63,125 |
| 2 | Unit I | Computer - CPU + Monitor + KeyBoard WHIRPOOL ONLINE UPS 1000S 60MIN BACKUP | 26-Feb-05 | 1 | 13,68,119 | - | 3 | 17,08,320 | 42,708 |
| 3 | Unit I | Computer in SEP | 02-Oct-06 | 1 | 12,29,624 | - | 3 | 18,21,780 | 45,544 |
| 4 | Unit I | Dell Optiplex Desktops | 23-Nov-11 | 15 | 9,02,850 | - | 3 | 9,62,668 | 24,067 |
| 5 | Unit I | Dell Latitude 5400 CTO Base Laptop | 30-Nov-19 | 12 | 8,63,375 | 5,02,413 | 3 | 8,63,375 | 2,78,798 |
| 6 | Unit I | CCTV Camera | 30-Jun-14 | 8 | 7,25,298 | 44,213 | 8 | 8,11,603 | 88,769 |
| 7 | Unit I | DELL DESKTOP OPTILEX 990 SF BASE | 30-Jan-16 | 23 | 6,92,707 | - | 3 | 6,92,176 | 17,304 |
| 8 | Unit I | Dell Optiplex Desktops | 23-Nov-11 | 10 | 6,01,900 | - | 3 | 6,41,778 | 16,044 |
| 9 | l lait l | CISCO SWITCH (CATALYST 3560V2 48 10/100 POE-01,3560 COMPACT POE- 04,3560V2 24 10/100 POE-01,CISCO GE SFP LC CONNECTOR-09 NOS) | 31-Dec-11 | 6 | 5,59,991 | - | 8 | 6,20,712 | 62,071 |
| 10 | Unit I Unit I | DELL DESKTOP OPTIPLEX 7070 MICRO XCTO | 30-Nov-19 | 9 | 4,68,921 | 2,72,873 | 3 | 4,68,921 | 1,51,422 |
| 11 | Unit I | CCTV Camera - Non AFE | 30-Jul-16 | 1 | 4,25,231 | 1,36,744 | 8 | 4,78,549 | 1,70,732 |
| 12 | Unit I | LAPTOP - DELL LATITUDE E7470 | 16-Sep-17 | 5 | 4,21,550 | 59,363 | 3 | 4,21,550 | 10,539 |
| 13 | | Dell Latitude 5420 CTO BASE LAPTOP | 23-Oct-21 | 5 | 4,05,092 | 3,89,554 | 3 | 4,05,092 | 3,80,224 |
| 14 | | Dell Latitude 5420 CTO BASE LAPTOP | 22-Oct-21 | 5 | 4,05,092 | 3,89,332 | 3 | 4,05,092 | 3,79,858 |
| 15 | | Dell Latitude 5410 CTO Base Laptop | 26-Jun-21 | 5 | 3,87,485 | 3,47,356 | 3 | 3,87,485 | 3,22,770 |
| 16 | Unit I | Dell Latitude 5410 CTO Base Laptop | 15-Jan-21 | 5 | 3,87,485 | 3,12,960 | 3 | 3,87,485 | 2,66,450 |
| 17 | Unit I | DELL(TM) POWEREDGE(TM) R710 RACK MOUNT SERVER | 31-Dec-11 | 1 | 3,70,781 | - | 5 | 3,82,010 | 9,550 |
| 18 | Unit I | DELL LATITUDE E6420 LAPTOP | 25-Jan-16 | 4 | 3,38,531 | - | 3 | 3,38,271 | 8,457 |

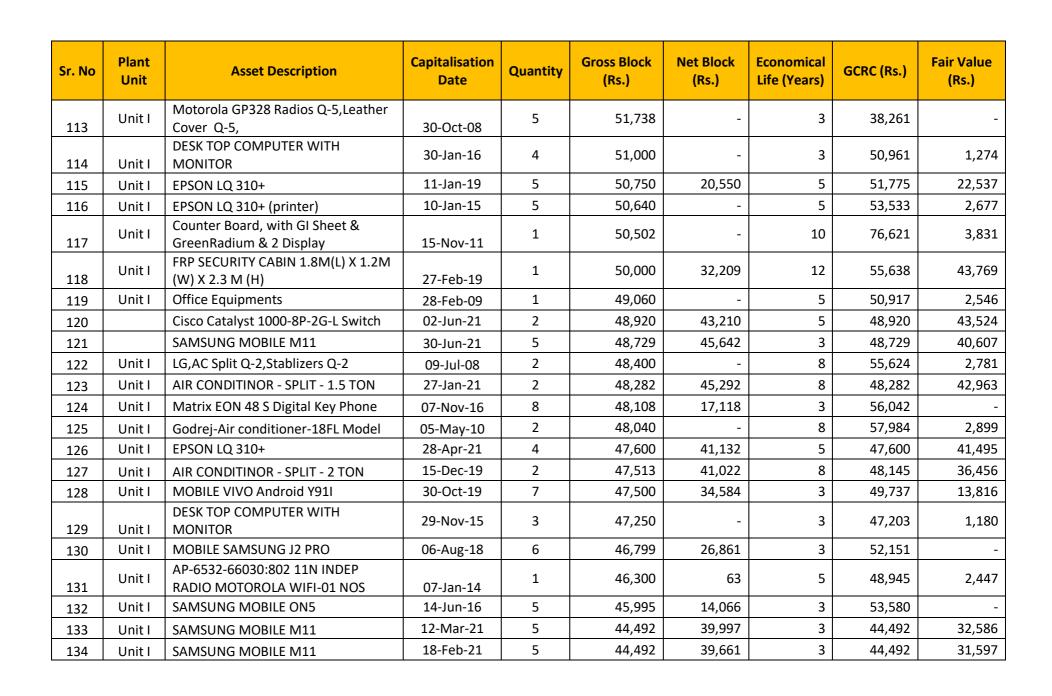
| Sr. No | Plant Unit | Asset Description | Capitalisation Date | Quantity | Gross Block (Rs.) | Net Block (Rs.) | Economical Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|--------|---------------|---|------------------------|----------|----------------------|--------------------|----------------------------|------------|---------------------|
| 19 | Unit I | Laptop Dell | 16-Mar-12 | 4 | 3,31,684 | - | 3 | 3,46,111 | 8,653 |
| 20 | | Dell Latitude 5420 CTO BASE LAPTOP | 25-Nov-21 | | 3,24,074 | 3,17,503 | 3 | 3,24,074 | 3,13,541 |
| 21 | | Dell Latitude 5420 CTO BASE LAPTOP | 13-Oct-21 | 4 | 3,24,074 | 3,09,868 | 3 | 3,24,074 | 3,01,253 |
| 22 | | Dell Latitude 5420 CTO BASE LAPTOP | 07-Oct-21 | 4 | 3,24,074 | 3,08,802 | 3 | 3,24,074 | 2,99,498 |
| 23 | Unit I | DELL DESKTOP OPTIPLEX 7070 MICRO XCTO | 30-Nov-19 | 6 | 3,12,614 | 1,81,916 | 3 | 3,12,614 | 1,00,948 |
| 24 | Unit I | DELL DESKTOP OPTIPLEX 7070 MICRO XCTO | 30-Nov-19 | 6 | 3,12,614 | 1,81,916 | 3 | 3,12,614 | 1,00,948 |
| 25 | Unit I | DELL DESKTOP OPTIPLEX 7070 MICRO XCTO | 30-Nov-19 | 6 | 3,12,614 | 1,81,916 | 3 | 3,12,614 | 1,00,948 |
| 26 | Unit I | Dell Latitude 5410 CTO Base Laptop | 23-Jan-21 | 4 | 3,09,988 | 2,51,727 | 3 | 3,09,988 | 2,15,399 |
| 27 | Unit I | DELL DESKTOP COMPUTERS PURCHASED 05nOS FOR GRAIN DIV. | 23-Sep-13 | 5 | 3,05,172 | - | 3 | 3,21,396 | 8,035 |
| 28 | Unit I | DELL DESKTOP OPTILEX 9010 SF BASE,&HP LEASER JET -(1020) &DELL DESKTOP OPTILEX 9010 SF BASE | 29-Nov-15 | 17 | 2,50,000 | - | 3 | 2,49,753 | 6,244 |
| 29 | Unit I | DELL LATITUDE E6420 LAPTOP | 05-Jan-16 | 3 | 2,47,429 | - | 3 | 2,47,239 | 6,181 |
| 30 | | Dell Latitude 5420 CTO BASE LAPTOP | 28-Oct-21 | 3 | 2,43,055 | 2,34,398 | 3 | 2,43,055 | 2,29,231 |
| 31 | Unit I | DELL LATITUDE E7490 LAPTOP | 30-May-19 | 3 | 2,40,369 | 1,15,641 | 3 | 2,40,369 | 38,559 |
| 32 | Unit I | DELL LATITUDE E7490 LAPTOP | 27-May-19 | 3 | 2,40,369 | 1,15,245 | 3 | 2,40,369 | 37,691 |
| 33 | Unit I | DELL DESKTOP COMPUTERS PURCHASED 05nOS | 07-Sep-13 | 5 | 2,39,028 | - | 3 | 2,51,736 | 6,293 |
| 34 | Unit I | Dell Latitude 5410 CTO Base Laptop | 16-Jan-21 | 3 | 2,32,491 | 1,87,904 | 3 | 2,32,491 | 1,60,080 |
| 35 | | Dell Latitude 5400 CTO Base Laptop (1026) | 30-Jul-20 | 3 | 2,27,430 | 1,62,628 | 3 | 2,27,430 | 1,22,717 |
| 36 | Unit I | Dell Latitude 5400 CTO Base Laptop | 27-Jun-20 | 3 | 2,27,430 | 1,58,516 | 3 | 2,27,430 | 1,15,737 |
| 37 | Unit I | Dell Latitude 5400 CTO Base Laptop | 31-May-20 | 3 | 2,22,120 | 1,51,528 | 3 | 2,22,120 | 1,07,821 |
| 38 | Unit I | DELL DESKTOP OPTILEX 9010 SF BASE | 29-Nov-15 | 14 | 2,20,501 | - | 3 | 2,20,283 | 5,507 |

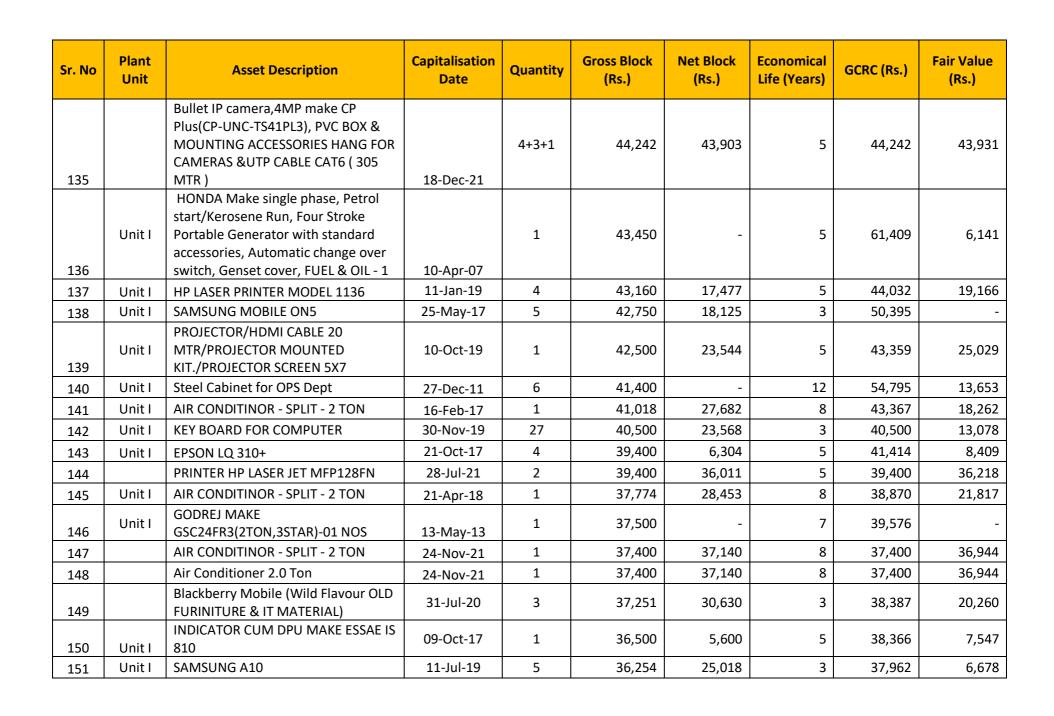


| Sr. No | Plant Unit | Asset Description | Capitalisation Date | Quantity | Gross Block (Rs.) | Net Block (Rs.) | Economical Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|--------|---------------|--|------------------------|----------|----------------------|--------------------|----------------------------|------------|---------------------|
| 56 | Unit I | Digital IP EPABX System Eternity GE 12S AC | 07-Nov-16 | 1 | 1,55,085 | 55,183 | 8 | 1,74,530 | 67,794 |
| 57 | Unit I | Dell Latitude 5410 CTO Base Laptop | 23-Mar-21 | 2 | 1,54,994 | 1,30,874 | 3 | 1,54,994 | 1,16,095 |
| 58 | | Dell Latitude 5410 CTO Base Laptop | 09-Feb-21 | 2 | 1,54,994 | 1,27,307 | 3 | 1,54,994 | 1,09,938 |
| 59 | Unit I | Intercom - Base Station - Wiring - Tel. Instruments: (EPBAX System) | 04-Oct-05 | 1 | 1,53,333 | - | 3 | 1,06,997 | - |
| 60 | Unit I | Dell Latitude 5410 CTO Base Laptop | 31-Mar-21 | 2 | 1,53,307 | 1,30,122 | 3 | 1,53,307 | 1,15,938 |
| 61 | Unit I | Dell Latitude 5400 CTO Base Laptop | 04-Aug-20 | 2 | 1,51,620 | 1,08,834 | 3 | 1,51,620 | 82,222 |
| 62 | | Dell Latitude 5400 CTO Base Laptop (965.TAG NO:4MOQ253 BK0Q253) | 24-Jul-20 | 2 | 1,51,620 | 1,07,920 | 3 | 1,51,620 | 80,853 |
| 63 | Unit I | 48 PORT CISCO SWITCH | 30-Dec-15 | 2 | 1,45,590 | - | 8 | 1,48,661 | 48,315 |
| 64 | | Blackberry Mobile (Wild Flavour OLD FURINITURE & IT MATERIAL) | 31-Jul-20 | 11 | 1,36,588 | 1,12,310 | 3 | 1,40,753 | 74,286 |
| 65 | Unit I | DELL DESKTOP OPTILEX 7050 SFF CTO | 29-Jun-19 | 3 | 1,30,446 | 64,901 | 3 | 1,30,446 | 24,223 |
| 66 | Unit I | COMPUTER DESKTOP DELL OPTIPLEX TM XE SF BASE-02 NOS | 23-Jul-12 | 2 | 1,27,002 | - | 3 | 1,32,526 | 3,313 |
| 67 | Unit I | DELL DESKTOP OPTIPLEX 7070 SFF XCTO | 30-Jun-20 | 2 | 1,18,242 | 82,608 | 3 | 1,18,242 | 60,599 |
| 68 | Unit I | DELL DESKTOP OPTIPLEX 7070 SFF XCTO | 18-Jun-20 | 2 | 1,18,242 | 81,830 | 3 | 1,18,242 | 59,211 |
| 69 | Unit I | UPS WITH BATTERY 10 KVA | 30-Dec-15 | 1 | 1,15,079 | 45,906 | 5 | 1,21,654 | 6,083 |
| 70 | Unit I | LIFE- LINE AED DEFIBRALLATOR PACK ,MODEL-DCF E100 | 13-Jul-18 | 1 | 1,14,240 | 64,632 | 5 | 1,18,620 | 40,489 |
| 71 | Unit I | EXIDE MAKE BATTERY | 30-Dec-15 | 16 | 1,10,836 | _ | 7 | 1,20,041 | 22,293 |
| 72 | | BATTERY 12 VOLT 180 AH | 21-Aug-21 | 8 | 1,06,248 | 98,505 | 7 | 1,06,248 | 1,01,041 |
| 73 | Unit I | Wireless System - Base Station - & Antina. | 13-Sep-04 | 1 | 1,02,752 | - | 5 | 1,05,426 | 5,271 |
| 74 | Unit I | Motorola GP 328,radio with adaptor & antenna | 15-Nov-10 | 4 | 1,00,380 | - | 3 | 1,25,649 | - |



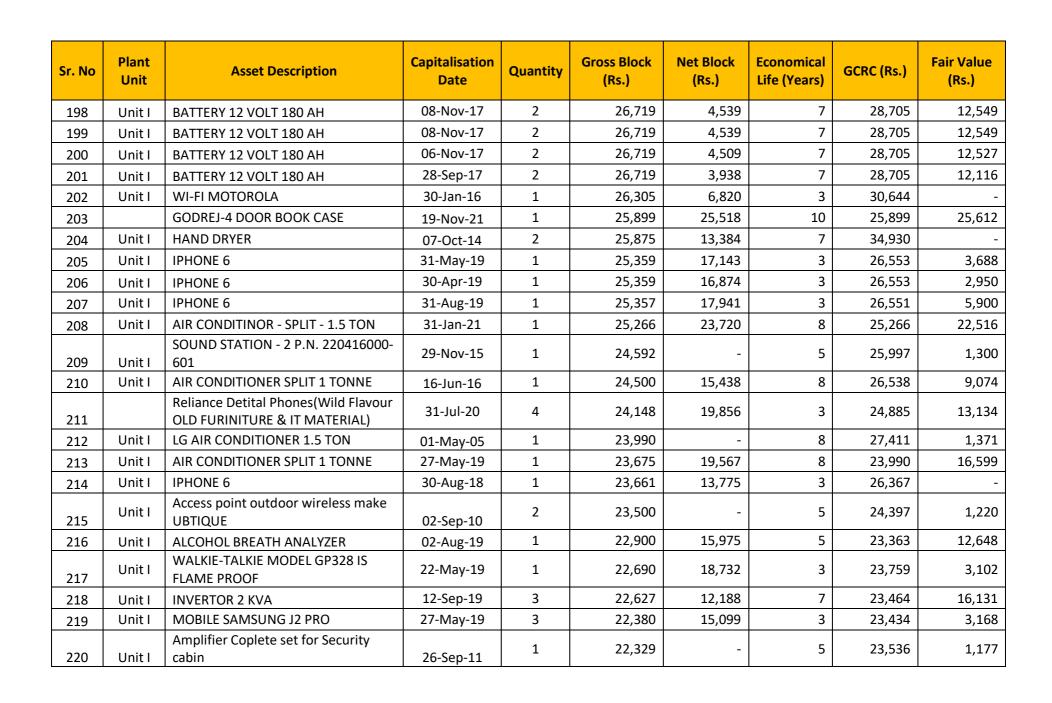


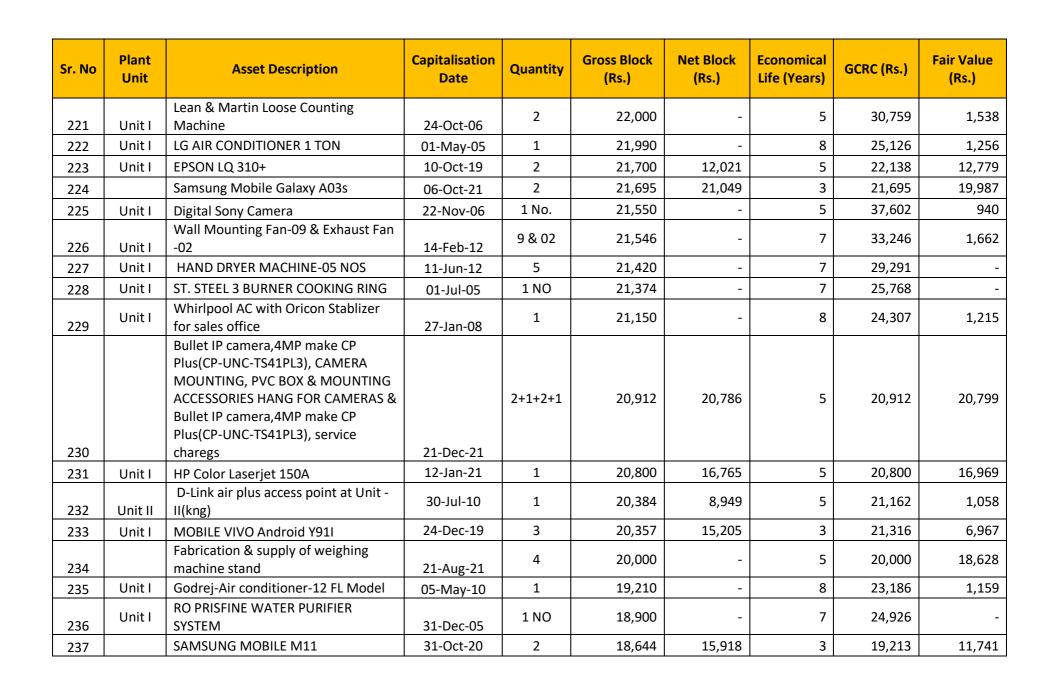


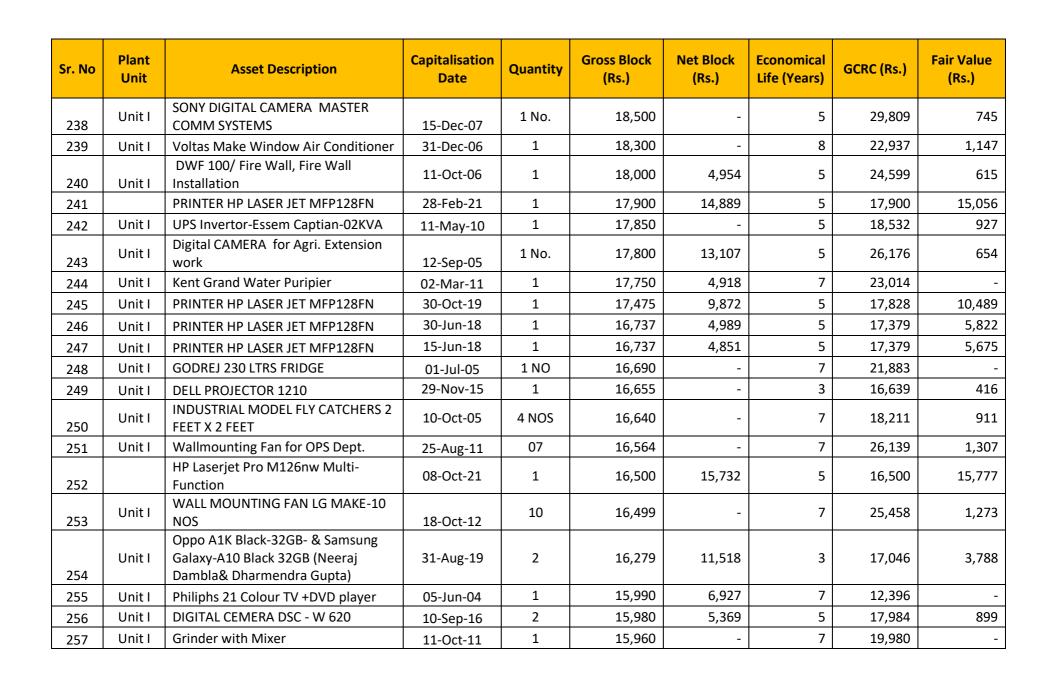


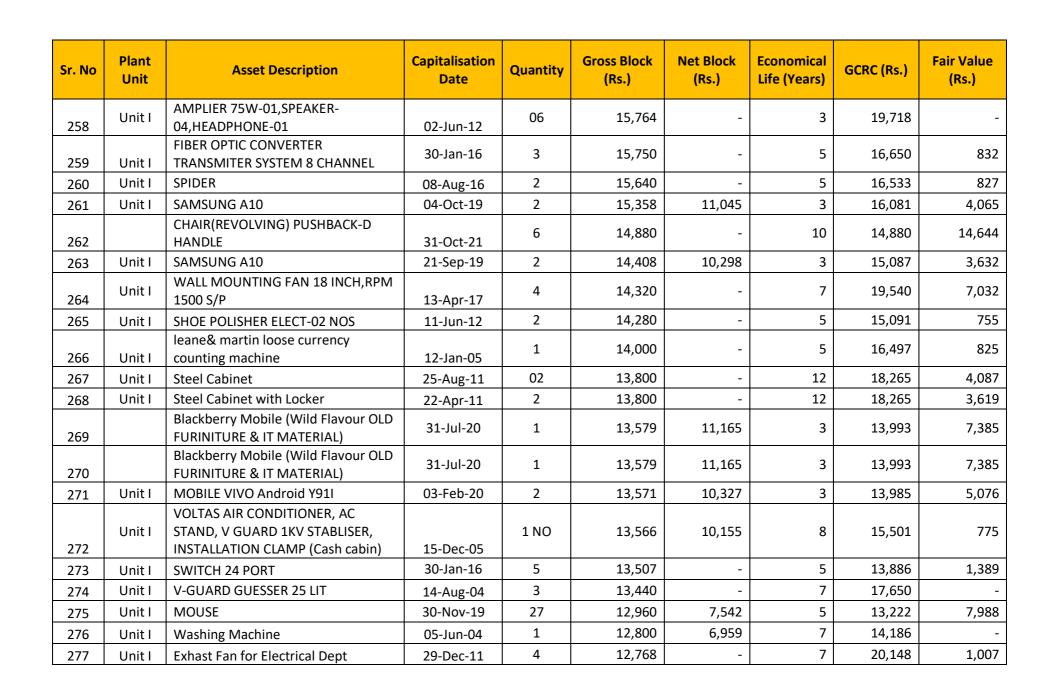
| Sr. No | Plant Unit | Asset Description | Capitalisation Date | Quantity | Gross Block (Rs.) | Net Block (Rs.) | Economical Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|--------|---------------|---|------------------------|----------|----------------------|--------------------|----------------------------|------------|---------------------|
| 152 | Unit I | SAMSUNG MOBILE M11 | 26-Feb-21 | 4 | 35,932 | 32,130 | 3 | 35,932 | 25,785 |
| 153 | Unit I | WI-FI MOTOROLA | 30-Jan-16 | 1 | 35,611 | 9,232 | 3 | 41,484 | - |
| 154 | Unit I | MOBILE VIVO Android Y91I | 12-Jun-20 | 5 | 35,593 | 28,670 | 3 | 36,679 | 17,694 |
| 155 | | SAMSUNG MOBILE M11 | 11-Jan-21 | 4 | 35,593 | 31,266 | 3 | 35,593 | 24,058 |
| 156 | Unit I | AIR CONDITINOR - SPLIT - 2 TON | 30-May-19 | 1 | 35,094 | 29,024 | 8 | 35,561 | 24,652 |
| 157 | Unit I | PRINTER HP LASER JET MFP128FN | 10-Oct-19 | 2 | 34,950 | 19,361 | 5 | 35,656 | 20,583 |
| 158 | Unit I | PRINTER HP LASER JET MFP128FN | 30-Aug-19 | 2 | 34,950 | 18,576 | 5 | 35,656 | 19,849 |
| 159 | Unit I | MOBILE CELL PHONE LOCKER | 02-Jan-16 | 1 | 34,923 | 8,719 | 3 | 40,682 | - |
| 160 | | PRI MODEM PAIR | 30-Jun-21 | 1 | 34,500 | 31,003 | 5 | 34,500 | 31,223 |
| 161 | Unit I | WALL MOUNTING FAN 16 INC | 05-Apr-16 | 16 | 34,354 | - | 7 | 48,694 | 10,769 |
| 162 | Unit I | Motorola GP 328 Walkie Talkie | 30-Mar-07 | 5 | 34,320 | - | 3 | 26,910 | - |
| 163 | Unit I | PROJECTOR VIEW SONIC 5226 | 13-Jun-13 | 1 | 34,288 | - | 5 | 36,247 | 1,812 |
| 164 | | Blackberry Mobile (Wild Flavour OLD FURINITURE & IT MATERIAL) | 31-Jul-20 | 4 | 34,208 | 28,128 | 3 | 35,252 | 18,605 |
| 165 | | HP Laserjet Pro M126nw Multi- Function | 28-Jul-21 | 2 | 33,800 | 30,892 | 5 | 33,800 | 31,071 |
| 166 | | Iphone SE | 30-Sep-20 | 1 | 33,390 | 28,153 | 3 | 34,408 | 20,071 |
| 167 | Unit I | AIR CONDITINOR - SPLIT - 1.5 TON | 22-Jun-17 | 1 | 33,174 | 23,152 | 8 | 35,075 | 16,227 |
| 168 | Unit I | MOBILE VIVO Android Y91I | 20-Mar-20 | 5 | 33,036 | 25,659 | 3 | 34,043 | 13,838 |
| 169 | Unit I | AIR CONDITINOR - SPLIT - 2 TON | 27-Feb-19 | 1 | 32,958 | 26,703 | 8 | 33,396 | 22,116 |
| 170 | Unit I | SAMSUNG MOBILE J2 PRO | 31-Dec-18 | 5 | 32,590 | 20,346 | 3 | 36,317 | - |
| 171 | Unit I | Voltas Air Conditioner (Elite Make 2tonne) | 05-May-11 | 1 | 32,510 | 9,388 | 8 | 39,861 | 1,993 |
| 172 | Unit I | INTERNET MODEM | 07-Nov-16 | 7 | 31,914 | - | 5 | 33,737 | 1,687 |
| 173 | Unit I | SPIDER | 05-Aug-16 | 4 | 31,280 | - | 5 | 33,067 | 1,653 |
| 174 | Unit I | Voltas Air Conditioner | 06-Apr-11 | 1 | 30,884 | 8,755 | 8 | 37,868 | 1,893 |
| 175 | Unit I | EPSON LQ 310+ | 24-Aug-16 | 3 | 30,859 | - | 5 | 32,622 | 1,631 |
| 176 | Unit I | EPSON LQ 310+ | 15-Oct-16 | 3 | 30,859 | - | 5 | 32,622 | 1,631 |

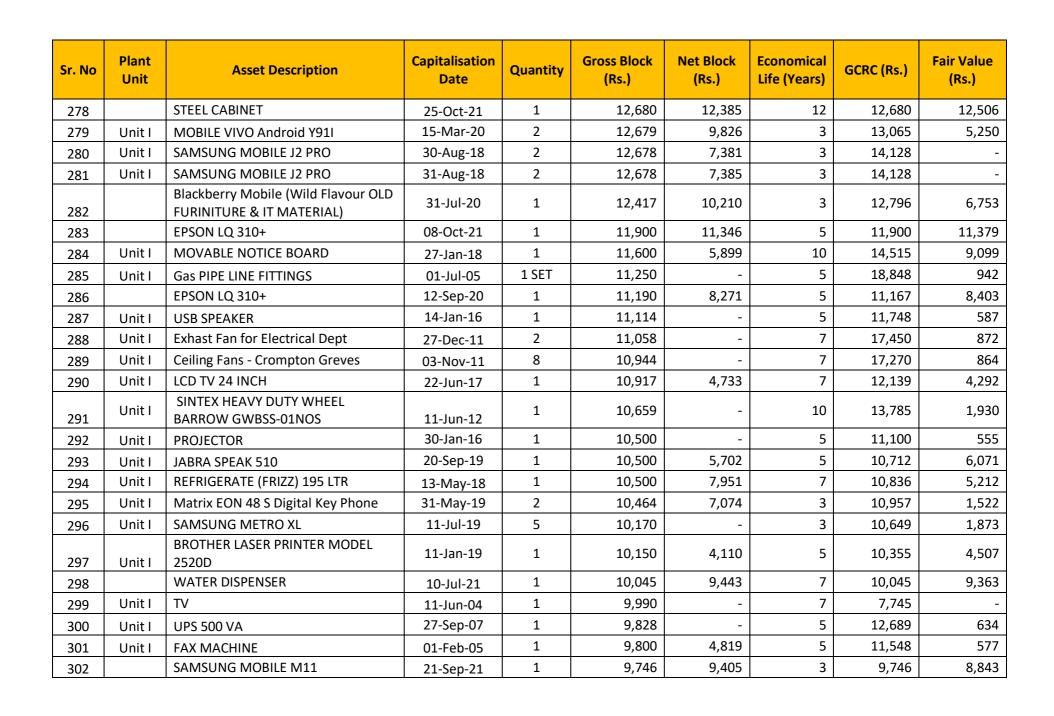
| Sr. No | Plant Unit | Asset Description | Capitalisation Date | Quantity | Gross Block (Rs.) | Net Block (Rs.) | Economical Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|--------|---------------|--------------------------------------|------------------------|----------|----------------------|--------------------|----------------------------|------------|---------------------|
| 177 | Unit I | Samsung Galaxy Core 2 | 06-Feb-17 | 4 | 30,360 | 11,749 | 3 | 35,789 | - |
| 178 | | WALKIE TALKIE MOTOROLA XIR P 8600 | 05-Aug-20 | 1 | 29,973 | 24,697 | 3 | 30,887 | 16,416 |
| 179 | Unit I | WALKIE TALKIE MOTOROLA XIR P 8600 | 07-Jan-21 | 1 | 29,973 | 28,007 | 3 | 29,973 | 20,148 |
| 180 | Unit I | WALKIE TALKIE MOTOROLA XIR P 8600 | 05-Jan-21 | 1 | 29,973 | 27,996 | 3 | 29,973 | 20,093 |
| 181 | | INVERTOR 2 KVA | 21-Aug-21 | 4 | 29,832 | 27,658 | 7 | 29,832 | 28,370 |
| 182 | Unit I | 3D Camera 5300 Cell | 13-Oct-06 | 1 No. | 29,640 | 16,962 | 5 | 51,718 | 1,293 |
| 183 | | TABLE | 21-Aug-21 | 8 | 29,033 | - | 10 | 29,033 | 28,037 |
| 184 | Unit I | SPIRAL SEPERATOR (500KG/Hrs) | 16-Dec-16 | 1 | 29,020 | 10,714 | 5 | 30,678 | 1,534 |
| 185 | Unit I | WALKIE TALKIE MOTOROLA XIR P 8600 | 21-Dec-18 | 1 | 29,000 | 18,006 | 3 | 32,316 | - |
| 186 | Unit I | WALKIE TALKIE MOTOROLA XIR P 8600 | 18-Dec-18 | 1 | 29,000 | 17,976 | 3 | 32,316 | - |
| 187 | Unit I | WALKIE TALKIE MOTOROLA XIR P 8600 | 22-Jul-19 | 1 | 29,000 | 20,121 | 3 | 30,366 | 5,651 |
| 188 | Unit I | WALKIE TALKIE MOTOROLA XIR P 8600 | 20-Jul-19 | 1 | 29,000 | 20,101 | 3 | 30,366 | 5,595 |
| 189 | Unit I | EPSON LQ 310+ | 29-Nov-15 | 4 | 28,556 | - | 5 | 30,187 | 1,509 |
| 190 | Unit I | EPSON LQ 310+ | 11-Dec-15 | 3 | 28,485 | - | 5 | 30,112 | 1,506 |
| 191 | Unit I | AIR CONDITIONER SPLIT TYPE | 07-Nov-09 | 1 | 28,350 | - | 8 | 34,281 | 1,714 |
| 192 | | SAMSUNG MOBILE M11 | 07-Oct-20 | 3 | 28,200 | 23,844 | 3 | 29,060 | 17,113 |
| 193 | Unit I | SWITCH 24 PORT | 30-Jan-16 | 1 | 28,183 | - | 5 | 28,972 | 2,897 |
| 194 | Unit I | LG AIR CONDITIONER (Director's room) | 30-Apr-05 | 1 NO | 27,340 | 15,465 | 8 | 31,239 | 1,562 |
| 195 | Unit I | HP LASER JET 1005 PRINTER | 18-Nov-17 | 2 | 26,800 | 4,699 | 5 | 28,170 | 6,122 |
| 196 | Unit I | BATTERY 12 VOLT 180 AH | 14-Nov-17 | 2 | 26,719 | 4,626 | 7 | 28,705 | 12,614 |
| 197 | Unit I | BATTERY 12 VOLT 180 AH | 09-Nov-17 | 2 | 26,719 | 4,553 | 7 | 28,705 | 12,560 |

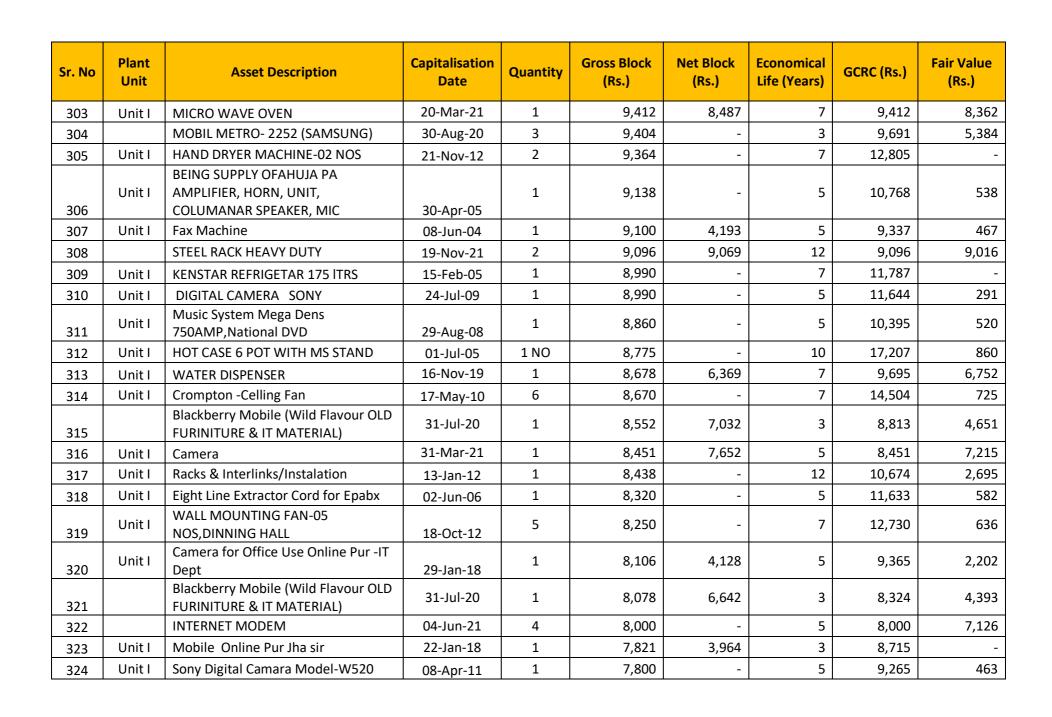


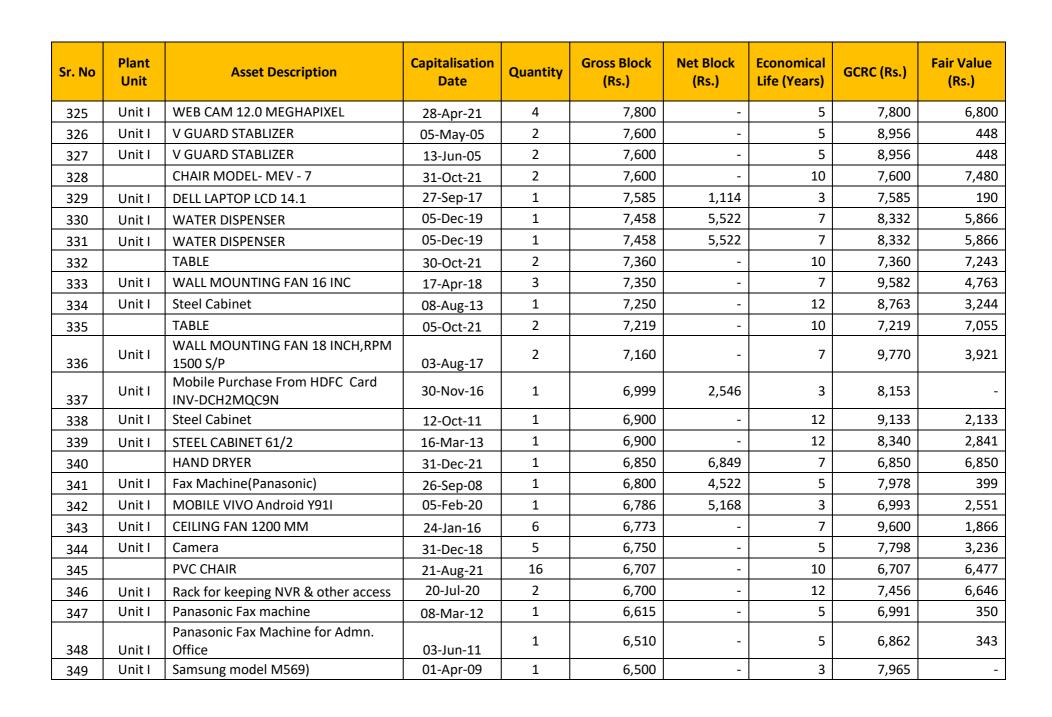


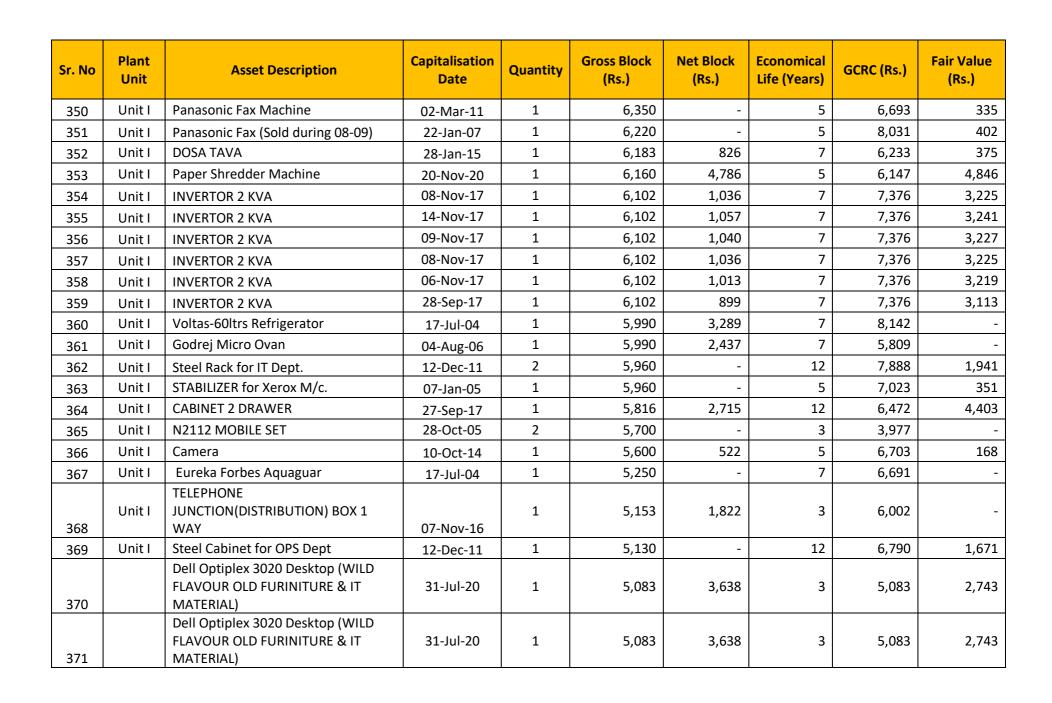


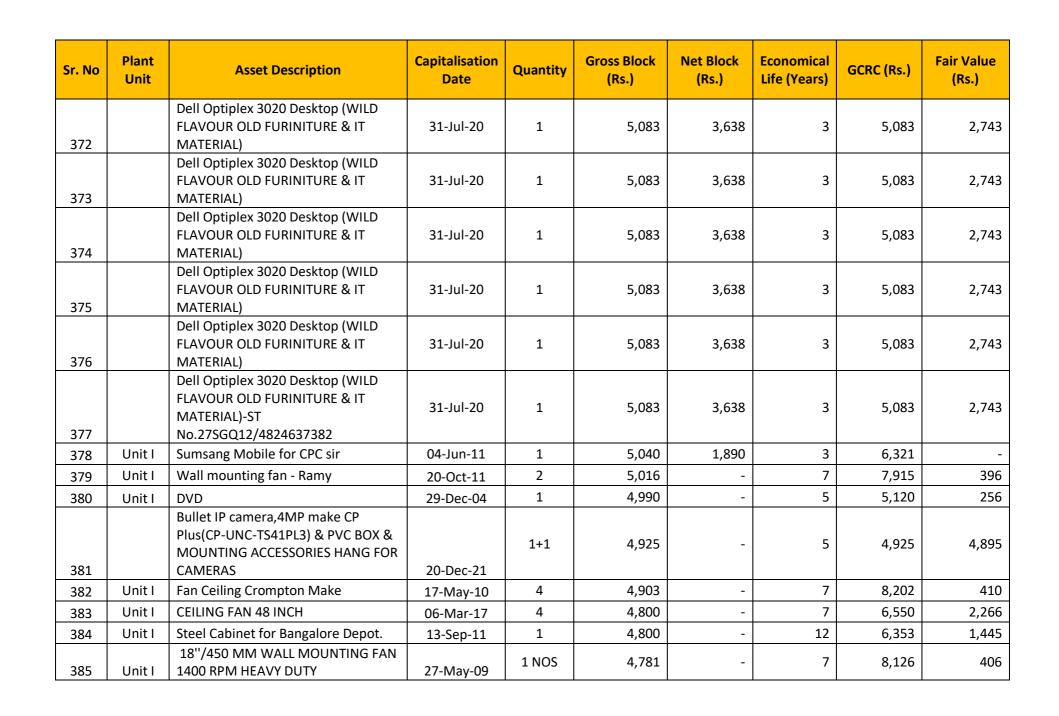


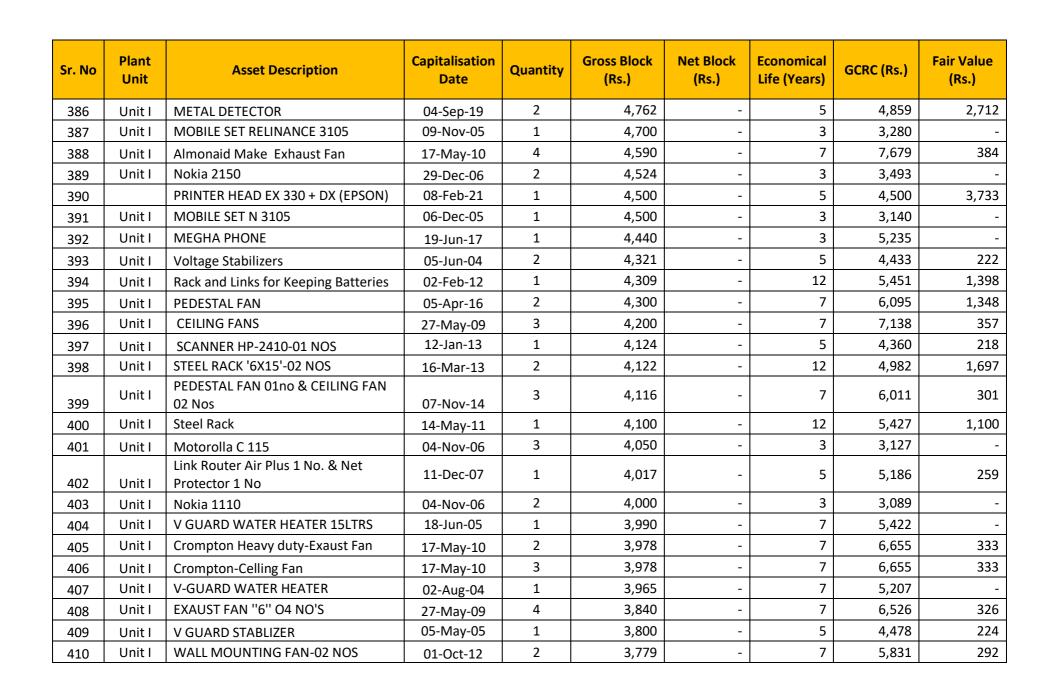


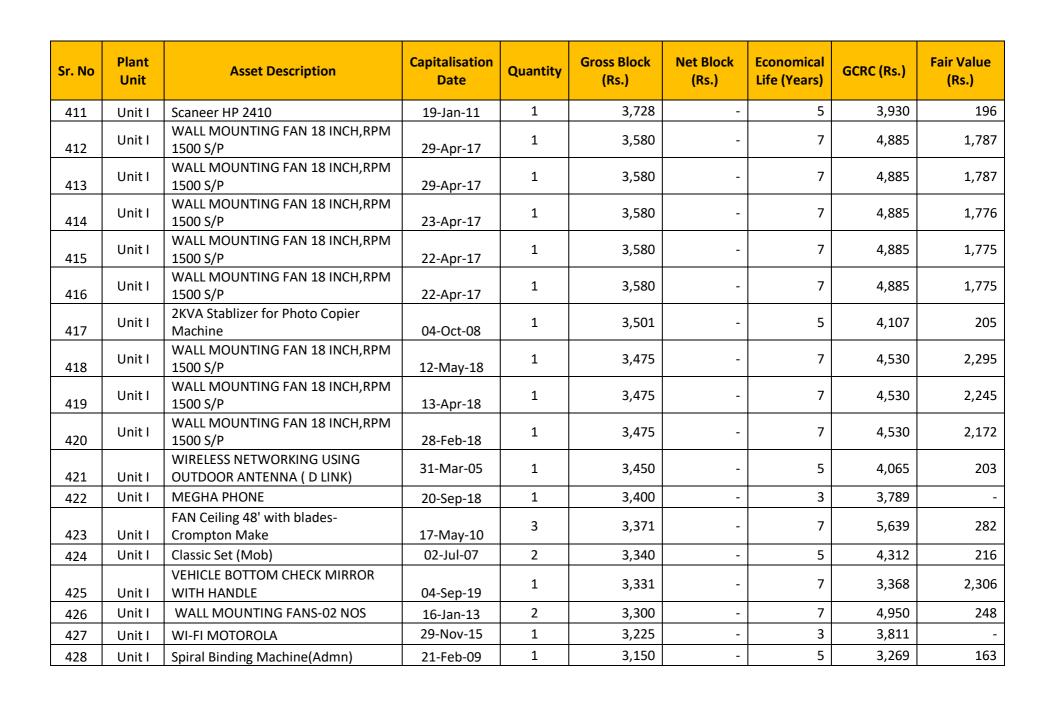


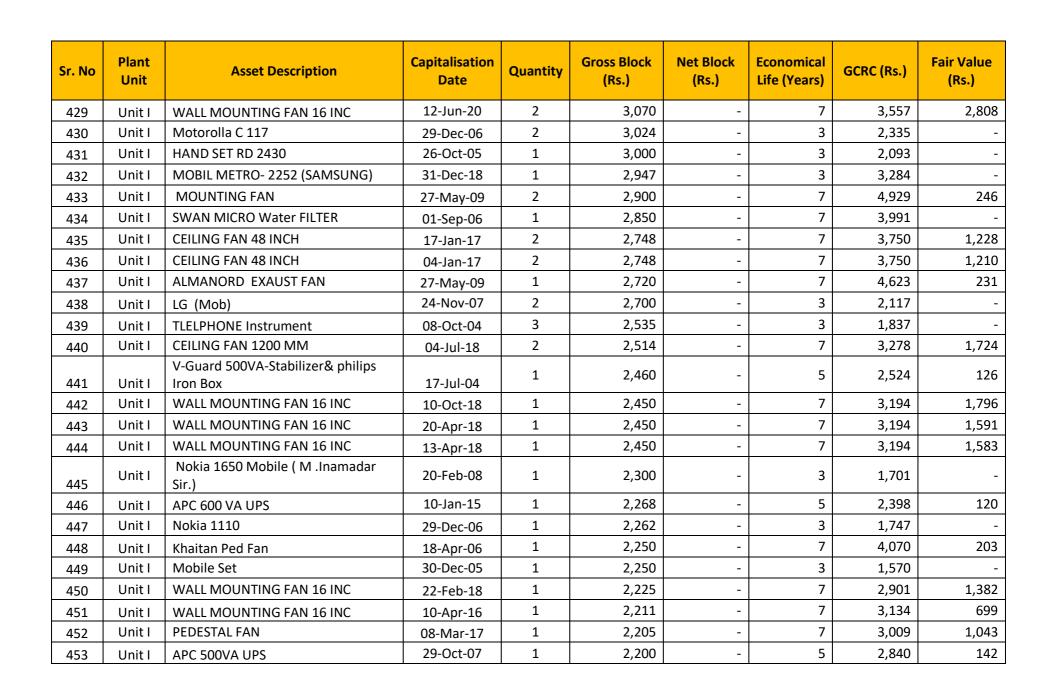


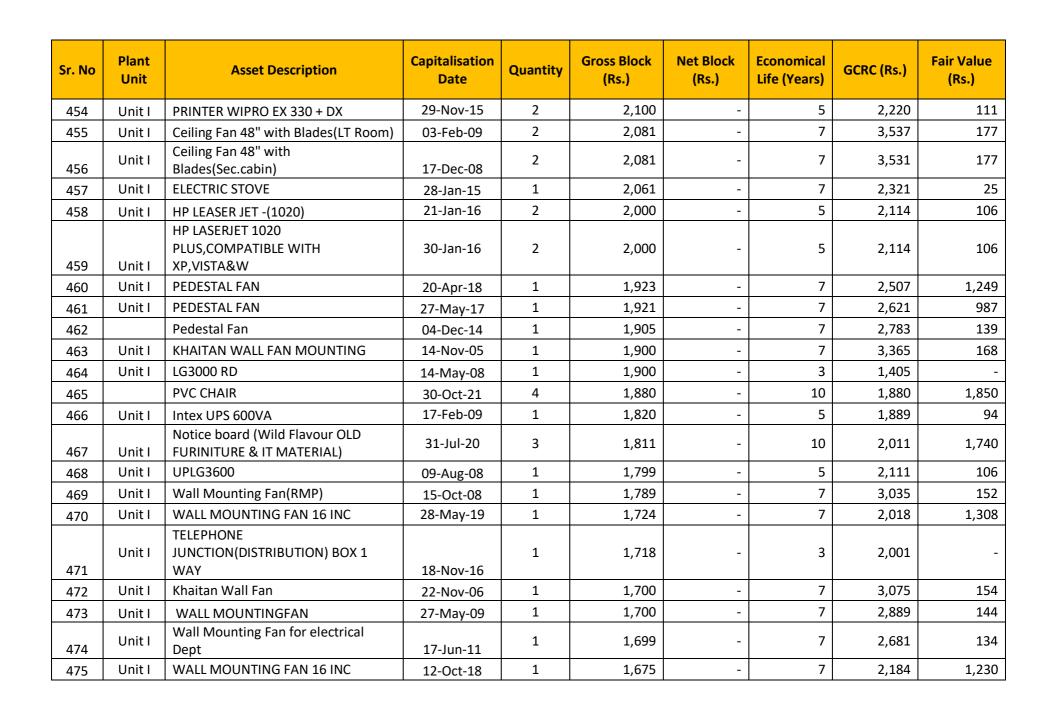


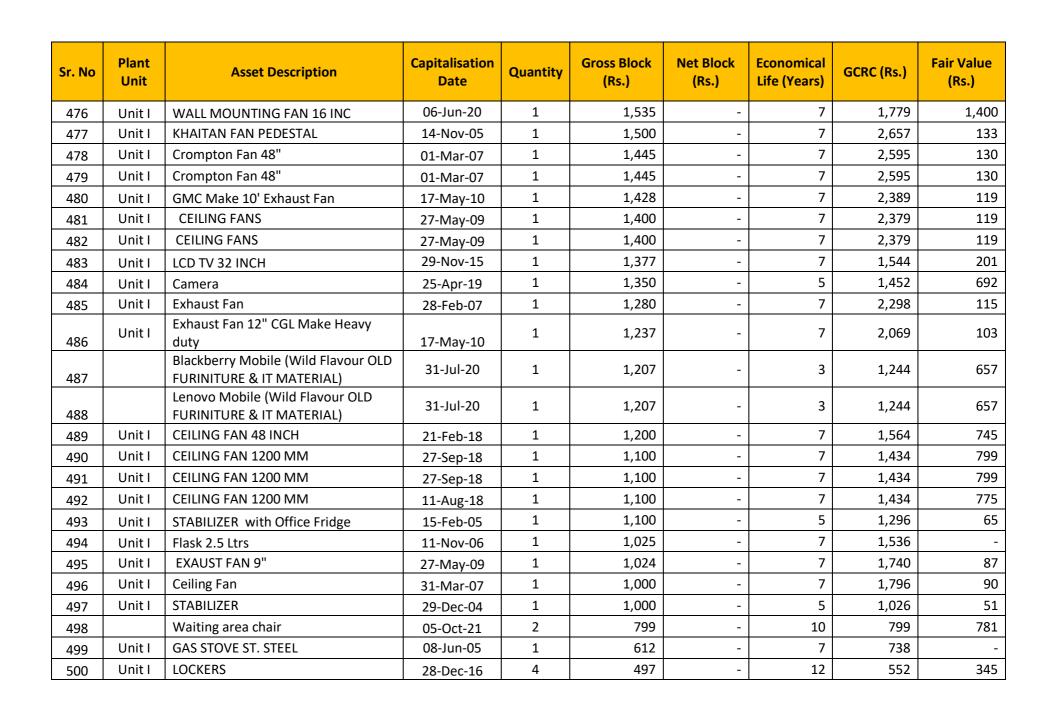


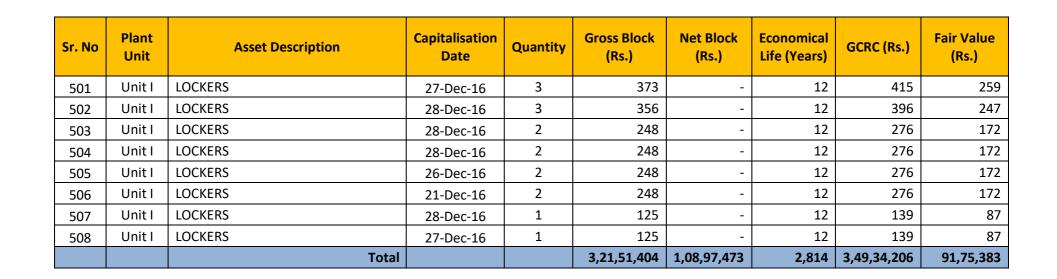






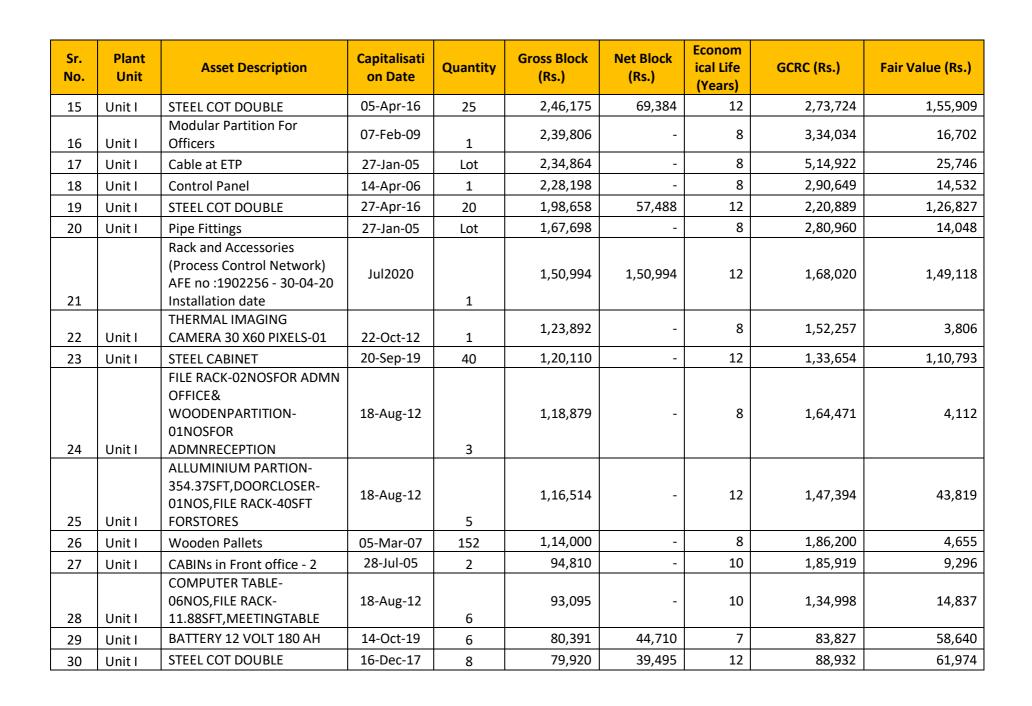




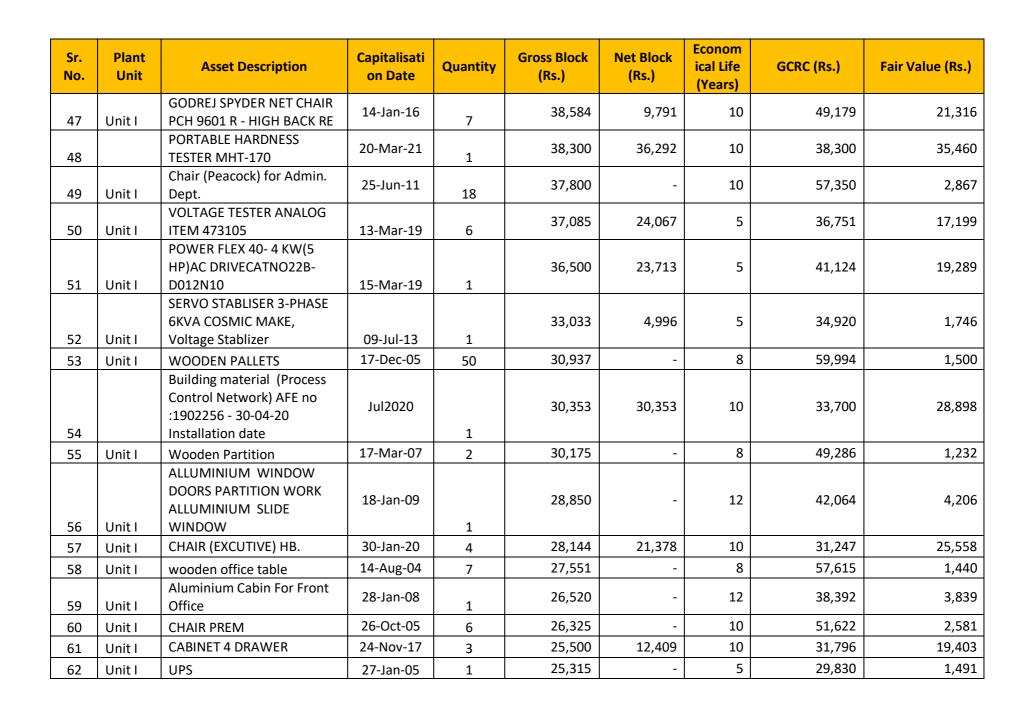


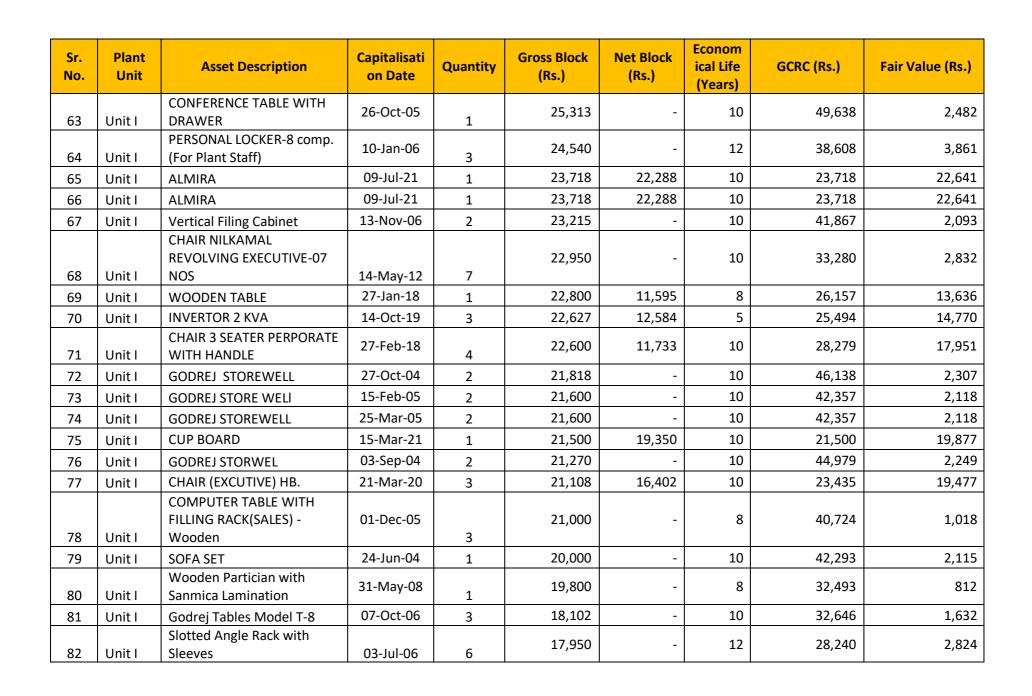
Furniture & Fixture – Dharwad

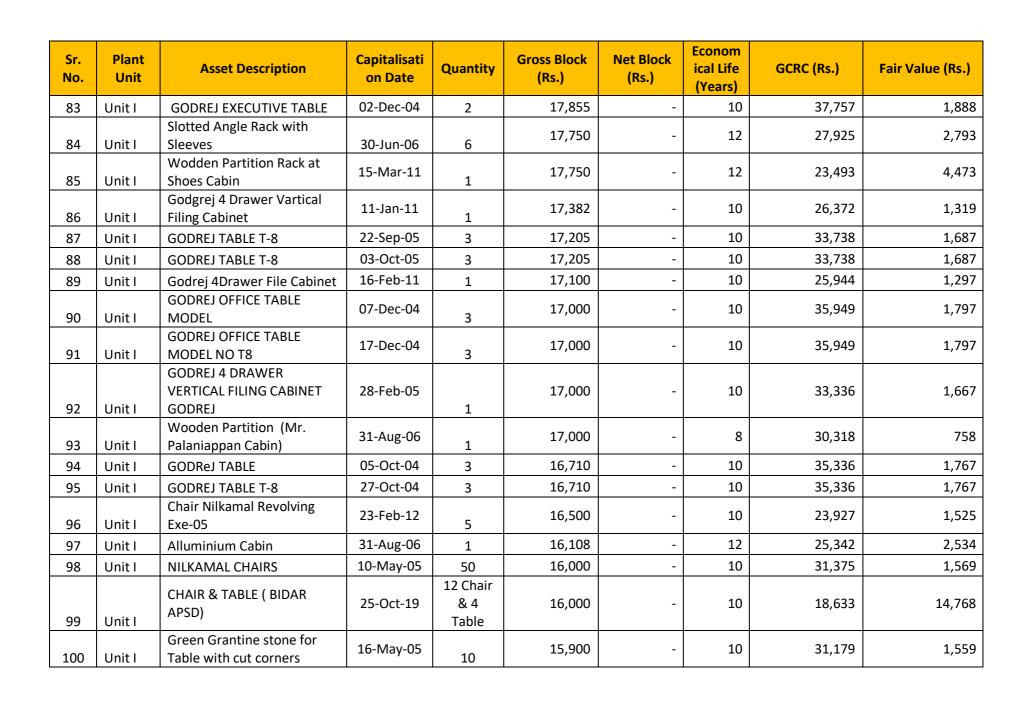
| Sr. No. | Plant Unit | Asset Description | Capitalisati on Date | Quantity | Gross Block (Rs.) | Net Block (Rs.) | Econom ical Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|------------|---------------|--|-------------------------|----------|----------------------|--------------------|--------------------------------|-------------|------------------|
| | | Control panel,LTR,Capaciter SEP, Refinery Boiler Changer, Refinery Capaciter, | | | 89,07,986 | - | 18 | 1,13,45,831 | 17,42,846 |
| 1 | Unit I | HTVCB | 27-Jan-05 | Lot | | | | | |
| 2 | Unit I | Cable | 27-Jan-05 | Lot | 49,45,130 | - | 18 | 1,08,41,825 | 16,65,425 |
| 3 | Unit I | Electrical Fittings | 27-Jan-05 | Lot | 27,91,398 | - | 18 | 35,55,319 | 5,46,136 |
| 4 | | Switches, cables and Licenses & Supports(Process Control Network) AFE no :1902256 - 30-04-20 Installation date | 01-Jul-20 | 1 | 16,36,227 | 16,36,227 | 12 | 17,32,126 | 15,37,262 |
| 5 | Unit I | Light fittings | 27-Jan-05 | Lot | 12,15,152 | - | 12 | 17,27,643 | 86,382 |
| 6 | Unit I | Transformer | 27-Jan-05 | 1 | 11,00,136 | - | 12 | 17,15,402 | 1,71,540 |
| 7 | Unit I | Elec. Fittings | 14-Apr-06 | Lot | 9,26,942 | - | 8 | 11,80,618 | 59,031 |
| 8 | Unit I | cable tray | 27-Jan-05 | Lot | 8,67,555 | - | 12 | 14,84,121 | 1,48,412 |
| 9 | Unit I | Capacitor Panel - 500 KVA In NOS (Installed in Prep) | 30-Jun-14 | 1 | 5,72,951 | 3,57,741 | 8 | 7,07,909 | 77,428 |
| 10 | Unit I | ONLINE TRANSFORMER DRY-OUT SYSTEM | 07-Sep-17 | 1 | 4,50,000 | 2,55,575 | 8 | 5,45,595 | 2,65,921 |
| 11 | Unit I | LED Straight Light-1600640 | 19-Mar-16 | 1 | 4,22,367 | 2,59,283 | 8 | 4,63,010 | 1,45,028 |
| 12 | Unit I | Motors | 27-Jan-05 | Lot | 3,27,667 | - | 8 | 4,87,793 | 24,390 |
| 13 | Unit I | Socket Boards including cable (4 Nos.) for Portable Conveyors _ AFE no: 2003016 (Portable Meal Conveyor (Partial)) | 10-Feb-21 | 1 | 3,18,400 | 2,99,500 | 10 | 3,18,400 | 2,91,429 |
| 14 | Unit I | ULTRASONIC THICKNESS GUAGE-01 NOS | 06-Oct-12 | 1 | 2,49,900 | 18,897 | 10 | 3,62,382 | 44,417 |

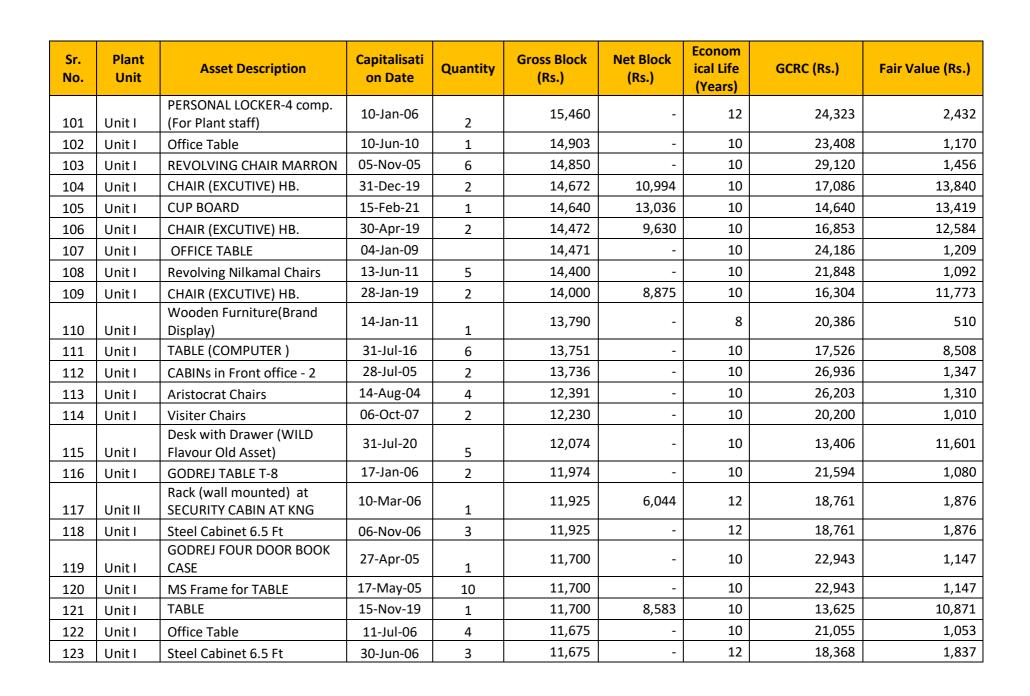


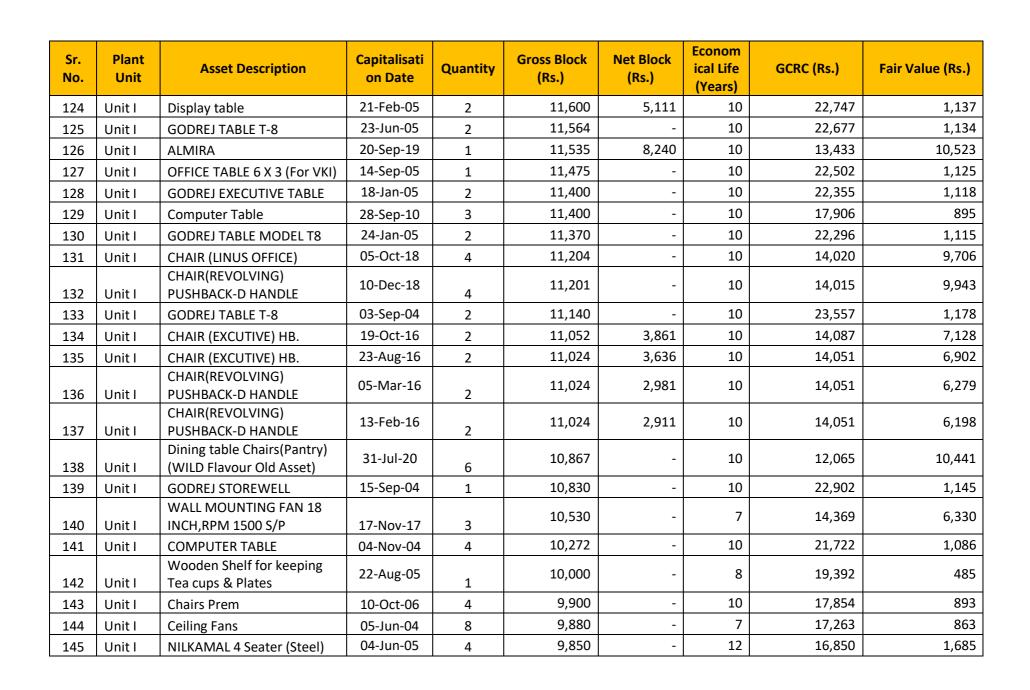
| Sr. No. | Plant Unit | Asset Description | Capitalisati on Date | Quantity | Gross Block (Rs.) | Net Block (Rs.) | Econom ical Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|------------|---------------|---|-------------------------|----------|----------------------|--------------------|--------------------------------|------------|------------------|
| 31 | Unit I | GODREJ 49" DEFENDER PLUS SAFE PLUS COMBINATION LOCK | 01-Mar-05 | 1 | 72,000 | - | 10 | 1,41,190 | 7,059 |
| 32 | Unit I | WOODEN PALLETS | 18-Jan-06 | 100 | 66,250 | _ | 8 | 1,18,153 | 2,954 |
| 33 | O'lle ! | Air conditioners and its accessories (Process Control Network) AFE no :1902256 - 30-04-20 Installation date | Jul2020 | 2 | 66,093 | 66,093 | 8 | 67,497 | 55,474 |
| 34 | Unit I | Wooden Partition | 30-Sep-06 | 2 | 64,312 | - | 8 | 1,14,697 | 2,867 |
| 35 | Unit I | WOODEN PALLETS | 27-Mar-06 | 101 | 62,494 | - | 8 | 1,11,454 | 2,786 |
| 36 | Unit I | Wooden Pallets | 02-May-06 | 100 | 61,875 | - | 8 | 1,10,350 | 2,759 |
| 37 | Unit I | GODREJ MAKE DATA LINE SAFE 53LTR | 31-Jan-12 | | 58,500 | - | 10 | 84,831 | 4,913 |
| 38 | Unit I | PARTITION ADMIN BUILDING (For Praveenji) | 28-Jan-06 | 2 | 56,350 | - | 10 | 1,01,624 | 5,081 |
| 39 | Unit I | Staff's chair (WILD Flavour Old Asset) | 31-Jul-20 | 20 | 54,334 | - | 10 | 60,325 | 52,206 |
| 40 | Unit I | ELECT VIRATION PEN MODEL CMAS 100-SL,MAKE SKF | 25-Jan-14 | 1 | 54,060 | 407 | 5 | 66,794 | 3,340 |
| 41 | Unit II | CABIN AT KNG (DOMINO M/C) | 10-Nov-05 | 1 | 50,274 | - | 10 | 98,586 | 4,929 |
| 42 | Unit I | Rack 42U for Server Machine | 21-Feb-11 | 1 | 45,000 | - | 12 | 59,560 | 11,043 |
| 43 | Unit I | CABIN SALES & CASHIER (Front office 1) | 20-May-05 | 2 | 44,973 | - | 10 | 88,191 | 4,410 |
| 44 | Unit I | Wodden Partition with computer table at Logistic & Commercial dept | 30-May-11 | 3 | 42,000 | - | 10 | 63,722 | 3,186 |
| 45 | Unit I | Alluminium Cabin(Cargill) | 27-Oct-06 | 1 | 41,503 | - | 12 | 65,295 | 6,530 |
| 46 | Unit I | Wodden furniture(partition) | 20-Jun-10 | 1 | 41,108 | - | 10 | 64,569 | 3,228 |



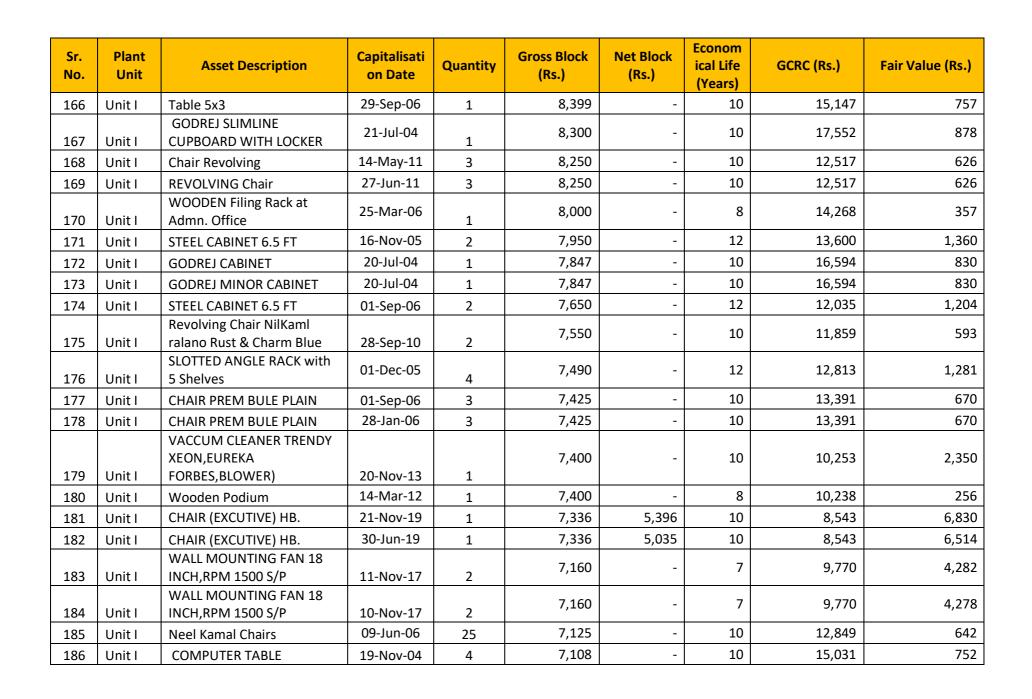


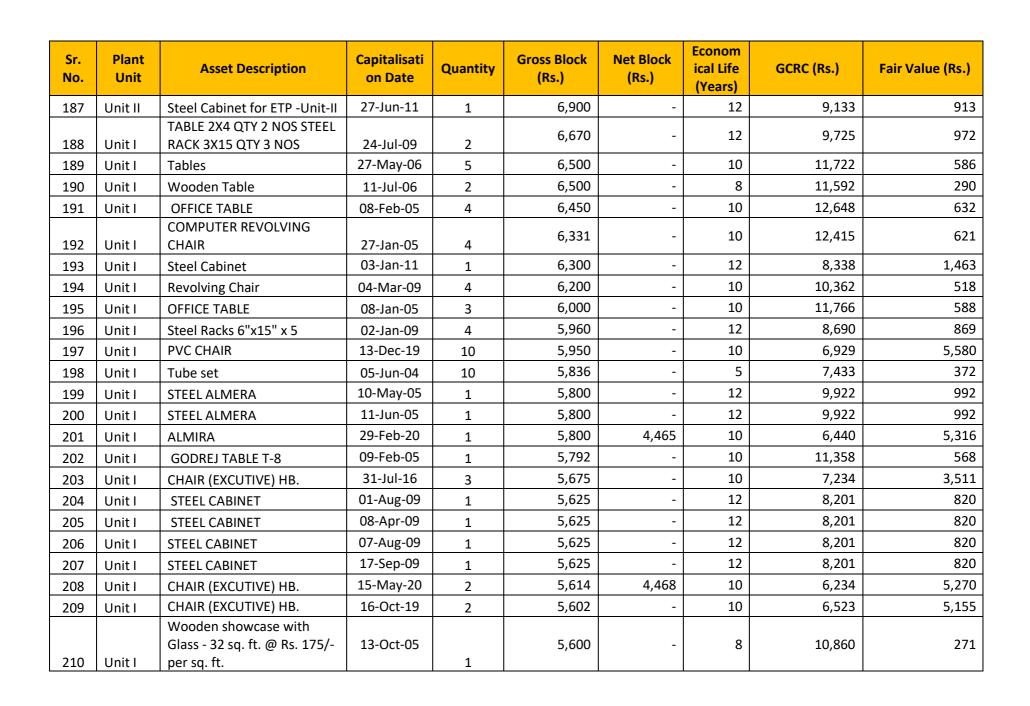




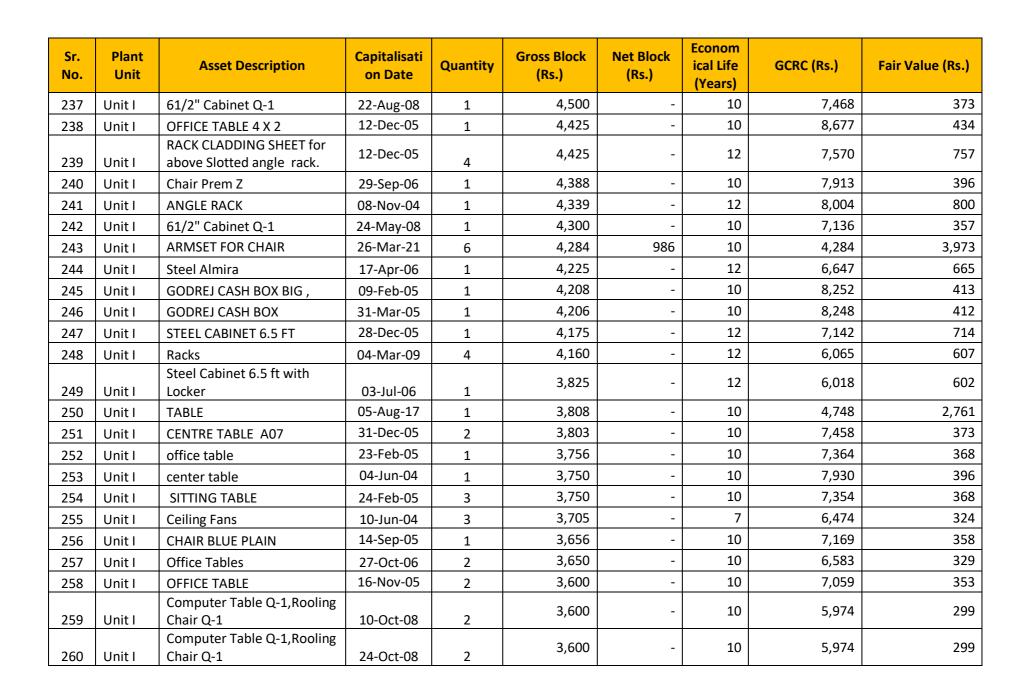


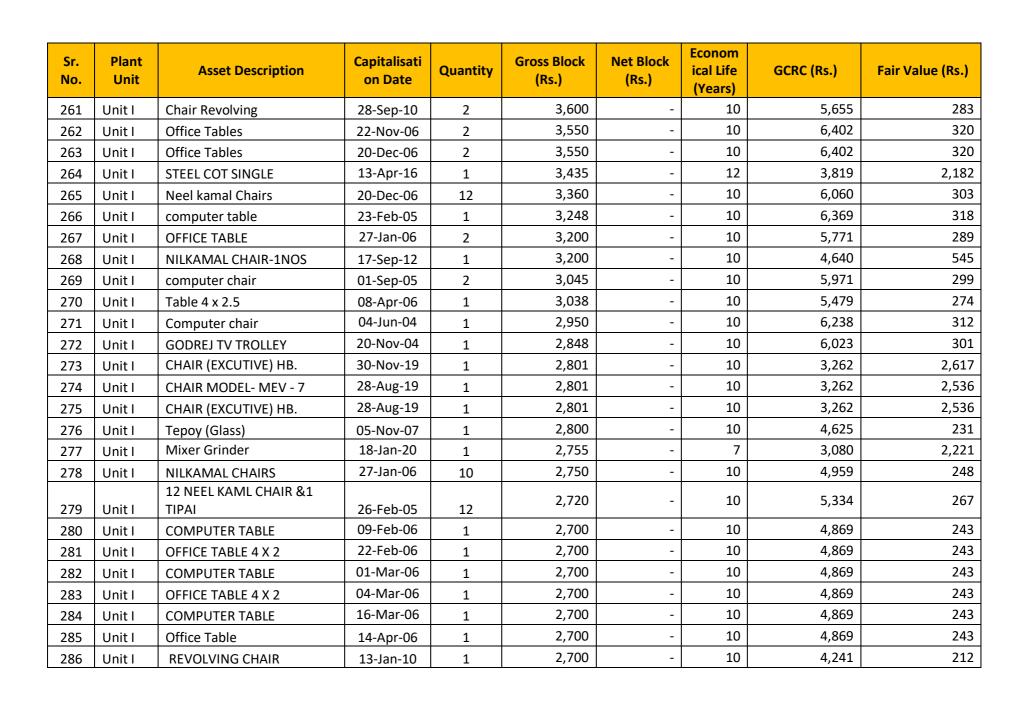


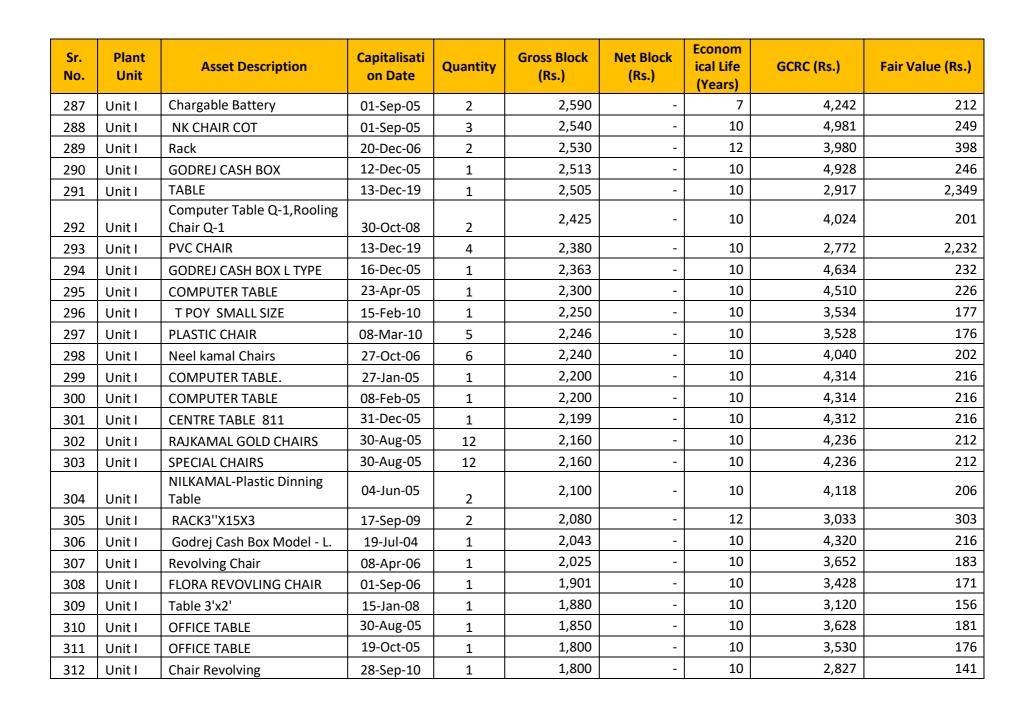


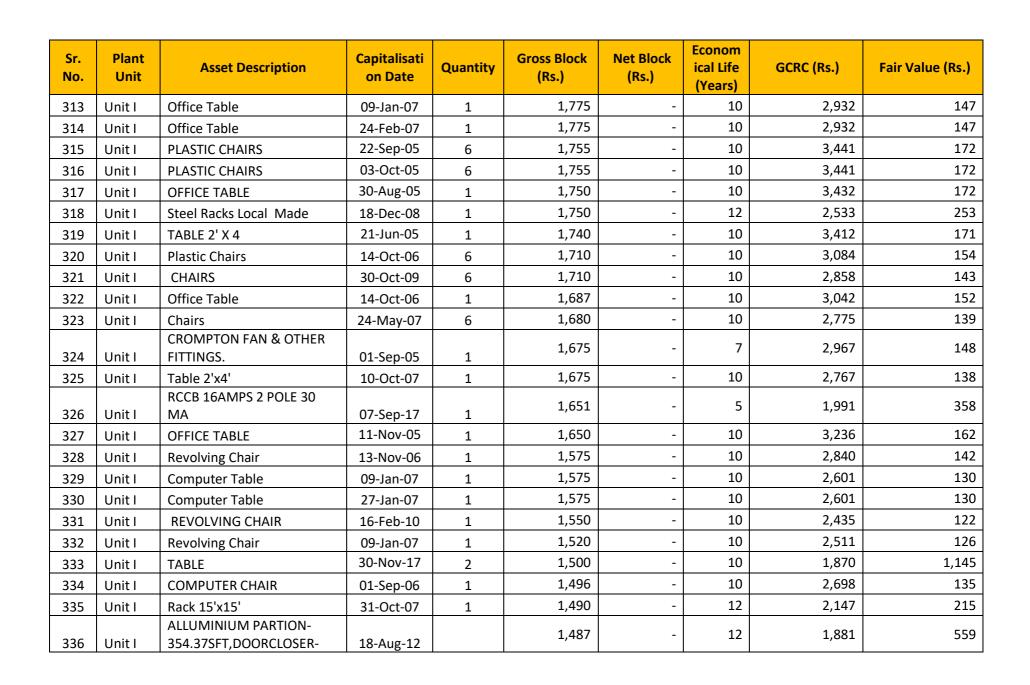


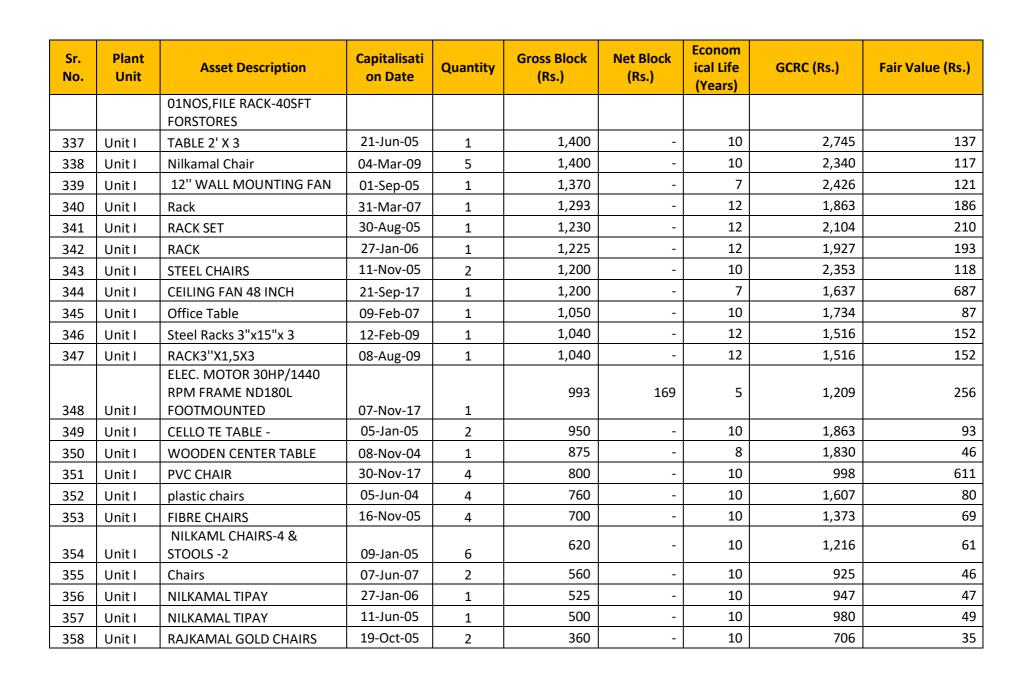
| Sr. No. | Plant Unit | Asset Description | Capitalisati on Date | Quantity | Gross Block (Rs.) | Net Block (Rs.) | Econom ical Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|------------|---------------|--|-------------------------|----------|----------------------|--------------------|--------------------------------|------------|------------------|
| 211 | Unit I | CHAIR MODEL- MEV - 7 | 20-Jul-19 | 2 | 5,600 | - | 10 | 6,521 | 5,005 |
| 212 | Unit I | GODREJ OFFICE TABLE T-8 | 27-Jul-04 | 1 | 5,570 | - | 10 | 11,779 | 589 |
| 213 | Unit I | GODREJ TABLE | 15-Sep-04 | 1 | 5,570 | - | 10 | 11,779 | 589 |
| 214 | Unit I | GODREJ T-8 TABLE | 08-Nov-04 | 1 | 5,570 | 960 | 10 | 11,779 | 589 |
| 215 | Unit I | computer table | 04-Jun-04 | 1 | 5,550 | - | 10 | 11,736 | 587 |
| 216 | Unit I | Chair Revolving | 28-Sep-10 | 2 | 5,500 | - | 10 | 8,639 | 432 |
| 217 | Unit I | Revolving Chair for Stores | 13-Sep-11 | 2 | 5,500 | - | 10 | 8,345 | 417 |
| 218 | Unit I | COMPUTER TABLE | 17-Feb-06 | 2 | 5,400 | - | 10 | 9,739 | 487 |
| 219 | Unit I | executive table | 08-Jan-05 | 1 | 5,200 | - | 10 | 10,197 | 510 |
| 220 | Unit I | COMPUTER TABLE | 05-Mar-05 | 1 | 5,100 | - | 10 | 10,001 | 500 |
| 221 | Unit I | COMPUTER TABLE | 01-Sep-05 | 2 | 5,050 | - | 10 | 9,903 | 495 |
| 222 | Unit I | 51/2" Cabinet Q-1,& Rack 15 x 3 Q-2 | 02-Aug-08 | 3 | 5,000 | - | 10 | 8,297 | 415 |
| 223 | Unit I | SITTING BENCH | 07-Feb-05 | 5 | 4,920 | - | 10 | 9,648 | 482 |
| 224 | Unit I | GODREJ TYPIS XEROX | 02-Dec-04 | 1 | 4,845 | - | 10 | 10,245 | 512 |
| 225 | Unit I | TABLE 4 X 2 | 01-Aug-05 | 1 | 4,837 | - | 10 | 9,485 | 474 |
| 226 | Unit I | TABLE 4 X 2 | 26-Oct-05 | 1 | 4,837 | - | 10 | 9,485 | 474 |
| 227 | Unit I | Steel Cabinet (alamari) | 28-Sep-10 | 1 | 4,750 | - | 12 | 6,509 | 1,013 |
| 228 | Unit I | CHAIR-compurter | 19-Nov-04 | 4 | 4,654 | - | 10 | 9,842 | 492 |
| 229 | Unit I | Side Table to the Bed for GVS sir Room | 25-Aug-08 | 1 | 4,598 | - | 10 | 7,630 | 382 |
| 230 | Unit I | GODREJ SLATTED RACK | 05-Oct-04 | 1 | 4,539 | - | 12 | 8,373 | 837 |
| 231 | Unit I | GODREJ CHAIR | 31-Mar-05 | 1 | 4,505 | - | 10 | 8,834 | 442 |
| 232 | Unit I | TV stand | 04-Jun-04 | 1 | 4,500 | - | 10 | 9,516 | 476 |
| 233 | Unit I | CONCORD TREBLE SEATER | 31-Dec-05 | 1 | 4,500 | - | 10 | 8,824 | 441 |
| 234 | Unit I | NILKAMAL CHAIRS | 05-Jan-05 | 15 | 4,500 | - | 10 | 8,824 | 441 |
| 235 | Unit I | OFFICE ALMERA | 27-Jan-05 | 1 | 4,500 | - | 10 | 8,824 | 441 |
| 236 | Unit I | ALMERA WITHOUT MIRROR | 08-Feb-05 | 1 | 4,500 | - | 10 | 8,824 | 441 |

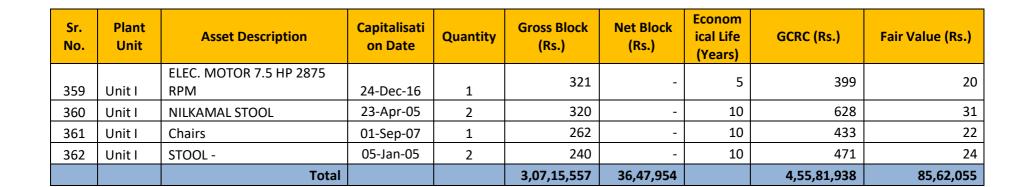










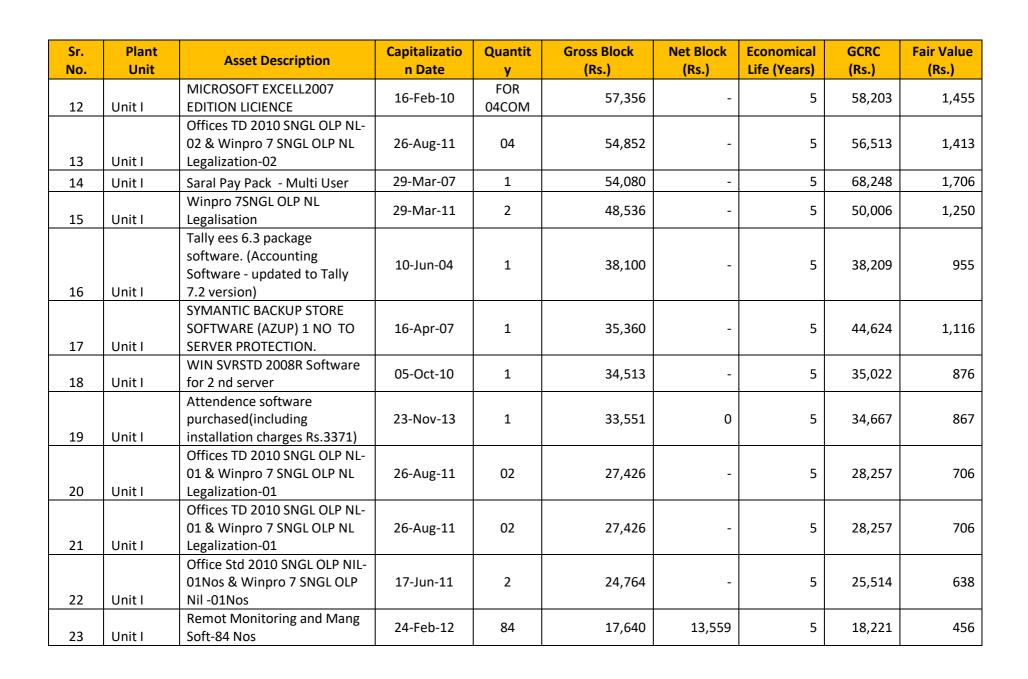


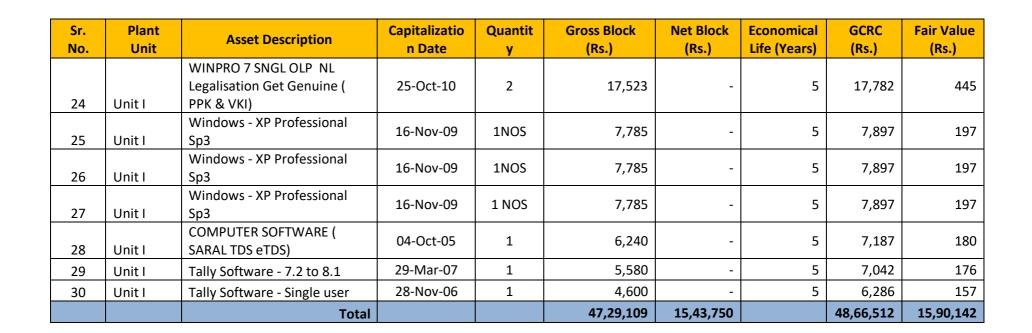
Vehicles-Dharwad

| Sr. No. | Plant Unit | Asset Description | Capitalization Date | Quanti ty | Gross Block (Rs.) | Net Block (Rs.) | Econom ical Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|------------|---------------|--|------------------------|--------------|----------------------|-----------------------|--------------------------|------------|---------------------|
| 1 | Unit I | Tata Bus | 30-Mar-07 | 1 | 16,69,423 | - | 10 | 20,01,411 | 2,00,141 |
| 2 | Unit I | Bull Smart Front End Dozer | 30-Jan-15 | 1 | 15,94,169 | - | 10 | 19,23,256 | 7,26,029 |
| 3 | Unit I | INNOVA VEHICLE | 24-Feb-16 | 1 | 8,72,343 | - | 8 | 8,83,950 | 2,69,589 |
| 4 | Unit I | AMBULANCE VAN (KA05-AK 6360) | 17-May-21 | 1 | 6,15,000 | 5,89,277 | 10 | 6,15,000 | 5,80,560 |
| 5 | Unit I | TRACTOR MODEL: 5310 JOHN DEERE | 23-May-07 | 1 | 5,64,937 | - | 10 | 8,54,728 | 85,473 |
| 6 | Unit I | Swaraj - 855 Tractor | 16-Jul-05 | 1 | 5,42,916 | - | 10 | 8,51,345 | 85,134 |
| 7 | Unit I | Tractor - MF-241 (Massey Ferguson) | 31-Mar-06 | 1 | 3,84,559 | - | 10 | 5,93,134 | 59,313 |
| 8 | Unit I | Tractor JD No-KA25N6756 Front end loader | 19-Aug-11 | 1 | 3,43,173 | - | 10 | 4,60,954 | 46,095 |
| 9 | Unit I | Front End Loader (Dozer) | 16-Jul-05 | 1 | 2,13,200 | - | 10 | 3,34,318 | 33,432 |
| 10 | Unit I | 3 T Capcity Trailor | 31-Mar-06 | 1 | 95,000 | - | 10 | 1,46,526 | 14,653 |
| 11 | Unit I | INNOVA VEHICLE | 24-Feb-16 | 1 | 64,284 | - | 8 | 65,139 | 19,866 |
| 12 | Unit I | BICYCLE | 09-Apr-18 | 2 | 9,207 | - | 5 | 10,135 | 2,579 |
| | | Total | | | 69,68,211 | 5,89,277 | | 87,39,895 | 21,22,865 |

Intangible – Dharwad

| Sr. No. | Plant Unit | Asset Description | Capitalizatio n Date | Quantit y | Gross Block (Rs.) | Net Block (Rs.) | Economical Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|------------|---------------|--|-------------------------|--------------|----------------------|--------------------|----------------------------|---------------|---------------------|
| 1 | Unit I | E-Invoice Development | 01-Oct-20 | 1 | 13,50,000 | 10,11,945 | 5 | 13,16,843 | 9,95,863 |
| 2 | Unit I | OfficeSTD 2010 Sngl OLP NL - Package Installed | 03-Jan-11 | 1 | 7,68,954 | - | 5 | 7,92,241 | 19,806 |
| 3 | Unit I | WINDOWS SERVER CONNECTION SOFTWARE | 28-Feb-10 | 50 | 4,59,550 | - | 5 | 4,66,333 | 11,658 |
| 4 | Unit I | Development work 206AB & 206 CCA | 13-Sep-21 | 1 | 4,00,000 | 3,75,890 | 5 | 4,00,000 | 3,76,600 |
| 5 | Unit I | ORACLE LICENCE RENEWAL AT HO | 31-Aug-12 | | 3,66,897 | - | 5 | 3,78,981 | 9,475 |
| 6 | Unit I | Alleyn Bradley - PLC SOFTWARE PACKAGE RS VIEW 32, RS Logic 5, Links with activation floppy RUN TIME- 1500 TAGES & Application & Grafics Software | 25-Feb-05 | 1 | 2,78,512 | - | 5 | 3,20,780 | 8,020 |
| 7 | Unit I | Alleyn Bradley - PLC SOFTWARE PACKAGE RS VIEW 32, RS Logic 5, Links with activation floppy RUN TIME- 1500 TAGES & Application & Grafics Software | 27-Jan-05 | 1 | 2,00,512 | - | 5 | 2,30,943 | 5,774 |
| 8 | Unit I | NPD-5362 SKU functionality in sales & Pur module in oil soft | 30-Sep-21 | 1 | 1,50,000 | 1,42,356 | 5 | 1,50,000 | 1,42,688 |
| 9 | Unit I | COMPUTER SOFTWARE PACKAGE RS VIEW 32 RUN TIME-300 TAGES | 27-Jan-05 | 1 | 94,634 | - | 5 | 1,08,996 | 2,725 |
| 10 | Unit I | Winpro 7SNGL OLP NL Legalisation | 29-Mar-11 | 3 | 75,368 | - | 5 | 77,650 | 1,941 |
| 11 | Unit I | Winpro 7SNGL OLP NL Legalisation | 29-Mar-11 | 3 | 73,780 | - | 5 | 76,014 | 1,900 |





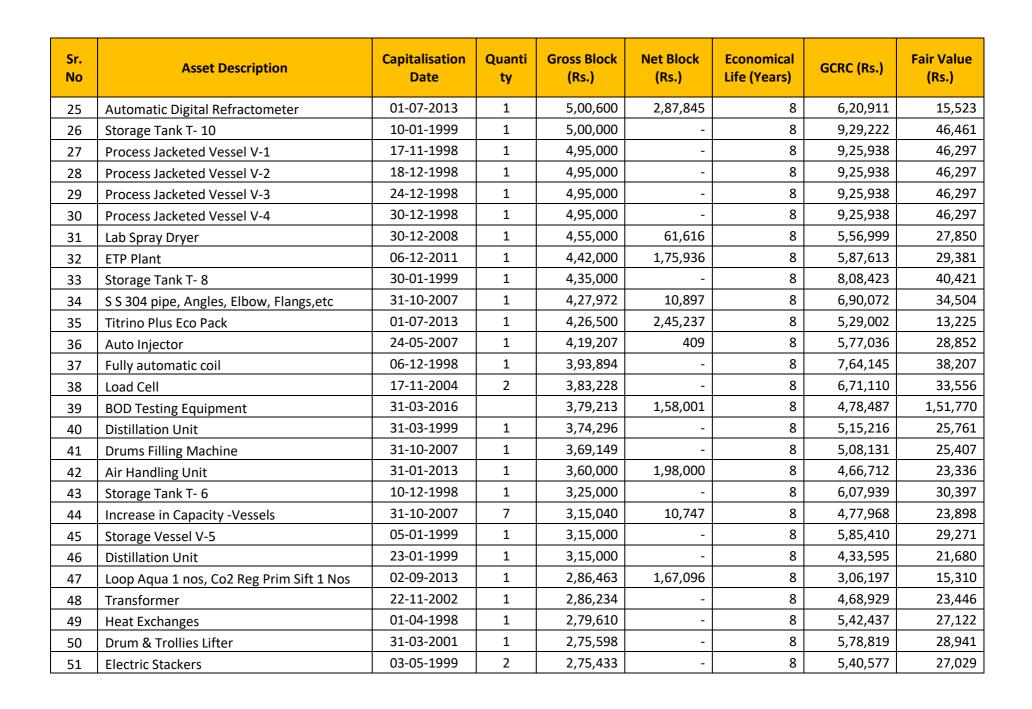
ANNEXURE – K -Building – Tarapur

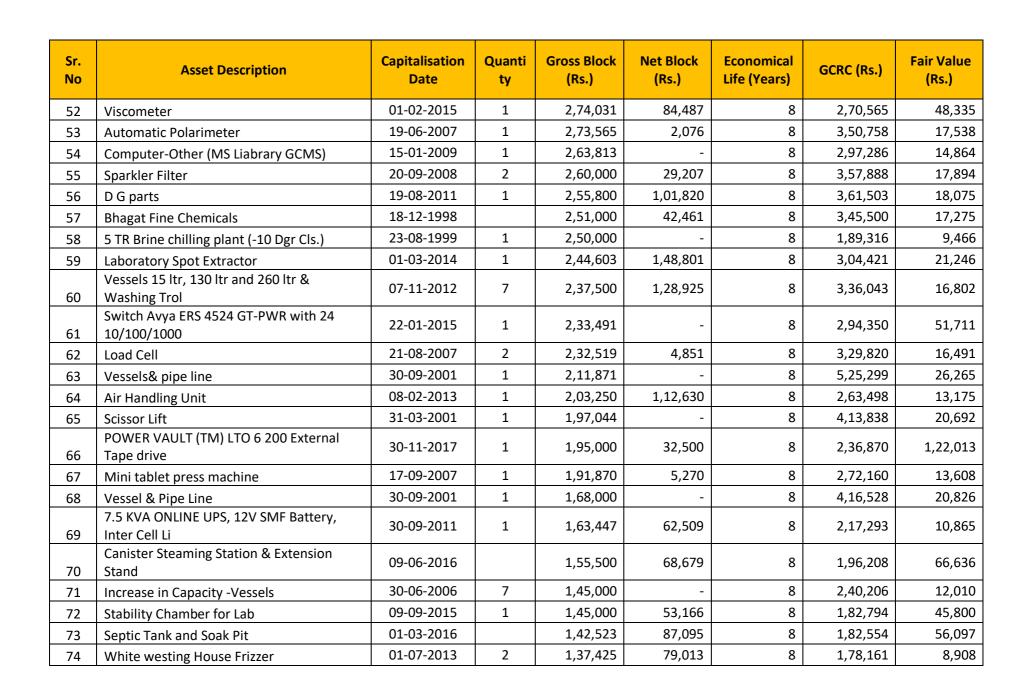
| SR.NO | DESCRIPTION OF BUILDING | BUILT UP AREA IN SQ.MT | BUILT UP AREA IN SQ.FT | Basic Cost as per CPWD 2020 for Non Residential/Residential Building (Rs./sqm) | Construction Rate after adjustment factor (Rs./sqm) | Construction Rate after adjustment factor (Rs./sqft) | GCRC (Rs.) | Depreciation (Rs.) | DRC (Rs.) |
|-------|----------------------------|---------------------------|---------------------------|--|---|--|---------------|-----------------------|--------------|
| 1 | Ground Floor | | | | | | | | |
| | RCC | 1538.42 | 16559.55 | 27,090 | 12190.5 | 1132.53 | 1,87,54,109 | 71,73,447 | 1,15,80,662 |
| | Shed | 437.46 | 4708.82 | 24,150 | 10867.5 | 1009.62 | 47,54,097 | 18,18,442 | 29,35,655 |
| 2 | First Floor | | | | | | | | |
| | RCC | 222.51 | 2395.10 | 27,090 | 12190.5 | 1132.53 | 27,12,508 | 10,37,534 | 16,74,974 |
| | Shed | 542.71 | 5841.73 | 24,150 | 10867.5 | 1009.62 | 58,97,901 | 22,55,947 | 36,41,954 |
| | Total | 2,741 | 29,505 | | | | 3,21,18,615 | 1,22,85,370 | 1,98,33,245 |

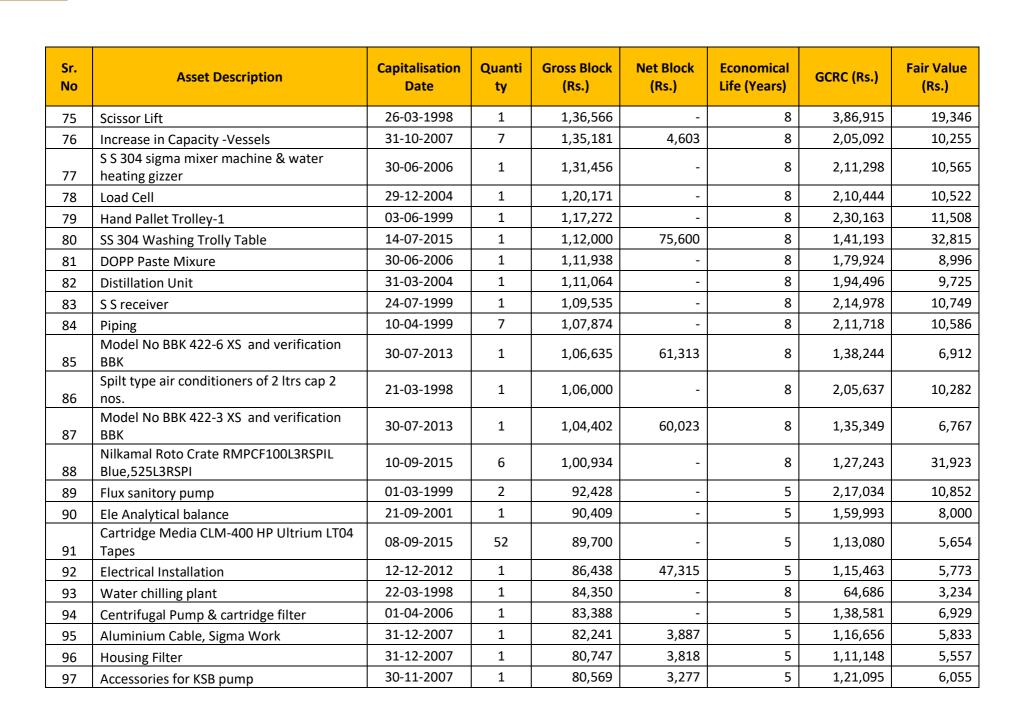
ANNEXURE – L - Tarapur

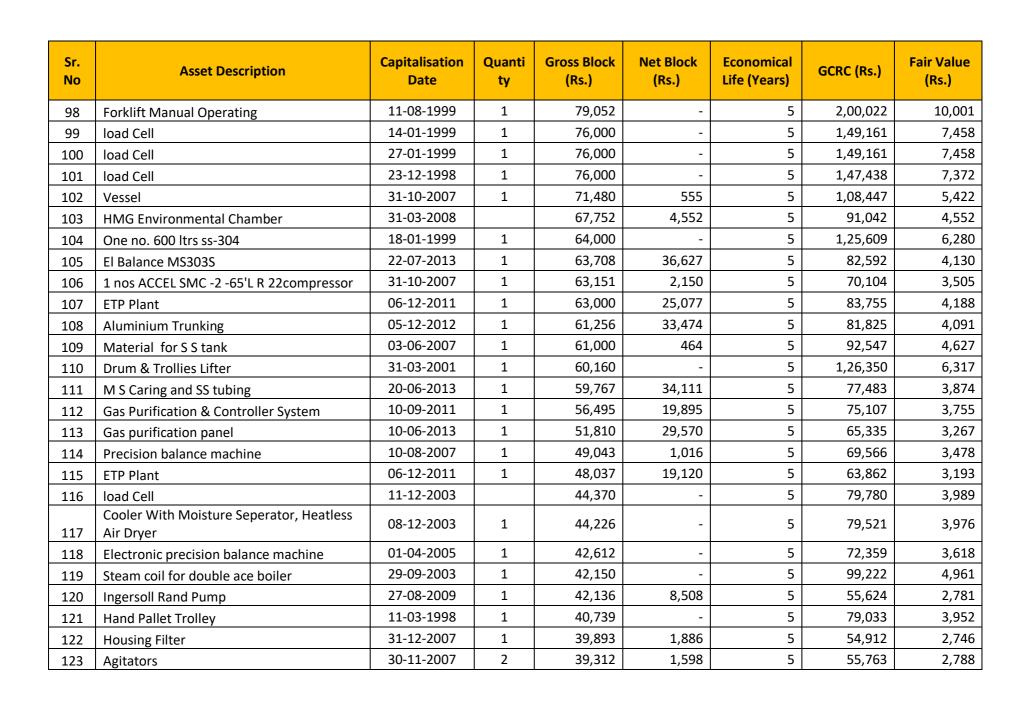
Plant & Machinery

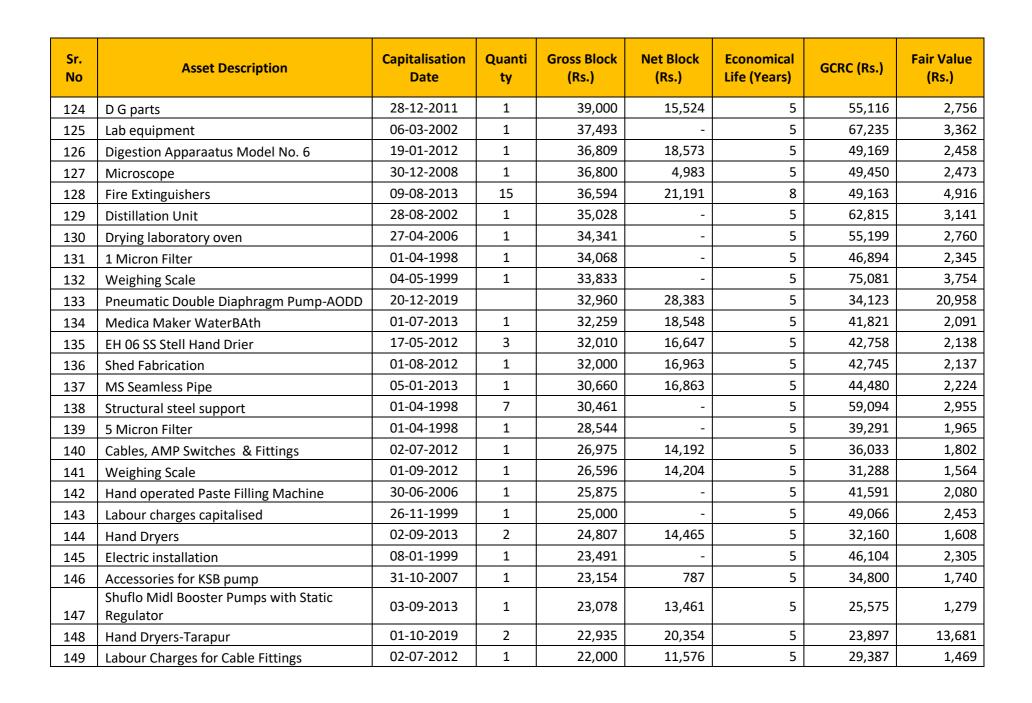
| Sr. No | Asset Description | Capitalisation Date | Quanti ty | Gross Block (Rs.) | Net Block (Rs.) | Economical Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|-----------|--|------------------------|--------------|----------------------|--------------------|----------------------------|-------------|---------------------|
| 1 | Dosing System | 08-02-2013 | 1 | 1,21,83,607 | 67,51,743 | 18 | 1,30,22,898 | 72,29,517 |
| 2 | Pilot Plant Pasteurizer & Homogenizer | 01-06-2014 | | 91,13,236 | 45,14,139 | 18 | 92,87,880 | 57,66,225 |
| 3 | Distillation Unit | 01-01-2001 | 1 | 52,90,594 | 1 | 18 | 72,82,467 | 7,28,247 |
| 4 | Fire Hydrant System | 21-09-2012 | 1 | 40,00,116 | 21,46,965 | 18 | 58,00,553 | 31,09,741 |
| 5 | GCMS With all Charges | 30-06-2006 | 1 | 35,37,540 | 87,142 | 18 | 48,69,400 | 10,95,615 |
| 6 | Laboratoty Extension for Sweet Flavor | 21-05-2016 | | 24,12,767 | 19,70,534 | 8 | 23,82,249 | 7,94,910 |
| 7 | SS Piping & Valves | 01-04-1998 | 7 | 17,74,201 | - | 12 | 47,56,962 | 4,75,696 |
| 8 | GC | 12-01-2000 | 1 | 15,06,748 | - | 12 | 20,74,028 | 2,07,403 |
| 9 | Automatic titration system & density meter | 02-08-2007 | 1 | 14,91,254 | 31,110 | 12 | 20,52,701 | 2,05,270 |
| 10 | CS Piping & Valves | 01-04-1998 | 7 | 14,87,995 | - | 12 | 39,89,591 | 3,98,959 |
| 11 | Laboratory Density Meter | 06-11-2015 | | 13,85,276 | 5,54,108 | 8 | 13,67,754 | 3,68,415 |
| 12 | Distillation Unit | 31-05-2003 | 1 | 13,10,148 | - | 12 | 18,03,410 | 1,80,341 |
| 13 | Pumps | 01-04-1998 | 7 | 12,16,565 | 1 | 12 | 26,99,275 | 1,34,964 |
| 14 | Gas Chromatograph with Auto Injector | 19-07-2013 | 2 | 11,77,444 | 6,78,136 | 12 | 12,58,554 | 4,60,946 |
| 15 | Gas Chromatograph with Auto Injector | 10-03-2017 | 1 | 10,10,962 | 6,85,208 | 8 | 9,98,942 | 4,28,556 |
| 16 | Forklift (SL No.A242L01638N) | 09-02-2016 | | 9,23,255 | 1,42,882 | 8 | 11,84,252 | 3,55,317 |
| 17 | Gas Chromatograph with Auto Injector | 19-07-2013 | 1 | 8,82,971 | 5,07,704 | 8 | 9,43,796 | 47,190 |
| 18 | SS 304 rolling scoring machine & coating pan | 27-08-2007 | 2 | 7,31,926 | 15,264 | 8 | 10,07,491 | 50,375 |
| 19 | Refigeration Unit | 07-01-2015 | 1 | 7,27,605 | 4,72,938 | 8 | 9,17,256 | 1,56,602 |
| 20 | GC | 31-08-2005 | 1 | 7,25,174 | - | 8 | 9,98,197 | 49,910 |
| 21 | Storage Tank T- 7 | 14-01-1999 | 1 | 7,10,000 | - | 8 | 13,19,496 | 65,975 |
| 22 | DG Set | 11-04-2002 | 1 | 7,07,736 | - | 8 | 12,21,958 | 61,098 |
| 23 | Refrigeration system | 03-06-2013 | 1 | 6,40,048 | 3,65,355 | 8 | 8,29,772 | 41,489 |
| 24 | 2 Nos of Auto Injector & DVD's | 02-12-2009 | 2 | 5,44,016 | 1,29,313 | 7 | 6,25,732 | 15,643 |

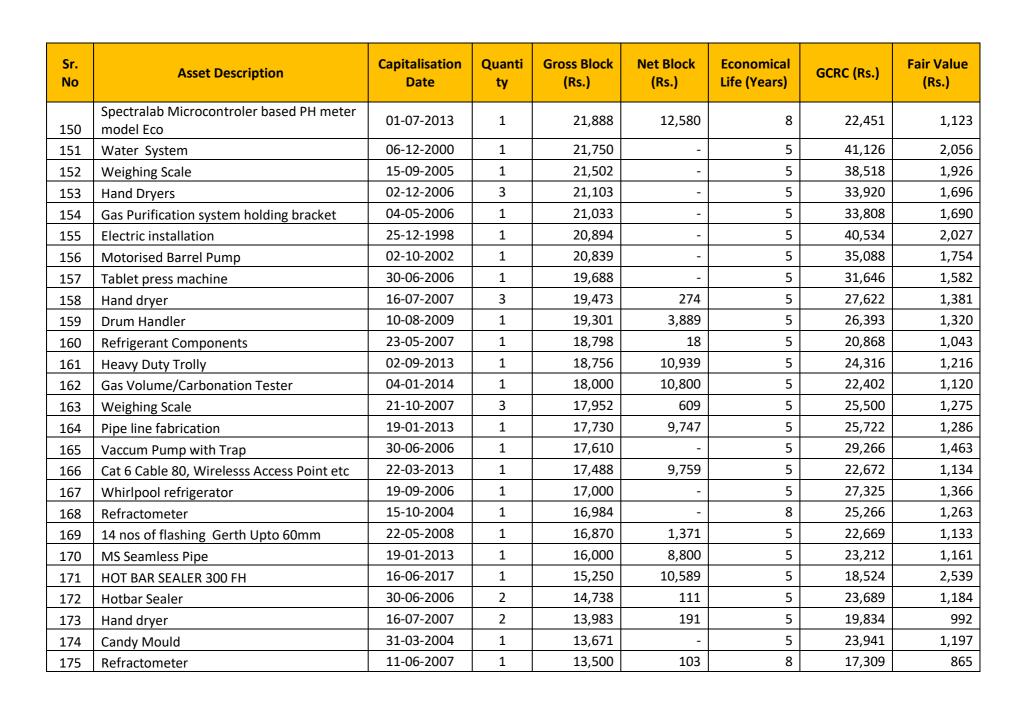


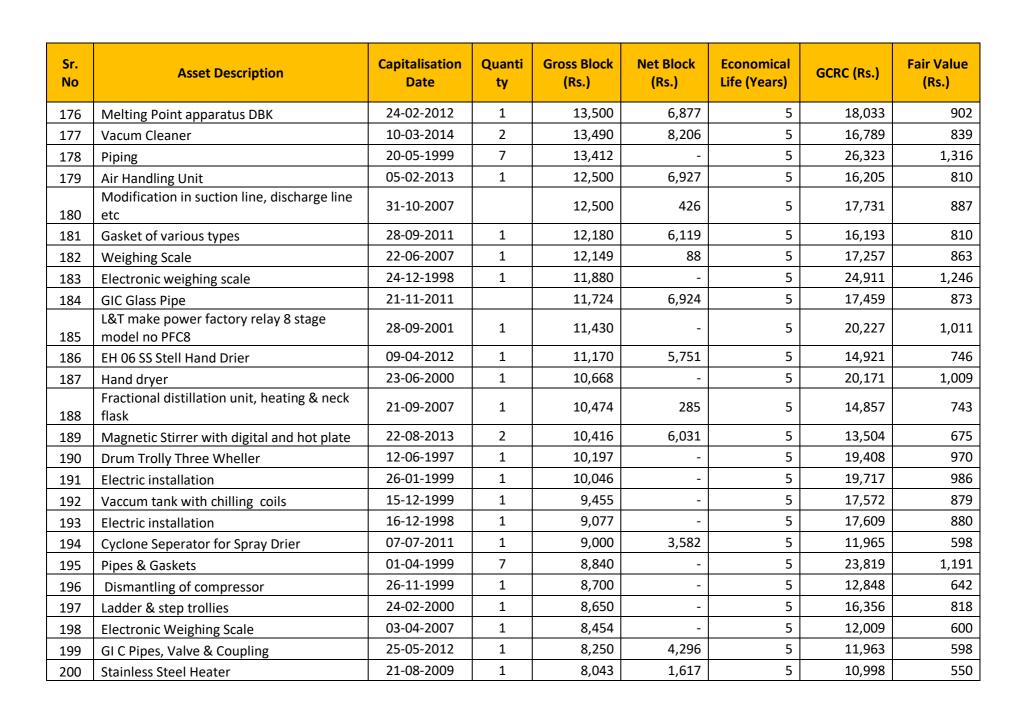


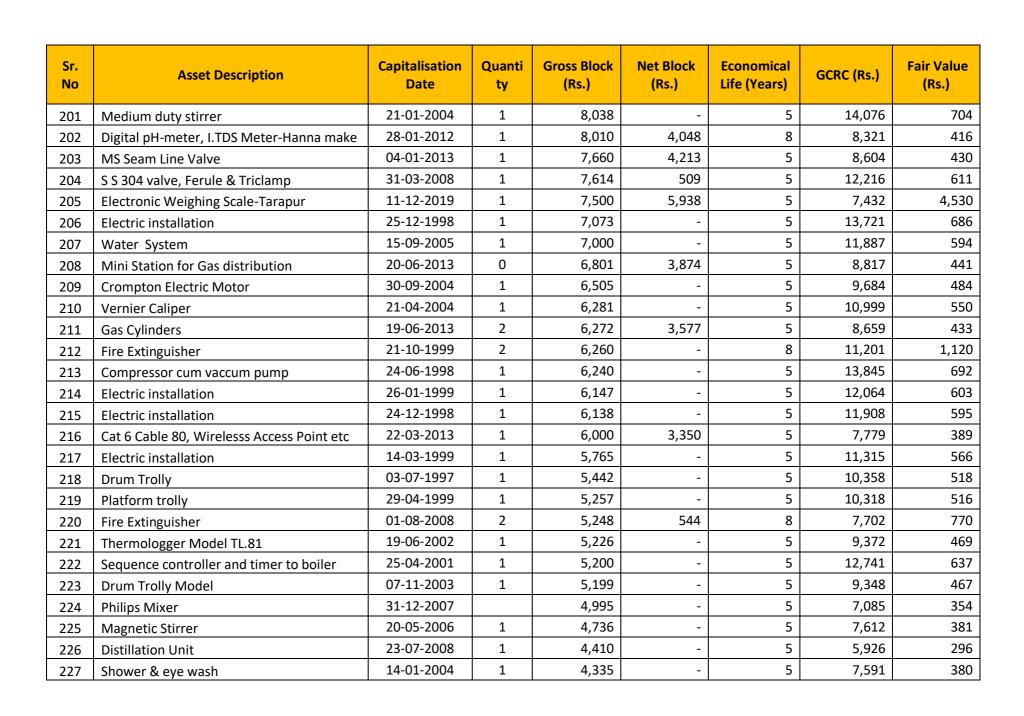


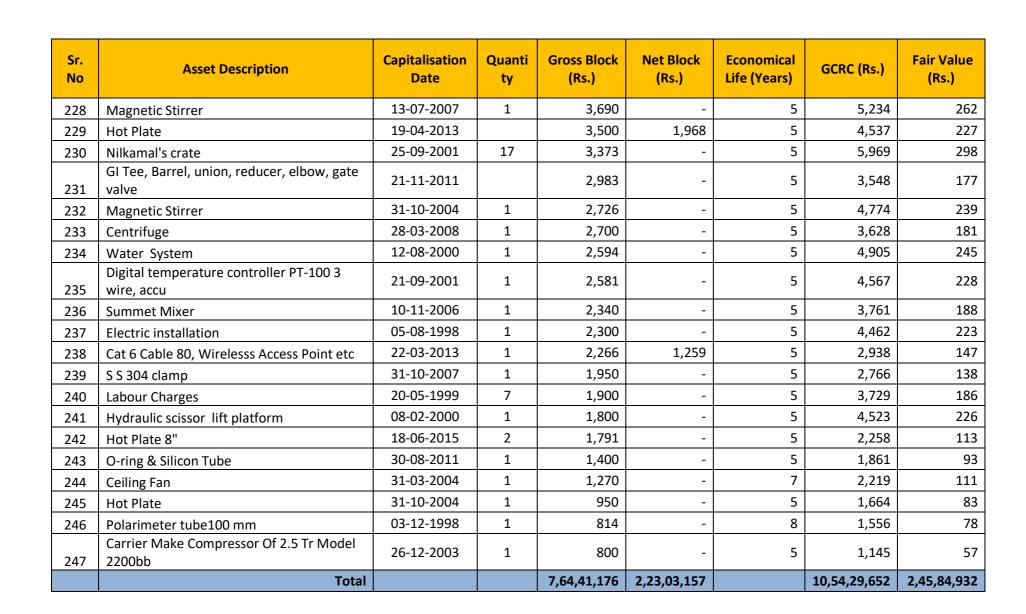






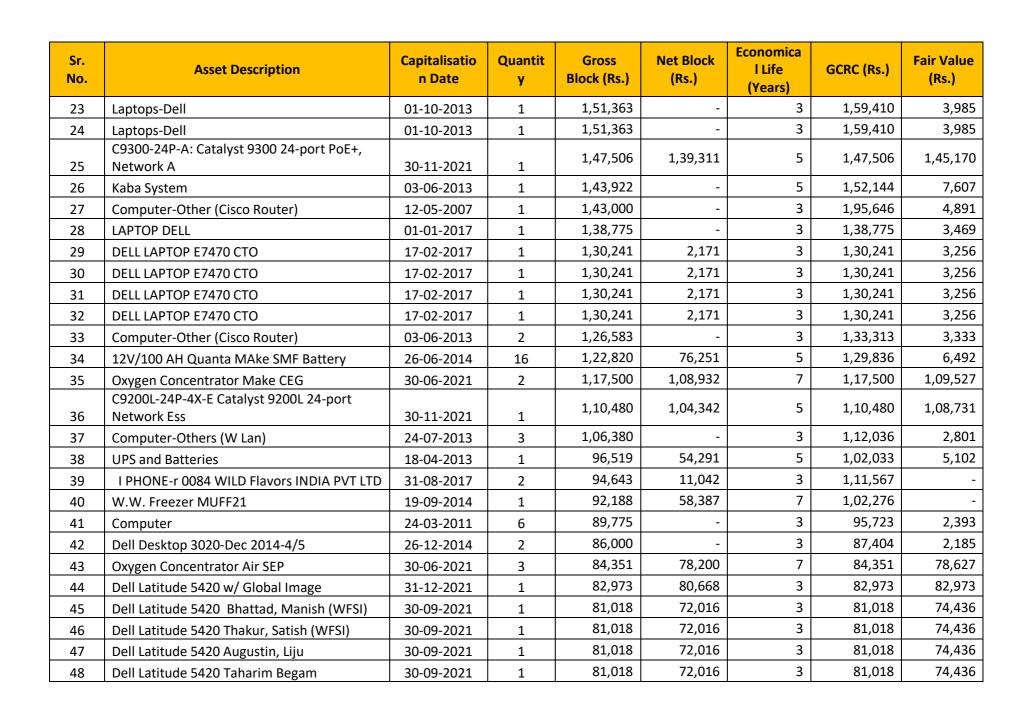




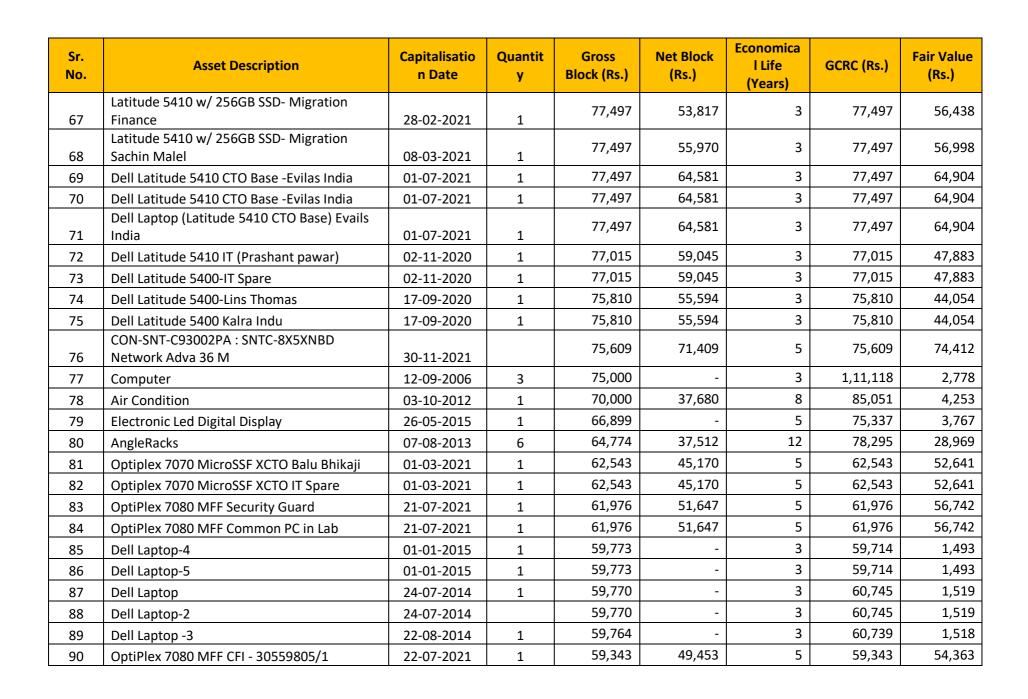


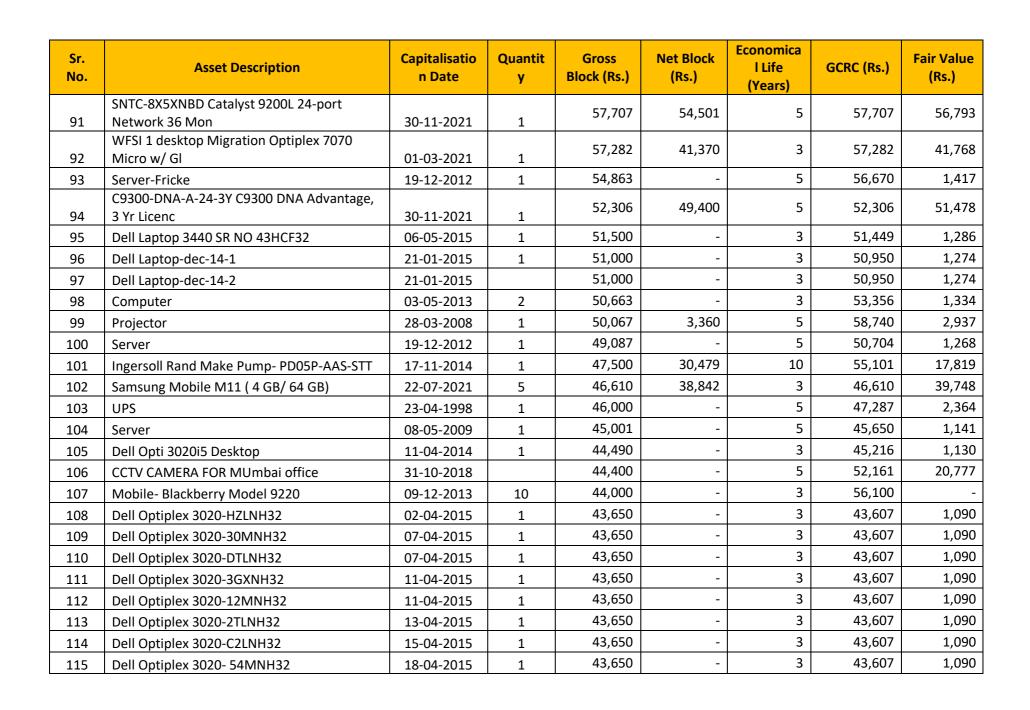
Office Equipment – Tarapur

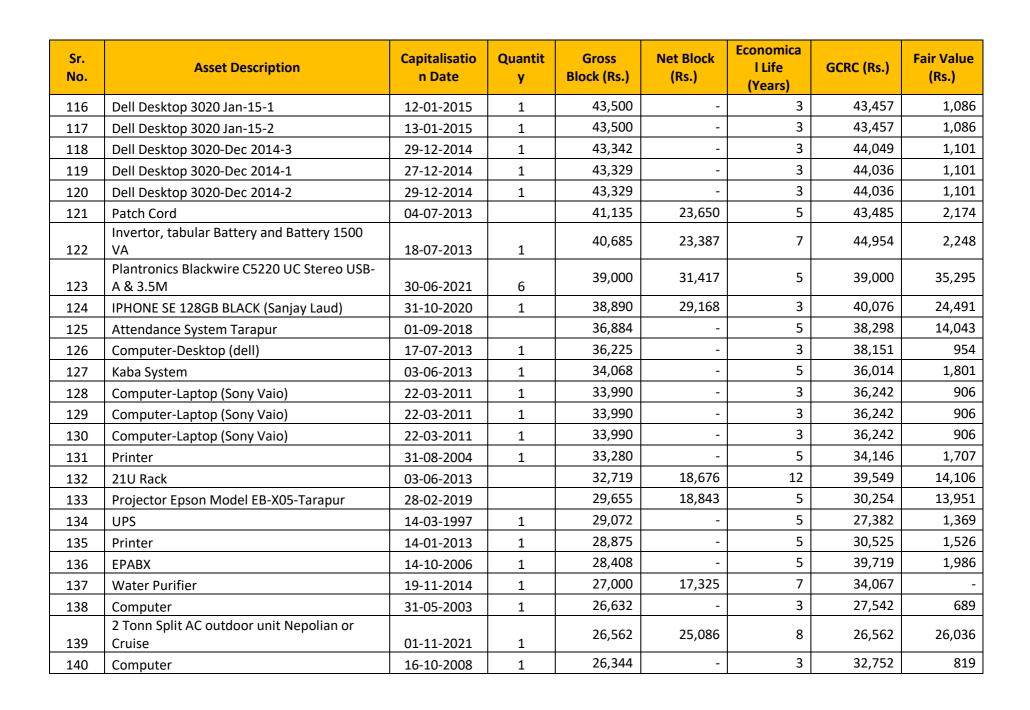
| Sr. No. | Asset Description | Capitalisatio n Date | Quantit y | Gross Block (Rs.) | Net Block (Rs.) | Economica I Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|------------|---|-------------------------|--------------|----------------------|--------------------|--------------------------------|------------|---------------------|
| 1 | Mumbai Office Equipment Balazi Glazier i.e.AC,Fitt | 03-06-2013 | | 69,75,770 | - | 8 | 82,77,085 | 8,27,709 |
| 2 | I PHONE-r 0084 WILD Flavors INDIA PVT LTD | 01-01-2017 | 18 | 10,36,801 | - | 3 | 12,22,206 | - |
| 3 | Kaba System | 03-06-2013 | 1 | 8,79,581 | - | 5 | 9,29,829 | 46,491 |
| 4 | Ports | 03-06-2013 | 3 | 6,05,926 | 3,45,877 | 5 | 6,40,541 | 32,027 |
| 5 | CCTV CAMERA FOR TARAPUR | 30-11-2017 | 1 | 4,19,542 | 1,28,193 | 8 | 4,87,776 | 2,51,255 |
| 6 | Fruit Juice Dispenser | 24-07-2013 | 1 | 4,13,476 | 2,37,747 | 7 | 5,26,261 | 13,157 |
| 7 | Computer-Other (UPS -APC Smart online, battery bac | 03-06-2013 | 1 | 3,95,868 | - | 3 | 4,16,914 | 10,423 |
| 8 | Computer-Laptop (Dell) | 24-07-2013 | 2 | 3,24,344 | - | 3 | 3,41,587 | 8,540 |
| 9 | Air Distribution System | 01-06-2014 | 1 | 2,95,828 | 1,83,661 | 8 | 3,68,173 | 36,626 |
| 10 | Multipoint Software Option License for 4 site MP v | 03-06-2013 | 2 | 2,62,937 | 1,50,092 | 5 | 2,71,685 | 6,792 |
| 11 | Laptop & Other Accessories | 01-11-2013 | 2 | 2,39,767 | - | 3 | 2,52,514 | 6,313 |
| 12 | 12 V/100 AH Exide Make SMF Battery Model:NXT12-100 | 21-10-2014 | 30 | 2,37,250 | - | 5 | 2,50,803 | 12,540 |
| 13 | EPBAX System -HO | 01-03-2014 | 1 | 2,15,050 | 1,30,822 | 5 | 2,27,335 | 11,367 |
| 14 | Air Condition | 17-01-2010 | 8 | 2,10,004 | 79,223 | 8 | 2,53,474 | 12,674 |
| 15 | Kaba System | 27-08-2013 | 1 | 1,94,169 | - | 5 | 2,05,261 | 10,263 |
| 16 | Supply of 12V/100 AH Quanta Make SMF Battery | 30-06-2021 | 30 | 1,86,750 | 1,73,133 | 7 | 1,86,750 | 1,74,078 |
| 17 | UPS, Battery,15KVA online Promp | 22-11-2009 | 1 | 1,62,944 | 37,270 | 5 | 1,69,113 | 8,456 |
| 18 | UPS | 31-05-2013 | 1 | 1,62,909 | 92,310 | 5 | 1,72,215 | 8,611 |
| 19 | Split AC-5 Qty | 14-05-2013 | 5 | 1,54,500 | 87,550 | 8 | 1,83,322 | 9,166 |
| 20 | 7 kva line UPS | 26-12-2007 | 1 | 1,53,000 | 7,246 | 5 | 1,97,541 | 9,877 |
| 21 | Laptops-Dell | 01-10-2013 | 1 | 1,51,363 | - | 3 | 1,59,410 | 3,985 |
| 22 | Laptops-Dell | 01-10-2013 | 1 | 1,51,363 | - | 3 | 1,59,410 | 3,985 |

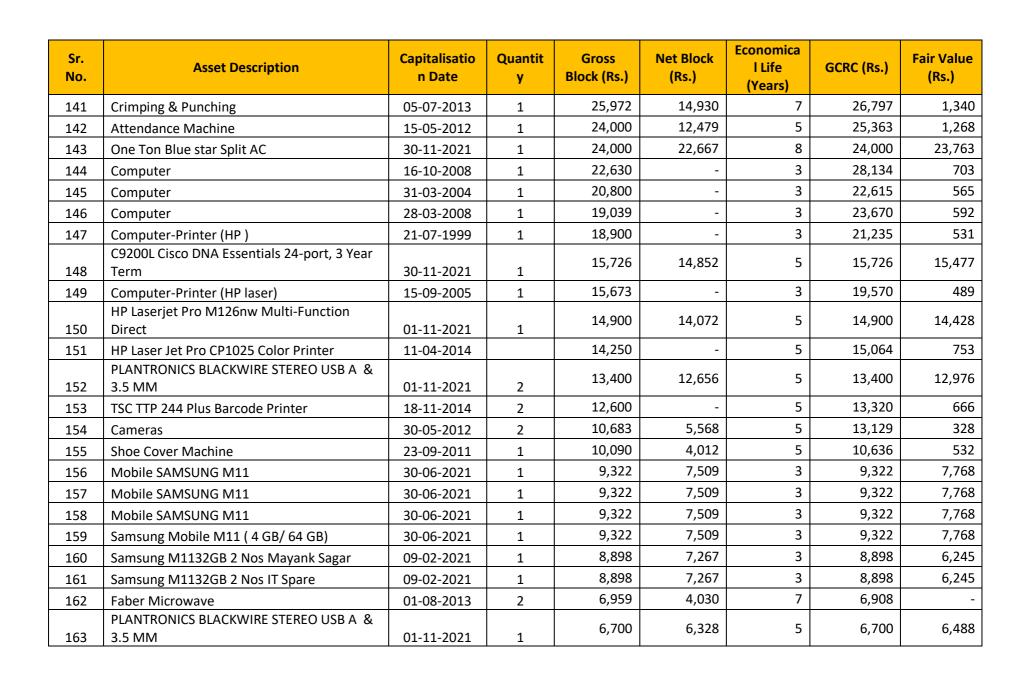


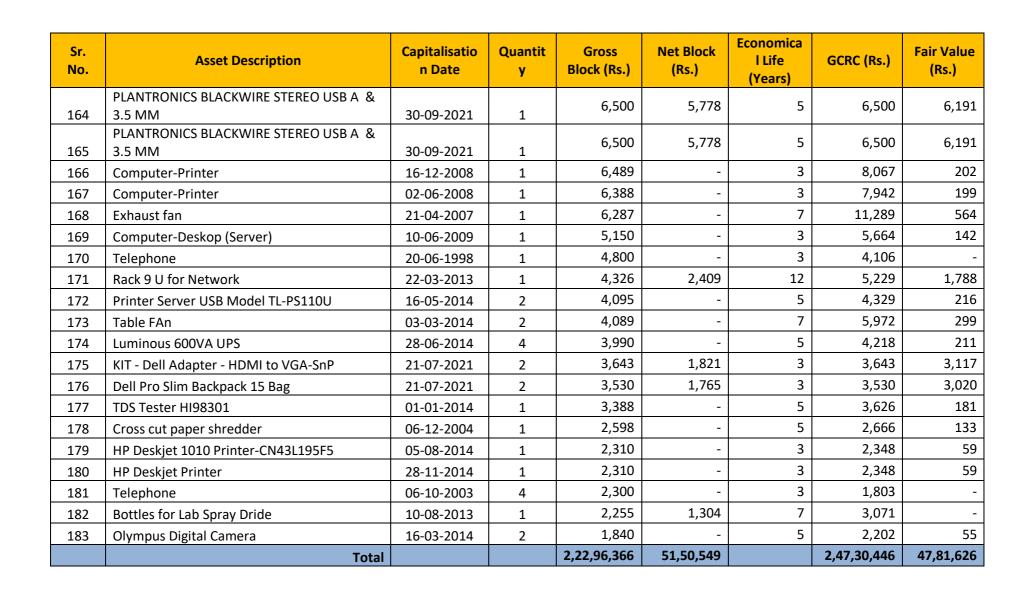
| Sr. No. | Asset Description | Capitalisatio n Date | Quantit y | Gross Block (Rs.) | Net Block (Rs.) | Economica I Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|------------|--|-------------------------|--------------|----------------------|--------------------|--------------------------------|------------|---------------------|
| 49 | Dell Latitude 5420 Desale, Tejal | 30-09-2021 | 1 | 81,018 | 72,016 | 3 | 81,018 | 74,436 |
| 50 | Dell Latitude 5420 More, Santosh | 30-09-2021 | 1 | 81,018 | 72,016 | 3 | 81,018 | 74,436 |
| 51 | Split AC-5 Qty | 14-05-2013 | 5 | 77,600 | 43,973 | 8 | 92,076 | 4,604 |
| 52 | Computer- Dell Latitude 7490 | 27-05-2019 | 1 | 77,531 | 36,179 | 3 | 77,531 | 12,157 |
| 53 | Latitude 5410 w/ 256GB SSD- Migration | 28-02-2021 | 1 | 77,497 | 53,817 | 3 | 77,497 | 56,438 |
| 54 | Latitude 5410 w/ 256GB SSD- Migration SUDHEESH SIN | 28-02-2021 | 1 | 77,497 | 53,817 | 3 | 77,497 | 56,438 |
| 55 | Latitude 5410 w/ 256GB SSD- MigrationSanjay Laud | 28-02-2021 | 1 | 77,497 | 53,817 | 3 | 77,497 | 56,438 |
| 56 | Latitude 5410 w/ 256GB SSD- Migration- Deepak Medha | 28-02-2021 | 1 | 77,497 | 53,817 | 3 | 77,497 | 56,438 |
| 57 | Latitude 5410 w/ 256GB SSD- Migration Mayank Sagar | 28-02-2021 | 1 | 77,497 | 53,817 | 3 | 77,497 | 56,438 |
| 58 | Latitude 5410 w/ 256GB SSD- Migration NILESH GAIKW | 28-02-2021 | 1 | 77,497 | 53,817 | 3 | 77,497 | 56,438 |
| 59 | Latitude 5410 w/ 256GB SSD- Migration SUNIL KUMAR | 28-02-2021 | 1 | 77,497 | 53,817 | 3 | 77,497 | 56,438 |
| 60 | Latitude 5410 w/ 256GB SSD- Migration Hemant Mange | 28-02-2021 | 1 | 77,497 | 53,817 | 3 | 77,497 | 56,438 |
| 61 | Latitude 5410 w/ 256GB SSD- Migration SUVIN KUMAR | 28-02-2021 | 1 | 77,497 | 53,817 | 3 | 77,497 | 56,438 |
| 62 | Latitude 5410 w/ 256GB SSD- MigrationLins Babu Tho | 13-03-2021 | 1 | 77,497 | 55,970 | 3 | 77,497 | 57,348 |
| 63 | Latitude 5410 w/ 256GB SSD- Migration VIR SINGH | 28-02-2021 | 1 | 77,497 | 53,817 | 3 | 77,497 | 56,438 |
| 64 | Latitude 5410 w/ 256GB SSD- Migration Application | 01-03-2021 | 1 | 77,497 | 55,970 | 3 | 77,497 | 56,508 |
| 65 | Latitude 5410 w/ 256GB SSD- Migration IT Spare | 01-03-2021 | 1 | 77,497 | 55,970 | 55,970 3 | | 56,508 |
| 66 | Latitude 5410 w/ 256GB SSD- Migration Production | 08-03-2021 | 1 | 77,497 | 55,970 | 3 | 77,497 | 56,998 |





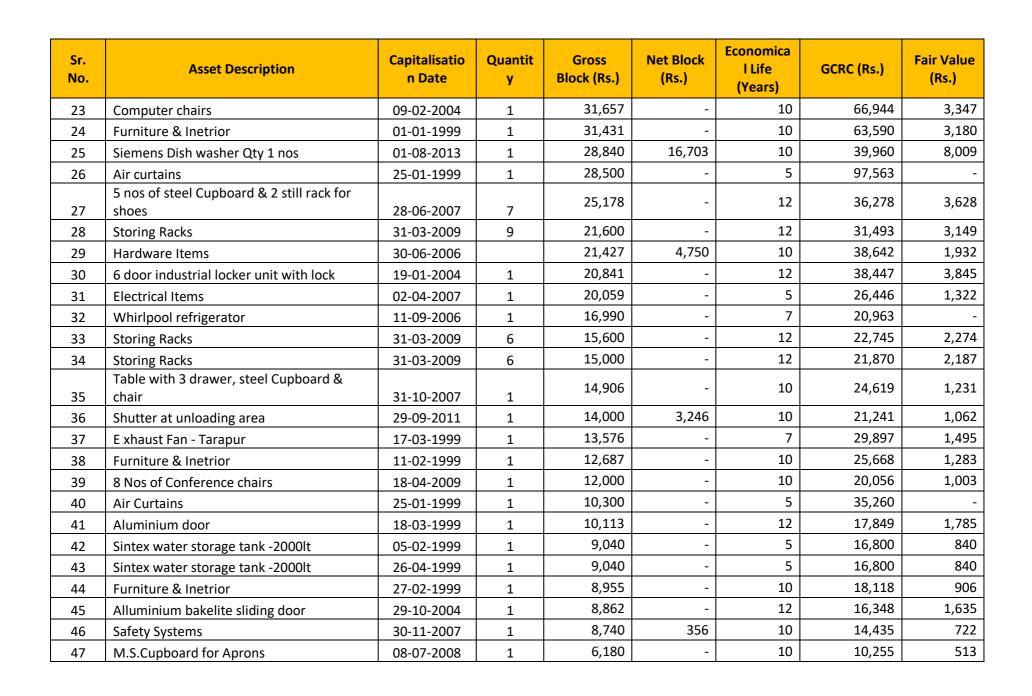






Furniture & Fixture – Tarapur

| Sr. No. | Asset Description | Capitalisatio n Date | Quantit y | Gross Block (Rs.) | Net Block (Rs.) | Economica I Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|------------|---|-------------------------|--------------|----------------------|--------------------|--------------------------------|------------|---------------------|
| 1 | Drum Pallets | 14-10-2011 | 1 | 5,80,500 | 1,34,875 | 12 | 7,68,323 | 1,79,756 |
| 2 | Furniture & Interior | 05-02-1999 | 1 | 2,85,860 | - | 10 | 5,78,345 | 28,917 |
| 3 | Pallets | 20-09-2008 | 1 | 2,64,850 | 73,518 | 12 | 3,83,414 | 38,341 |
| 4 | 50 Nos. injection Moulded, HPPE Pallet, Perforeted | 10-03-2011 | 1 | 2,07,688 | 45,542 | 12 | 2,74,886 | 52,057 |
| 5 | Pallets | 06-10-2008 | 1 | 1,98,159 | - | 12 | 2,86,868 | 28,687 |
| 6 | Furniture & Interior | 14-12-1998 | 1 | 1,88,597 | - | 10 | 3,84,057 | 19,203 |
| 7 | Allu doors & Windows | 30-06-2006 | 1 | 1,78,466 | - | 12 | 2,80,775 | 28,077 |
| 8 | Supply & erection of heavy duty storage racks | 12-05-2007 | 1 | 1,73,676 | - | 12 | 2,50,241 | 25,024 |
| 9 | Modular furniture at lab | 05-10-2004 | 1 | 1,50,007 | - | 10 | 3,17,213 | 15,861 |
| 10 | Table & storage unit for tables | 05-10-2004 | 1 | 1,45,000 | - | 10 | 3,06,625 | 15,331 |
| 11 | Flux sanitory barrel pump | 24-07-1999 | 1 | 1,31,100 | - | 10 | 2,65,238 | 13,262 |
| 12 | Alumnium Scaffold Ladder-Taraput | 30-11-2019 | 1 | 1,13,750 | 1,01,427 | 12 | 1,26,577 | 1,06,799 |
| 13 | Heavy duty pallet rack | 27-10-2007 | 1 | 1,03,904 | - | 12 | 1,49,710 | 14,971 |
| 14 | MS Rack Fabrication with Material & Oil Pianting | 20-04-2013 | 1 | 93,450 | 38,937 | 12 | 1,12,957 | 39,276 |
| 15 | Flame Proof Lighting | 01-01-2013 | 1 | 58,710 | 32,286 | 5 | 66,126 | 3,306 |
| 16 | Furniture & Interior | 19-02-1999 | 1 | 50,365 | - | 10 | 1,01,897 | 5,095 |
| 17 | Alluminium Partition with G-Clipping | 26-09-2011 | 1 | 42,768 | 9,930 | 12 | 56,606 | 13,031 |
| 18 | M.S.Rack | 05-10-2007 | 1 | 41,336 | - | 12 | 59,559 | 5,956 |
| 19 | Refrigerators | 01-07-2013 | 2 | 38,454 | 22,108 | 7 | 40,583 | - |
| 20 | Allu doors & Windows (Labour chgs) | 30-06-2006 | 1 | 38,000 | - | 12 | 59,784 | 5,978 |
| 21 | Sofa & Chairs | 18-07-1999 | 1 | 34,352 | - | 10 | 69,500 | 3,475 |
| 22 | Supporter of Pallets | 27-06-1999 | 1 | 32,964 | - | 12 | 58,180 | 5,818 |



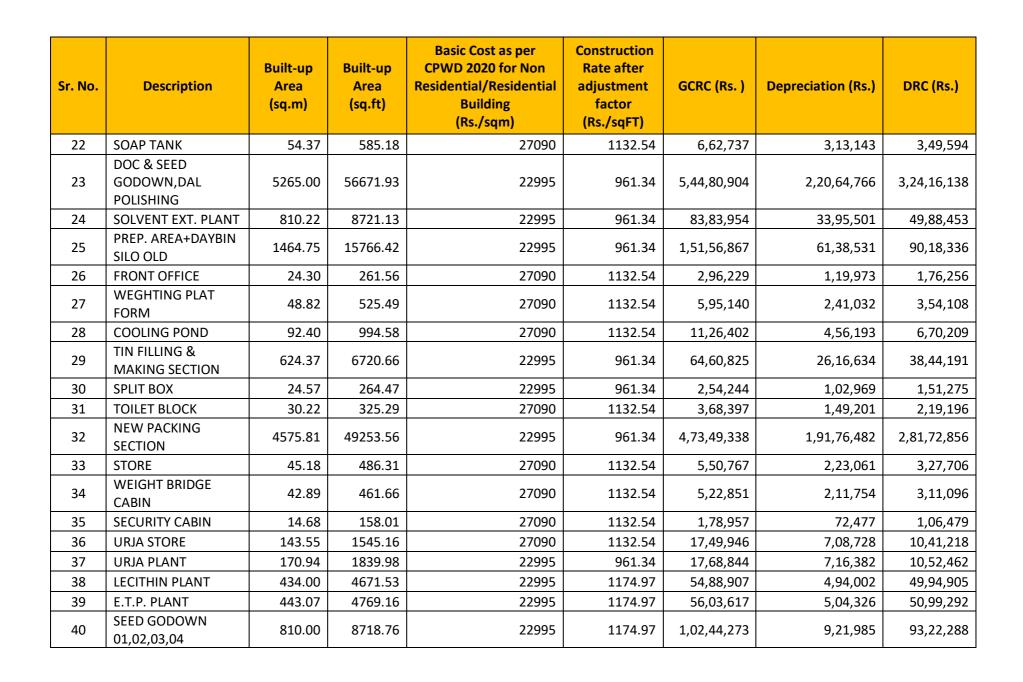


Intangible Asset – Tarapur

| Sr. No | Asset Description | Capitalisation Date | Quantit y | Gross Block (Rs.) | Net Block (Rs.) | Economica I Life (Years) | GCRC (Rs.) | Fair Value (Rs.) |
|--------|------------------------------------|------------------------|--------------|----------------------|--------------------|--------------------------------|--------------|---------------------|
| 1 | Intangible - Customer Relationship | 30-12-2011 | ı | 17,11,57,000 | 5,34,26,259 | | 17,11,57,000 | 5,34,26,259 |
| 2 | Intangible - Order Backlog | 30-12-2011 | - | 1,85,71,000 | | | 1,85,71,000 | - |
| | Total | | | 18,97,28,000 | 5,34,26,259 | • | 18,97,28,000 | 5,34,26,259 |

• ANNEXURE – M – Building – Latur

| Sr. No. | Description | Built-up Area (sq.m) | Built-up Area (sq.ft) | Basic Cost as per CPWD 2020 for Non Residential/Residential Building (Rs./sqm) | Construction Rate after adjustment factor (Rs./sqFT) | GCRC (Rs.) | Depreciation (Rs.) | DRC (Rs.) |
|---------|---------------------------------|----------------------------|-----------------------------|--|--|-------------|--------------------|-------------|
| 1 | SOLVENT EXT. PLANT | 475.41 | 5117.27 | 22995 | 961.34 | 49,19,424 | 23,24,428 | 25,94,996 |
| 2 | DOC GODOWN | 3926.43 | 42263.70 | 22995 | 961.34 | 4,06,29,716 | 1,91,97,541 | 2,14,32,175 |
| 4 | REFINERY | 735.55 | 7917.39 | 22995 | 961.34 | 76,11,288 | 35,96,333 | 40,14,954 |
| 5 | BLOW MOULDING | 371.17 | 3995.24 | 22995 | 961.34 | 38,40,774 | 18,14,766 | 20,26,008 |
| 6 | TANK FARM | 1412.80 | 15207.24 | 22995 | 961.34 | 1,46,19,301 | 69,07,620 | 77,11,681 |
| 7 | SEED GODOWN | 5008.93 | 53915.62 | 22995 | 961.34 | 5,18,31,155 | 2,44,90,221 | 2,73,40,934 |
| 8 | W/MAN WS TIME SECURITY CABIN | 88.99 | 957.88 | 22995 | 961.34 | 9,20,846 | 4,35,100 | 4,85,746 |
| 9 | ADMIN.OFFICE+ TOILET | 448.27 | 4825.13 | 27090 | 1132.54 | 54,64,635 | 25,82,040 | 28,82,595 |
| 10 | LT ROOM | 142.37 | 1532.46 | 27090 | 1132.54 | 17,35,561 | 8,20,053 | 9,15,509 |
| 11 | STORE ROOM | 311.34 | 3351.23 | 27090 | 1132.54 | 37,95,390 | 17,93,322 | 20,02,068 |
| 12 | FILLING & PACKING SECTION | 1153.56 | 12416.80 | 22995 | 961.34 | 1,19,36,750 | 56,40,115 | 62,96,636 |
| 13 | OLD E.T.P. BLOCK | 402.21 | 4329.35 | 22995 | 961.34 | 41,61,969 | 19,66,530 | 21,95,438 |
| 14 | WORK SHOP /STORE /SEED OIL | 470.38 | 5063.12 | 22995 | 961.34 | 48,67,375 | 22,99,835 | 25,67,540 |
| 15 | F.O.,L.D.O. TANK | 306.91 | 3303.55 | 27090 | 1132.54 | 37,41,386 | 17,67,805 | 19,73,581 |
| 16 | DIESEL TANK | 81.00 | 871.88 | 27090 | 1132.54 | 9,87,431 | 4,66,561 | 5,20,870 |
| 17 | TOILET NO.01 | 38.26 | 411.83 | 27090 | 1132.54 | 4,66,409 | 2,20,378 | 2,46,030 |
| 18 | TOILET NO.02 | 49.88 | 536.90 | 27090 | 1132.54 | 6,08,062 | 2,87,309 | 3,20,753 |
| 19 | FINISHED GOODS ROOM | 77.91 | 838.62 | 22995 | 961.34 | 8,06,193 | 3,80,926 | 4,25,267 |
| 21 | TIN BARRAL STORE | 71.55 | 770.16 | 27090 | 1132.54 | 8,72,230 | 4,12,129 | 4,60,101 |



| Sr. No. | Description | Built-up Area (sq.m) | Built-up Area (sq.ft) | Basic Cost as per CPWD 2020 for Non Residential/Residential Building (Rs./sqm) | Construction Rate after adjustment factor (Rs./sqFT) | GCRC (Rs.) | Depreciation (Rs.) | DRC (Rs.) |
|---------|--|----------------------------|-----------------------------|--|--|--------------|--------------------|--------------|
| 41 | LECITHIN PACKING SECTION SHED | 617.86 | 6650.58 | 22995 | 1174.97 | 78,14,230 | 7,03,281 | 71,10,949 |
| 42 | V.C.B. ROOM | 83.47 | 898.46 | 22995 | 1174.97 | 10,55,666 | 95,010 | 9,60,656 |
| 43 | NEW WEIGHT BRIDGE FRONT OFFICE | 24.00 | 258.33 | 27090 | 1384.21 | 3,57,588 | 32,183 | 3,25,405 |
| 44 | TOILET BLOCK | 25.00 | 269.10 | 27090 | 1384.21 | 3,72,488 | 33,524 | 3,38,964 |
| 45 | CRUDE OIL FILTRATION AREA SHED,EARTH MATERAIL | 121.55 | 1308.35 | 27090 | 1384.21 | 18,11,034 | 1,62,993 | 16,48,041 |
| 46 | PUMP HOUSE | 166.74 | 1794.77 | 27090 | 1384.21 | 24,84,343 | 2,23,591 | 22,60,752 |
| 48 | LECITHIN TANKER LOADING SHED | 69.31 | 746.05 | 22995 | 1174.97 | 8,76,581 | 78,892 | 7,97,689 |
| 49 | LUNCH ROOM | 68.67 | 739.16 | 27090 | 1384.21 | 10,23,149 | 92,083 | 9,31,065 |
| 50 | MILLING UNIT | 7059.00 | 75982.37 | 22995 | 1174.97 | 8,92,76,938 | 80,34,924 | 8,12,42,013 |
| 51 | Proposed Building | 14.47 | 155.75 | 27090 | 1384.21 | 2,15,596 | 4,851 | 2,10,745 |
| 52 | Proposed Building | 107.63 | 1158.52 | 27090 | 1384.21 | 16,03,633 | 36,082 | 15,67,551 |
| 53 | Proposed Lab | 150.80 | 1623.20 | 27090 | 1384.21 | 22,46,845 | 50,554 | 21,96,291 |
| 54 | Chem Room | 53.90 | 580.17 | 22995 | 1174.97 | 6,81,687 | 15,338 | 6,66,349 |
| 55 | Proposed Building | 63.80 | 686.74 | 27090 | 1384.21 | 9,50,588 | 21,388 | 9,29,200 |
| 56 | L T Room | 52.51 | 565.21 | 27090 | 1384.21 | 7,82,373 | 17,603 | 7,64,769 |
| 57 | Doc Office | 32.48 | 349.61 | 22995 | 1174.97 | 4,10,783 | 9,243 | 4,01,540 |
| 58 | Staff Locker Shed | 171.99 | 1851.28 | 22995 | 1174.97 | 21,75,201 | 48,942 | 21,26,259 |
| | Total | 39575.24 | 425983.87 | | | 43,91,97,813 | 14,56,90,632 | 29,35,07,181 |

Annexure N:- Assumptions and Limiting Conditions

Specific assumptions for financial asset valuation

- Consolidate audited financial statements submitted for past years are assumed to be correct. Audit of books of account is out
 of scope of this report.
- 2. We assume that all the facts are clearly documented in the financial statements and nothing has been concealed or misrepresented. In case it comes to notice that facts have been concealed or wrongly presented in the financial reports at date later than the valuation date, then GAA reserves the right to amend the report and revise valuation workings.

General Principles Adopted and Limiting Conditions

- 1. We have relied on the written representations from the management that the information contained in this report is materially accurate and complete in the manner of its portrayal and therefore forms a reliable basis for the Report.
- 2. The information presented in the report does not reflect the outcome of any financial due diligence procedures.
- 3. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. We have, therefore not performed any audit, review or examination of any of the historical information used and therefore, we do not express any opinion with regard to the same.
- 4. No investigation of the company's claim to the title of assets has been made for the purpose of this valuation and their claim to such right has been assumed to be valid. Therefore, no responsibility is assumed for matter of a legal nature. The Report is not, nor should it be construed, as our opining or certifying the compliance with the provisions of any law including company and taxation implication or issues.

- 5. Any person/party intending to provide finance/deal in the shares /business of the company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.
- 6. Our Report is meant for the specific purpose mentioned herein and should not be used for any purpose other than the purpose mentioned herein. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared.
- 7. Our valuation is based on the market condition and the regulatory environment that existed around the time of the date of this report.
- 8. We have no obligation to update this report because of events or transaction occurring subsequent to the date of this report.
- 9. It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof.
- 10. We assume no responsibility and make no representations with respect to the accuracy or sufficiency or completeness of any information provided by the management of the companies. We have not reviewed any other documents other than those stated above.
- 11. Our work did not constitute a validation of the financial statement of the Companies and accordingly we do not express any opinion on the same. If there were any Omission, inaccuracies, or misrepresentations of the information provided by the management, it may have material effect on our findings. The valuation is also significantly dependent on the projections and assumptions of management and valuer which may change in different circumstances.

- 12. The opinion must not be made available or copied in whole or in part to any other person without our express written permission save and except for the limited purpose of this opinion.
- 13. We understand that the management of the Companies during our discussion with them would have drawn our discussions with them would have drawn our attention to all such information and matters, which may have impact on our opinion. In this opinion we have included all such information and matters as was received by us from management of the Company
- 14. The management of the Companies or their related parties is prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this opinion available to any party other than those required by the statute for carrying out the limited purpose of this opinion. This opinion is not meant for meeting any other regulatory or disclosure requirements, save and except as specified as above, under any Indian or Foreign Law Statute, Act, Guidelines or similar instruction. We would not be responsible for any litigation or other actual or threatened claims.
- 15. We hereby declare that we do not have any direct or indirect interest in the Companies/assets valued.
- 16. The report is issued on the understanding that it is solely for the use of the person to whom it is addressed and for the purpose described above. We will not accept any liability or responsibility to any other person other than those to whom it is addressed.
- 17. Any matters related to legal title and ownership are outside the purview and scope of this Valuation exercise. Further, no legal advice regarding the title and ownership of the subject assets have been obtained while conducting this valuation exercise. The client / bank is hereby advised to take an appropriate legal opinion on the matter while taking any decision on the basis of this report.

- 18. We assume the photocopies of any/ all documents submitted by the Bank/ client to be a copy of the original without any alterations/ modifications and genuine.
- 19. In the course of this exercise we have relied upon the hardcopy, softcopy, email, documentary and verbal information provided by the client without further verification. We have assumed that the information provided to us is reliable, accurate and complete in all respects. We reserve our right to alter our conclusions at a later date, if it is found that the data provided to us by the client was not reliable, accurate or complete.
- 20. The subject valuation exercise is based on prevailing market dynamics as on the date of the valuation and does not take into account any unforeseeable developments which could impact the same in the future.
- 21. This valuation is valid only for the purposes neither mentioned in this report, and neither intended nor valid to be used for any other purposes. This report shall not be provided to any third party or external party without our written consent. In no event, regardless of whether consent has been provided, shall we assume any responsibility to any third party or external party to whom the report is disclosed or otherwise made available.
- 22. Possession of this report or any copy thereof does not carry with it right of publication. No portion of this report shall be disseminated to third parties through prospectus, advertising, public relations, news or any other means of communication without the written consent and approval of GAA, except as required under the law for the purpose the report is issued.
- 23. This report is further governed by standard terms and conditions of professional engagement which are herein after:
 - a. The entire and collective liability of GAA and / or its Partners, Officers and Executives arising out of or relating to the Valuation and/or other Services provided, regardless of the form of the cause of action, whether in contract, tort (including negligence), statute or otherwise, shall in no event exceed the total professional fees paid to GAA for this service.

- b. Notwithstanding anything to the contrary, GAA and / or its Partners, Officers and Executives shall not under any circumstance, be liable or responsible for any consequential, incidental, indirect, punitive, exemplary or special damages of any nature whatsoever, or for any damages arising out of or in connection with any bad debts, non-performing assets, any financial loss including that of loss of principal, loss of interest or loss of profit, malfunctions, delay, loss of data, interruption of service or loss of business or anticipatory profits.
- c. GAA and /or its Partners, Officers and Executives accept no responsibility for detecting fraud or misrepresentation, whether by management or employees of the Client or third parties. Accordingly, GAA will not be liable in any way from, or in connection with, fraud or misrepresentations, whether on the part of the Client, its contractors or agents, or on the part of any other third party.
- d. The Valuation Services (including Deliverables submitted by GAA herein under) are not for the benefit of any third party. GAA accepts no liability or responsibility to any third party who benefits from, or uses, the Services or gains access to the Valuation.
- e. Commencement of Legal Proceeding. Any legal proceeding Client brings arising from, or in connection with, the Services or the Agreement must be commenced within six (6) months from the date when Client become aware of, or ought reasonably to have become aware of, the facts which give rise to the alleged liability and, in any event, not later than one (1) year from the date of the Deliverable which has given rise to the alleged liability.
- f. Client has any concerns or complaints about the Services; it should not hesitate to discuss them with the officials of GAA. Any service related issue by Client arising from or in connection with this Agreement (or any variation or addition thereto) shall be brought to the notice, in writing, of GAA within one month from the date when Client has the knowledge of orought reasonably to have such knowledge of the facts which give rise to the alleged service related issue and in no event, later than six months from the date of completion of Services.

- g. DISPUTE RESOLUTION: Any dispute arising out of the Valuation or other Services rendered shall be referred to the nominated senior representatives of both the Parties for resolution through conciliation. In case, any such difference or dispute is not amicably resolved within forty five (45) days of such referral, it shall be resolved through Arbitration, in India, in accordance with the provisions of Arbitration and Conciliation Act 1996. The venue of the arbitration shall be at Delhi. The authority of the arbitrator(s) shall be subject to the terms of these standard terms of service, including the provision of limitation of liability. The proceedings of arbitration, including arbitral award, shall be kept confidential.
- h. The User of the report, while having acted on the basis of this report, is deemed to have read, understood and agreed GAA standard terms and conditions of business and the assumptions and limiting conditions mentioned in this document.

Office Locations

HEAD OFFICE, DELHI



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MUMBAI OFFICE



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BENGALURU OFFICE



Krishna Prakasha +91-9632830651 krishna.prakasha@igaa.in Suite No B-6, Instasquares, #151, 27th Cross, Opp. Ayyappa Temple, 6th Block Jayanagar, Bangalore -560 082 Tel: 080-65700725

Suresh Surana & Associates LLP

Chartered Accountants

Staresh Surana & Askechtes LLP

3nd Floor Tower-B 8-17 Section-1 Noida (NCR) - 201 301 (U.P.), india

T - 9171201 028 5542

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To,
The Board of Directors
ADM Agro Industries Latur & Vizag Private Limited,
Plot Nos. G 75-85 & 86, Latur Industrial Area,
Warwanti Taluka, Latur – 413531
Maharashtra

Independent Auditor's Certificate certifying the accounting treatment contained in the Proposed Scheme of Amalgamation

- This certificate is issued in accordance with the terms of our communication dated February 15, 2022
- 2. We, M/s. Suresh Surana & Associates LLP (Firm Registration No. 121750W/W-100010) Chartered Accountants, the Statutory Auditors of the Company, have examined the proposed accounting treatment specified in clause 5.6 of the Scheme of amalgamation (Scheme) with regards to the proposed merger of the ADM Agro Industries Latur & Vizag Private Limited (hereinafter referred to Amalgamating Company 1) and Evialis India Limited (hereinafter referred to as Amalgamating Company 2) into and with ADM Agro Industries India Private Limited (hereinafter referred to as Amalgamated Company) in terms of provisions of Section 230 to 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 and other Generally Accepted Accounting Principles in India.

Management's responsibility

3. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards read with rules made there under and other Generally Accepted Accounting Principles in India as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Scheme and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

Auditor's Responsibility

- 4. Our responsibility is only to examine and report whether the proposed accounting treatment in the books of the Company, as contained in clause 5.6 of the Scheme referred to above, complies with the Accounting Standards notified under Section 133 of the Companies Act, 2013, as applicable and Other Generally Accepted Accounting Principles in India. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity as the statutory auditors of any financial statements of the Company.
- 5. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (ICAI) in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.



Suresh Surana & Associates LLP

Chartered Accountants

6. We have complied with the relevant applicable requirements of the Standards on Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Reviews of Historical Financial Information, and other Assurance and Related Service Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Scheme.

Opinion

- 7. Based on our examination and according to the information and explanations given to us, we are of the opinion that the proposed accounting treatment in the books of the Amalgamated Company, as stated in Clause 5.6 of the Scheme, is in compliance with applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 and other Generally Accepted Accounting Principles in India, as applicable.
- For ease of references, Clause 5.6 of the Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this Certificate and is initialed by us only for the purposes of identification.

Restriction on use

9. This certificate is issued at the request of the Company pursuant to the requirements under proviso to section 232(3)(j) of the Companies Act, 2013 or onward submission by the Company to the National Company Law Tribunal. This Certificate should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Suresh Surana & Associates LLP

Chartered Accountants

Firm Reg., No.: 121750W / W-100010

Accountants

(Ravinder Pal Singh)

Partner

Membership No.090988 Certificate No.: 03009

UDIN: 22090988AFNKOL9708

Place: Noida

Date: 24 March 2022

Annexure I

Extract of Clause 5.6 of the Scheme.

5.6 Accounting Treatment

- 5.6.1 Upon this Scheme becoming effective, the Amalgamated Company shall account for the amalgamation of the Amalgamating Companies in its books of accounts as given below and the provisions of this Clause 5.6 shall operate notwithstanding anything to the contrary contained in any other instrument, deed or writing:
 - (i) For the purpose of accounting for and dealing with the value of the assets, liabilities, reserves, etc., as dealt with herein below in the books of account of the Amalgamated Company, statements of accounts and financial statements of the Amalgamating Companies as on the close of business of the date immediately preceding the Appointed Date shall be drawn-up on the basis of the books of accounts of the Amalgamating Companies, as audited by the auditors. Such statements of accounts shall be drawn up considering the book value of the assets and liabilities of the Amalgamating Companies;
 - (ii) The Amalgamated Company shall record the assets and liabilities of the Amalgamating Companies transferred pursuant to the Scheme at its book value in the books of accounts of the Amalgamated Company as on the Appointed Date;
 - (iii) Investment in the share capital of the Amalgamating Companies in the books of accounts of the Amalgamated Company shall stand cancelled;
 - (iv) To the extent that there are inter-company loans, deposits, obligations, balances or other outstanding between any of the Amalgamating Companies and the Amalgamated Company, appearing in the books of account of the Amalgamated Company and the Amalgamating Companies as on the Appointed Date, the obligations in respect thereof shall stand cancelled and there shall be no liability in that behalf and corresponding effect shall be given in the books of accounts and records of the Amalgamated Company for the reductions of such assets or liabilities, as the case may be, and there would be no accrual of interest or other charges in respect of any such inter-corporate loans, deposits, advances and other balances or obligations as between the Amalgamating Companies and the Amalgamated Company with effect from the Appointed Date;
 - (v) The Amalgamated Company shall credit the aggregate par value of the equity shares issued to the shareholders of the Amalgamating Company 1 and Amalgamating Company 2 pursuant to this Scheme to the 'equity share capital account' in its books of account;
 - (vi) The aggregate excess or deficit, if any, of the net assets of the Amalgamating Companies over the value of new equity shares to be issued and allotted to the shareholders of the Amalgamating Companies by the Amalgamated Company, post considering the net effect of adjustments as detailed and referred to in this Clause 5.6 shall be credited or debited (as applicable) to the 'Reserve Account' in the books of the Amalgamated Company; and
 - (vii) The Amalgamated Company shall account for the amalgamation of the Amalgamating Companies in accordance with the Accounting Standards.
- 5.6.2. Upon this Scheme becoming effective, the accounts of the Arnalgamated Company as on the Appointed Date shall be reconstructed in accordance with the terms of this Scheme. The Amalgamated Company shall be entitled to revise its income tax returns. TDS returns, and other statutory returns as may be required under respective statutes pertaining to indirect taxes, such as sales-tax, value added tax, excise duties, service tax, goods and services tax, etc., and shall also have the right to claim refunds, advance tax credits, credit of tax under Section 115JB of the Income-tax Act, 1961, credit of tax deducted withheld, etc., if any, as may be required consequent to





- 5.6.3 All reserves of the Amalgameting Companies shall be recorded in the financial statements of Amalgamated Company in the same form in which they appeared in the financial statements of the Amalgamating Companies, as on the date immediately preceding the Appointed Date. Accordingly, if prior to this Scheme becoming effective there is any reserve in the financial statements of either of the Amalgamating Companies available for distribution to sharehold rs, whether as bonus shares or dividend or otherwise, the same would continue to remain available for such distribution by the Amalgamated Company, subsequent to this Scheme becoming effective.
- 5.6.4 The Amalgamated Company shall record in its books of account, all transactions of the Amalgamating Companies in respect of assets, liabilities, income and expenses, from the Appointed Date till the Effective Date.
- 5.6.5 In case of any differences in accounting policies followed by either of the Amalgamating Companies from that of the Amalgamated Company, a uniform set of accounting policies shall be adopted following the amalgamation. The effect on the financial statements of any changes in the accounting policies are to be reported in accordance with the Accounting Standards.
- 5.6.5 Notwithstanding the above, the Board of Directors of the Amalgamated Company, in consultation with its statutory auditors, is authorised to account any of the balances in any other manner, if such accounting treatment is considered more appropriate and is permissible under applicable laws.









ADM Agro Industries India Private Limited

CIN: U01403MH2009PTC291309

Vatika Professional Point, 3rd Floor, Golf Course Extension Road, Sector-66, Gurgaon-122018,

Haryana, India

Ph. +91 124 4937800, Fax +91 124 4937889

Website - www.adm.com

Shareholding Pattern and Capital Structure of the Amalgamated Company pre and post approval of Scheme of Amalgamation by Hon'ble Tribunal

Capital Structure of Amalgamated Company

| Share Capital | Pre-Scheme approval (i.e., as on 31st January, 2023) in INR |
|---|--|
| Authorised Share Capital | |
| 25,50,00,000 equity shares of Rs. 10 each | 255,00,00,000 |
| Issued, Subscribed and Paid-up | |
| 24,91,07,297 equity shares of Rs. 10 each | 249,10,72,970 |

| Share Capital | Post-Scheme approval in INR |
|---|-----------------------------|
| Authorised Share Capital* | |
| 28,45,00,000 equity shares of Rs. 10 each | 2,84,50,00,000 |
| <u>Issued, Subscribed and Paid-up</u> | |
| 61,26,23,013 equity shares of Rs. 10 each | 6,12,62,30,130 |

^{*}The Amalgamated Company will increase the Authorized Share Capital before allotment of the shares to the shareholders of Amalgamating Companies.

Further, the Amalgamating Company 1 and Amalgamating Company 2 would be dissolved without any further act or deeds upon effectiveness of Scheme.

Shareholding Pattern of Amalgamated Company

| | Pre-Scheme (Ja | nuary 31, 2023) | Post-Scheme | |
|--|---------------------------------------|-------------------|---------------------------------------|----------------------|
| Particulars | Total No. of Equity shares held | Shareholding as % | Total No. of Equity shares held | Shareholding as % |
| Archer Daniels Midland Singapore Pte. Ltd | 249,107,092 | 99.9999 | 555502808 | 90.6761 |
| ADM Asia Pacific Trading Pte. Ltd | 198 | 0.0001 | 198 | 0.0000 |
| Mr. Amrendra Swaroop Mishra (As a nominee of ADM Singapore Pte. Ltd) | 2 | 0.0000 | 2 | 0.0000 |
| Wild Flavors International GmbH | 1 | 0.0000 | 1 | 0.0000 |
| Mr. Amrendra Swaroop Mishra | 3 | 0.0000 | 3 | 0.0000 |
| Mr. Pratik Mohapatra | 1 | 0.0000 | 1 | 0.0000 |
| Neovia SAS | - | 0.0000 | 57,120,000 | 9.3238 |
| Total | 249,107,297 | 100 | 612,623,013 | 100 |



ADM Agro Industries Latur & Vizag Private Limited CIN: U15143MH1991PTC378170

Vatika Professional Point, 3rd Floor, Golf Course Extension Road, Sector-66, Gurgaon – 122 018, Haryana, India Ph. +91 124 4937800, Fax +91 124 4937889 Website – www.adm.com

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF ADM AGRO INDUSTRIES LATUR & VIZAG PRIVATE LIMITED ON MARCH 17, 2022, EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON THE SHAREHOLDERS AND THE KEY MANAGERIAL PERSONNEL OF THE COMPANY

The Board of Directors ("Board") of ADM Agro Industries Latur & Vizag Private Limited, at its meeting held on March 17, 2022, considered and approved the scheme of amalgamation ("Scheme") for amalgamation of ADM Agro Industries Latur & Vizag Private Limited and Evialis India Limited (hereinafter referred to as the "Amalgamating Companies"), into and with ADM Agro Industries India Private Limited ("Amalgamated Company") under Sections 230 to 232 of the Companies Act, 2013 ("2013 Act").

While deliberating on the Scheme, the Board *inter-alia* considered and took on record the following documents along with this report: (i) Draft scheme of amalgamation; (ii) Share valuation report in respect of the Amalgamating Companies and the Amalgamated Company dated March 04, 2022 issued by GAA Advisory LLP, IBBI Registered Valuer (IBBI/RV-E/02/2020/114) *inter-alia* describing the methodology adopted by them in arriving at the share entitlement ratio ("Valuation Report"); and (iii) draft certificate from the statutory auditor of the Company confirming that the scheme is in compliance applicable accounting treatment notified under the 2013 Act (the "Auditors' Certificate"). After taking on record the documents / confirmations referred above, the Board of ADM Agro Industries Latur & Vizag Private Limited approved the Scheme, and the draft scheme of amalgamation, as placed before the Board.

Pursuant to the provisions of Section 232(2)(c) of the 2013 Act, the Board is required to adopt a report explaining the effect of compromise or arrangement on each class of shareholders, key managerial personnel ("KMP"), promoter and non-promoter shareholders, and laying out in particular the share entitlement ratio and specifying special valuation difficulties, if any, and the same is required to be circulated as a part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.

This report of the Board ("Report") is accordingly being made pursuant to the requirements of Section 232(2) (c) of the 2013 Act.

I. Share Entitlement Ratio:

Valuation Report recommends the following share entitlement ratios:

For amalgamation of Amalgamating Company 1: Share entitlement ratio of 1904:100, that 1904 (one thousand nine hundred and four) fully paid-up equity shares of the Amalgamated Company having a face value of Rs. 10 (Indian rupees ten) shall be issued and allotted for every 100 (one hundred) fully paid-up equity share of Amalgamating Company I having a face value of Rs. 10 (Indian rupees ten) held by the shareholders of the Amalgamating Company 1.

For amalgamation of Amalgamating Company 2: Share entitlement ratio of 3570:100, meaning that 3570 (three thousand five hundred and seventy) fully paid-up equity shares of the Company having a face value of Rs. 10 (Indian rupees ten) shall be issued and allotted for every 100 (one hundred) fully paid-up equity share of Amalgamating Company 2 having a face value of Rs. 10 (Indian rupees ten) held by the shareholders of the Amalgamating Company 2.

[No special valuation difficulties were reported by GAA Advisory LLP with respect to the Valuation Report.]

II. Effect of the Scheme on the shareholders of the Company

(i) There is only one class of shareholders of the Company, i.e., equity shareholders.

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ADM Agro Industries Latur & Vizag Private Limited CIN: U15143MH1991PTC378170

Vatika Professional Point, 3rd Floor, Golf Course Extension Road, Sector-66, Gurgaon – 122 018, Haryana, India

Ph. +91 124 4937800, Fax +91 124 4937889 Website – www.adm.com

- (ii) The amalgamation in terms of the Scheme would lead to simplification of the shareholding structure and reduction of shareholding tiers / levels.
- (iii) Upon the Scheme becoming effective, as consideration for the amalgamation of Amalgamating Company 1 and Amalgamating Company 2 into and with the Amalgamated Company, the Amalgamated Company will issue and allot its equity shares to each member of the Amalgamating Companies whose name is recorded in the register of members on the 'record date' (as may be determined in terms of the Scheme), as per the above mentioned share entitlement ratio. All the equity shares of Amalgamating Company 1 held by the Amalgamated Company shall stand cancelled, without consideration, upon the Scheme becoming effective.
- (iv) The Amalgamated Company is increasing its authorised share capital by Rs. 500 Crore, as an integral part of the Scheme.
- (v) The equity shares of the Amalgamated Company to be issued and allotted as above shall be subject to the provisions of the Memorandum and Articles of Association of the Amalgamated Company and shall rank pari passu with the existing equity shares of the Amalgamated Company.
- (vi) The paid-up and issued equity share capital of the Amalgamated Company shall stand increased pursuant to the issue of consideration shares to shareholders of the Amalgamating Companies. There would no change in control in respect of the Company.
- (vii) Upon the Scheme becoming effective, Amalgamating Company 1 and Amalgamating Company 2 shall stand dissolved, without winding-up.

III. Effect of the Scheme on Key Managerial Personal (KMP)

The Scheme will have no effect on KMPs of the Company, except to the extent of their respective shareholding in the Company, if any, and effect thereon as detailed in Paragraph II above. None of the directors or KMPs or their relatives, except in their capacity as shareholder(s) of the Company (if applicable), is concerned, or interested financially or otherwise in the Scheme.

There will be no adverse effect of the Scheme on the equity shareholders (the only class of shareholders of the Company) or KMPs of the Company.

Adopted at the meeting of the Board of the Company held on March 17, 2022.

On behalf of the Board

For ADM Agro Industries Latur & Vizag Private Limited

KSHIRODH AGGARWAL

Director

DIN: 07290927

Address: A101, IDC Apartment, Sector-11, Plot 8C, Dwarka, Delhi- 110075



REPORT ADOPTED BY THE BOARD OF DIRECTORS OF EVIALIS INDIA LIMITED ON MARCH 23, 2022, EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON THE SHAREHOLDERS AND THE KEY MANAGERIAL PERSONNEL OF THE COMPANY

The Board of Directors ("Board") of Evialis India Limited, at its meeting held on March 23, 2022, considered and approved the scheme of amalgamation ("Scheme") for amalgamation of ADM Agro Industries Latur & Vizag Private Limited and Evialis India Limited (hereinafter referred to as the "Amalgamating Companies"), into and with ADM Agro Industries India Private Limited ("Amalgamated Company") under Sections 230 to 232 of the Companies Act, 2013 ("2013 Act").

While deliberating on the Scheme, the Board *inter-alia* considered and took on record the following documents along with this report: (i) Draft scheme of amalgamation; (ii) Share valuation report in respect of the Amalgamating Companies and the Amalgamated Company dated March 04, 2022 issued by GAA Advisory LLP, IBBI Registered Valuer (IBBI/RV-E/02/2020/114) *inter-alia* describing the methodology adopted by them in arriving at the share entitlement ratio ("Valuation Report"); and (iii) draft certificate from the statutory auditor of the Company confirming that the scheme is in compliance applicable accounting treatment notified under the 2013 Act (the "Auditors' Certificate"). After taking on record the documents / confirmations referred above, the Board of Evialis India Limited approved the Scheme, and the draft scheme of amalgamation, as placed before the Board.

Pursuant to the provisions of Section 232(2)(c) of the 2013 Act, the Board is required to adopt a report explaining the effect of compromise or arrangement on each class of shareholders, key managerial personnel ("KMP"), promoter and non-promoter shareholders, and laying out in particular the share entitlement ratio and specifying special valuation difficulties, if any, and the same is required to be circulated as a part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.

This report of the Board ("Report") is accordingly being made pursuant to the requirements of Section 232(2) (c) of the 2013 Act.

I. Share Entitlement Ratio:

Valuation Report recommends the following share entitlement ratios:

For amalgamation of Amalgamating Company 1: Share entitlement ratio of 1904:100, that 1904 (one thousand nine hundred and four) fully paid-up equity shares of the Amalgamated Company having a face value of Rs. 10 (Indian rupees ten) shall be issued and allotted for every 100 (one hundred) fully paid-up equity share of Amalgamating Company 1 having a face value of Rs. 10 (Indian rupees ten) held by the shareholders of the Amalgamating Company 1.

For amalgamation of Amalgamating Company 2: Share entitlement ratio of 3570:100, meaning that 3570 (three thousand five hundred and seventy) fully paid-up equity shares of the Company having a face value of Rs. 10 (Indian rupees ten) shall be issued and allotted for every 100 (one hundred) fully paid-up equity share of Amalgamating Company 2 having a face value of Rs. 10 (Indian rupees ten) held by the shareholders of the Amalgamating Company 2.

[No special valuation difficulties were reported by GAA Advisory LLP with respect to the Valuation Report.]

II. Effect of the Scheme on the shareholders of the Company

(i) There is only one class of shareholders of the Company, i.e., equity shareholders.



- (ii) The amalgamation in terms of the Scheme would lead to simplification of the shareholding structure and reduction of shareholding tiers / levels.
- (iii) Upon the Scheme becoming effective, as consideration for the amalgamation of Amalgamating Company 1 and Amalgamating Company 2 into and with the Amalgamated Company, the Amalgamated Company will issue and allot its equity shares to each member of the Amalgamating Companies whose name is recorded in the register of members on the 'record date' (as may be determined in terms of the Scheme), as per the above mentioned share entitlement ratio. All the equity shares of Amalgamating Company 1 held by the Amalgamated Company shall stand cancelled, without consideration, upon the Scheme becoming effective.
- (iv) The Amalgamated Company is increasing its authorised share capital by Rs. 500 Crore, as an integral part of the Scheme.
- (v) The equity shares of the Amalgamated Company to be issued and allotted as above shall be subject to the provisions of the Memorandum and Articles of Association of the Amalgamated Company and shall rank pari passu with the existing equity shares of the Amalgamated Company.
- (vi) The paid-up and issued equity share capital of the Amalgamated Company shall stand increased pursuant to the issue of consideration shares to shareholders of the Amalgamating Companies.
- (vii) Upon the Scheme becoming effective, Amalgamating Company 1 and Amalgamating Company 2 shall stand dissolved, without winding-up.

III. Effect of the Scheme on Key Managerial Personal (KMP)

The Scheme will have no effect on KMPs of the Company, except to the extent of their respective shareholding in the Company, if any, and effect thereon as detailed in Paragraph II above. None of the directors or KMPs or their relatives, except in their capacity as shareholder(s) of the Company (if applicable), is concerned, or interested financially or otherwise in the Scheme.

There will be no adverse effect of the Scheme on the equity shareholders (the only class of shareholders of the Company) or KMPs of the Company.

Adopted at the meeting of the Board of the Company held on March 23, 2022

On behalf of the Board For Evialis India Limited

KSHIRODH AGGARWAL

DIN: 07290927

Director

Address: A101, IDC Apartment, Sector-11, Plot 8C, Dwarka, Delhi- 110075



ADM Agro Industries India Private Limited

CIN: U01403MH2009PTC291309 Vatika Professional Point, 3rd Floor, Golf Course Extension Road, Sector-66, Gurgaon-122018,

Haryana, India

Ph. +91 124 4937800, Fax +91 124 4937889

Website - www.adm.com

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF ADM AGRO INDUSTRIES INDIA PRIVATE LIMITED ON MARCH 17, 2022, EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON THE SHAREHOLDERS AND THE KEY MANAGERIAL PERSONNEL OF THE COMPANY

The Board of Directors ("Board") of ADM Agro Industries India Private Limited, at its meeting held on March 17, 2022, considered and approved the scheme of amalgamation ("Scheme") for amalgamation of ADM Agro Industries Latur & Vizag Private Limited and Evialis India Limited (hereinafter referred to as the "Amalgamating Companies"), into and with ADM Agro Industries India Private Limited ("Amalgamated Company") under Sections 230 to 232 of the Companies Act, 2013 ("2013 Act").

While deliberating on the Scheme, the Board *inter-alia* considered and took on record the following documents along with this report: (i) Draft scheme of amalgamation; and (ii) Share valuation report in respect of the Amalgamating Companies and the Amalgamated Company dated March 04, 2022 issued by GAA Advisory LLP, IBBI Registered Valuer (IBBI/RV-E/02/2020/114) *inter-alia* describing the methodology adopted by them in arriving at the share entitlement ratio ("Valuation Report"); and (iii) a Draft certificate from the statutory auditor of the Company confirming that the scheme is in compliance applicable accounting treatment notified under the 2013 Act (the "Auditors' Certificate"). After taking on record the documents/ confirmations referred above, the Board of the Amalgamated Company approved the Scheme, and the draft scheme of amalgamation, as placed before the Board.

Pursuant to the provisions of Section 232(2)(c) of the 2013 Act, the Board is required to adopt a report explaining the effect of compromise or arrangement on each class of shareholders, key managerial personnel ("KMP"), promoter and non-promoter shareholders, and laying out in particular the share entitlement ratio and specifying special valuation difficulties, if any, and the same is required to be circulated as a part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.

This report of the Board ("Report") is accordingly being made pursuant to the requirements of Section 232(2) (c) of the 2013 Act.

I. Share Entitlement Ratio:

Valuation Report recommends the following share entitlement ratios:

For amalgamation of Amalgamating Company 1: Share entitlement ratio of 1904:100, that 1904 (one thousand nine hundred and four) fully paid-up equity shares of the Amalgamated Company having a face value of Rs. 10 (Indian rupees ten) shall be issued and allotted for every 100 (one hundred) fully paid-up equity share of Amalgamating Company 1 having a face value of Rs. 10 (Indian rupees ten) held by the shareholders of the Amalgamating Company 1.

For amalgamation of Amalgamating Company 2: Share entitlement ratio of 3570:100, meaning that 3570 (three thousand five hundred and seventy) fully paid-up equity shares of the Company having a face value of Rs. 10 (Indian rupees ten) shall be issued and allotted for every 100 (one

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hundred) fully paid-up equity share of Amalgamating Company 2 having a face value of Rs. 10 (Indian rupees ten) held by the shareholders of the Amalgamating Company 2.

No special valuation difficulties were reported by GAA Advisory LLP with respect to the Valuation Report.

II. Effect of the Scheme on the shareholders of the Company

- (i) There is only one class of shareholders of the Company, i.e., equity shareholders.
- (ii) The amalgamation in terms of the Scheme would lead to simplification of the shareholding structure and reduction of shareholding tiers / levels.
- (iii) Upon the Scheme becoming effective, as consideration for the amalgamation of Amalgamating Company 1 and Amalgamating Company 2 into and with the Amalgamated Company, the Amalgamated Company will issue and allot its equity shares to each member of the Amalgamating Companies whose name is recorded in the register of members on the 'record date' (as may be determined in terms of the Scheme), as per the above mentioned share entitlement ratio. All the equity shares of Amalgamating Company 1 held by the Amalgamated Company shall stand cancelled, without consideration, upon the Scheme becoming effective.
- (iv) The Amalgamated Company is increasing its authorised share capital by Rs. 500 Crore, as an integral part of the Scheme.
- (v) The equity shares of the Amalgamated Company to be issued and allotted as above shall be subject to the provisions of the Memorandum and Articles of Association of the Amalgamated Company and shall rank pari passu with the existing equity shares of the Amalgamated Company.
- (vi) The paid-up and issued equity share capital of the Amalgamated Company shall stand increased pursuant to the issue of consideration shares to shareholders of the Amalgamating Companies. There would no change in control in respect of the Company.
- (vii) Upon the Scheme becoming effective, Amalgamating Company 1 and Amalgamating Company 2 shall stand dissolved, without winding-up.

III. Effect of the Scheme on Key Managerial Personal (KMP)

The Scheme will have no effect on KMPs of the Company, except to the extent of their respective shareholding in the Company, if any, and effect thereon as detailed in Paragraph II above. None of the directors or KMPs or their relatives, except in their capacity as shareholder(s) of the Company (if applicable), is concerned, or interested financially or otherwise in the Scheme.

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There will be no adverse effect of the Scheme on the equity shareholders (the only class of shareholders of the Company) or KMPs of the Company.

Adopted at the meeting of the Board of the Company held on March 17, 2022.

On behalf of the Board

For ADM Agro Industries India Private Limited

Gurgaon

Kshirodh Aggarwal

Whole time Director.

DIN: 07290927

Add.: A101, IDC Appartment, Sector-11, Plot 8C, Dwarka, Delhi-110075

Chartered Accountants

Surveys Stirana & Assertates LLP

7nd Floor, Tower -B 8 - 17 5 & 101 - 1 North 10 - 201 301 1011 India

1 4911 200 636 554

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INDEPENDENT AUDITORS' REPORT

To THE MEMBERS OF ADM AGRO INDUSTRIES LATUR & VIZAG PRIVATE LIMITED Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **ADM Agro Industries Latur & Vizag Private Limited ("the Company")**, which comprise the Balance sheet as at March 31, 2022, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit and its cash flows for the year ended on that date.

Basis for Opinion

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

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report but does not include financial statements and our auditor's report thereon, which is expected to be made available to us after the date of this audit report.

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



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In connection with our audit of financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the Board's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. We have nothing to report in this regard as other information as stated above is expected to be made available to us after the date of this Auditors' Report.

Responsibility of Management for the Financial Statements

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

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

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

Auditors' Responsibility for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of financial statements, whether due to
fraud or error, design and perform audit procedures responsive to those risks, and obtain audit
evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not
detecting a material misstatement resulting from fraud is higher than for one resulting from error,
as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override
of internal control.



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- Obtain an understanding of internal control relevant to the audit in order to design audit
 procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are
 also responsible for expressing our opinion on whether the company has adequate internal
 financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of financial statements, including the
 disclosures, and whether financial statements represent the underlying transactions and events in
 a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
- As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - In our opinion, the aforesaid financial statements comply with Accounting Standard as specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on March 31, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of Section 164(2) of the Act.

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- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these financial statements and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. The provisions of section 197 read with Schedule V of the Act are not applicable to the Company for the year ended March 31, 2022.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigation on its financial position in its financial statements - Refer Note 32 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries:

Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.



Suresh Surana & Associates LLP Chartered Accountants

v. The company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

For Suresh Surana & Associates LLP Chartered Accountants

Firm's Registration No. 121750 W / W-100010

Kapil Kedar

Partner

Membership No. 094902

UDIN: 22094902ATLMBM3618

Place of Signature: Gurugram Dated: September 20, 2022

Chartered Accountants

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of the Company of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment of respective locations are verified in a phased manner over a period of three years. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. According to the Information and explanations given to us, physical verification was carried out in the year under audit and no material discrepancies were noticed on such verification.
 - (c) Based on the examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ti. (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
 - (b) The Company has not availed any working capital from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.



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- iii. (a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the company has not made investments in, provided any guarantee or security to companies, firms, Limited Liability Partnerships or any other parties during the year. However, the company has, during the financial year, granted a loan of Rs. 2,650 lakhs to a fellow subsidiary company (refer note 30 to the financial statements) and the fellow subsidiary company repays the loan during the financial year concerned.
 - (b) Based on the examination of the records of the Company, the terms and conditions of the grant of loan are, *prima facie*, not prejudicial to the interest of the Company.
 - (c) Based on the examination of the records of the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular.
 - (d) There is no overdue amount of loan during the year under audit. Accordingly, reporting under clause 3(iii)(d) of the Order is not applicable to the company.
 - (e) There is no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties during the year under audit. Accordingly, reporting under clause 3(iii)(e) of the Order is not applicable to the company.
 - (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment. Accordingly, reporting under clause 3(iii)(f) of the Order is not applicable to the company.
- iv. The Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Accordingly, paragraph 3(iv) of the order is not applicable to the company.
- v. The Company has not accepted any deposits during the year within the meaning of Sections 73 to 76 of the Act and the rules framed there under, to the extent notified. Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Act, and are of the opinion that *prima facie*, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.



Suresh Surana & Associates LLP Chartered Accountants

vii. In respect of statutory dues:

- (a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including goods and services Tax, provident fund, employee's state insurance, income-tax, duty of customs and any other statutory dues to the appropriate authorities during the year. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at March 31, 2022 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues in respect of income tax, sales tax, service tax, goods and services tax, duty of customs, duty of excise and value added tax, which have not been deposited on account of any dispute other than following:

| Name of the statute | Nature of dues | Amou nt (in lakhs) | Period to which the amount relates | Forum where dispute is pending |
|---|---------------------------|-----------------------------|--|--|
| Andhra Pradesh Value Added Tax Act, 2005 | Value Added Tax | 11 | 2009-10 | Additional Commissioner (Appeals) |
| Andhra Pradesh Value Added Tax Act, 2005 | Value Added Tax | 6 | 2009-10 | Andhra Pradesh Appellate Tribunal |
| Customs Act,1962 | Customs Duty | 41 | Various Years | Directorate General of Foreign Trade (DGFT) |
| Customs Act, 1962 | Customs Duty | 123 | 2010-2011 & 2011-2012 | Customs Excise and Service Tax Appellate Tribunal |
| Gujarat Value added Act, 2003 | Sales Tax | 36 | 2010-11 | Deputy Commissioner (Appeals) |
| Income Tax Act,1961 | Tax Deducted at Source | 14 | 2006-2007 to 2010-2011 & 2016-2017 to 21-22 | Assessing Officer |
| Maharashtra Value Added Tax Act, 2002 | Sales Tax | 137 | 2010-11 & 2011-12 | Maharashtra Value Added Tax Act Appellate Tribunal |
| Maharashtra Value Added Tax Act, 2002 | Sales Tax | 171 | 2015-16 & 2016-17 | Joint Commissioner (Appeals) |



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| Bombay Provincial Corporation Act,1949 | Local Body Tax | 463 | 2018-2019 | Bombay High Court |
|---|----------------|-----|---|--|
| Maharashtra Industrial Development Act, 1961 | Property Tax | 402 | 2018-2019 | Not Pending under any forum |
| The Central Sales Tax Act, 1956 | Sales Tax | 89 | 2010-2011 & 2011-2012 | Maharashtra Value Added Tax Act Appellate Tribunal |
| The Finance Act, 1994 | Service Tax | 558 | 2006-2007 to 2010- 2011,2012- 2013,2015- 2016 | Adjudicating Authority |
| The Finance Act, 1994 | Service Tax | 51 | 2009- 2010,2010- 2011 | Customs Excise & Service Tax Appellate Tribunal |
| The Finance Act, 1994 | Service Tax | 14 | 2006- 2007,2008- 2009 | Superintendent of Service Tax (Special Audit) |

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix.
- (a) The Company has not defaulted in repayment of loans or other borrowings under clause 3(ix)(a) of the Order.
- (b) The company is not a declared willful defaulter by any bank or financial institution or other lender;
- (c) The company has not taken any term loans. Hence reporting under clauses 3(ix)(c) of the Order is not applicable.
- (d) The company has not utilised funds raised on short term basis for long term purposes. The company do not have any subsidiaries, associates or joint ventures. Hence reporting under clauses 3(ix)(e) and 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

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- xi. (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
 - (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. Based on our audit procedures and as per the information and explanations given by the management, transactions with the related parties are in compliance with Section 188 of the Act and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards. The provision of Section 177 of the Act is not applicable to the Company.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
 - (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.



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- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) There are no unspent amount towards Corporate Social Responsibility (CSR) on other than ongoing project requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
 - (b) There are no ongoing projects of the Company under Corporate Social Responsibility (CSR) activities. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

For Suresh Surana & Associates LLP Chartered Accountants

Firm's Registration No. 121750 W / W-100010

Kapil Kedar

Partner

Membership No. 094902

UDIN: 22094902ATLMBM3618

Place of Signature: Gurugram Dated: September 20, 2022

Chartered Accountants

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

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

Report on the Internal Financial Controls over financial reporting under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **ADM Agro Industries Latur & Vizag Private Limited ("the Company")** as on March 31, 2022, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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



Chartered Accountants

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Suresh Surana & Associates LLP Chartered Accountants

Firm's Registration No. 121750 W / W-100010

Kapil Kedar

Partner Membership No. 094902

Capellede

UDIN: 22094902ATLMBM3618

Place of Signature: Gurugram Dated: September 20, 2022

| | | As at | As at |
|--|----------|----------------|----------------|
| | Note No. | March 31, 2022 | March 31, 2021 |
| . EQUITY AND LIABILITIES | | | |
| (1) Shareholders' Funds | | | |
| (a) Share capital | 4 | 2,032 | 2,032 |
| (b) Reserves and surplus | 5 | 6,629 | 6,953 |
| (2) Non-current liabilities | | 8,661 | 8,985 |
| a) Long-term provisions | 6 | 785 | 737 |
| b) Deferred tax liabilities (net) | 12 | | 67 |
| 5) 50101144 (601 Habilitae (1101) | | 785 | 804 |
| 3) Current liabilities | | | |
| a) Short-term borrowings | 7 | 13,800 | 33,700 |
| b) Trade payables | 8 | | |
| Total outstanding dues of micro enterprises and small enterprises | | 15 | 272 |
| Total outstanding dues of creditors other than micro enterprises and | | | |
| small enterprises | _ | 3,558 | 4,041 |
| (c) Other current liabilities | 9 | 2,453 | 4,509 |
| d) Short-term provisions | 6 | 3,373 | 1,188 |
| | | 23,199 | 43,710 |
| TOTAL (1+2+3) | | 32,645 | 53,499 |
| H. ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Property, plant and equipment and Intangible assets | | | |
| (i) Property, Plant and Equipment | 10 | 6,564 | 6,399 |
| (ii) Intangible assets | 11 | 2 | 2 |
| (iii) Capital work-in-progress | 10 | 292 | - |
| (L) D-6 | 40 | 6,858 | 6,40 |
| (b) Deferred tax Assets (net) | 12 | 451 | 0.74 |
| (c) Long-term loans and advances | 13 14 | 1,887 123 | 2,741 |
| (d) Other non-current assets | 14 | 9,319 | 9,268 |
| | | 3,313 | 9,200 |
| (2) Current assets | | | |
| (a) Inventories | 15 | 20,779 | 41,654 |
| (b) Trade receivables | 16 | 1,825 | 2,095 |
| (c) Cash and Cash Equivalents | 17 | 259 | 169 |
| (d) Short-term loans and advances | 13 | 385 | 303 |
| (e) Other current assets | 14 | 78 | 10 |
| | | 23,326 | 44,23 |
| TOTAL (1+2) | | 32,645 | 53,499 |
| | | | 34,10 |

Summary of significant accounting policies

The accompanying notes 1 to 47 are an integral part of the financial statements.

As per our report of even date

For SURESH SURANA & ASSOCIATES LLP **Chartered Accountants**

Firm's Reg No. 121750W/W-100010

Kapil Kedar

Copuller

Partner

Membership No. 094902

Place: Gurugram

Date : September 20, 2022

Kritika Singh

(Company Secretary)

Place: Gurugram

Date: September 20, 2022

Apoorve Garg (Wholetime Director) DIN No. 07290909

Kshirodh Aggarwal (Director)

DIN No. 07290927

For and on behalf of the Board of Directors ADM Agro Industries Latur & Vizag Private Limite

Membership No. A30959

| | Notes | For the year ended | For the year ended |
|--|------------|--------------------|--------------------|
| | | March 31, 2022 | March 31, 2021 |
| Income | | | |
| I. Revenue from operations (gross) | 18 | 193,996 | 191,439 |
| II. Other income | 19 | 2,784 | 1,231 |
| III. TOTAL (I+II) | | 196,780 | 192,670 |
| Expenses | | | |
| (1) Cost of raw materials consumed | 20 | 165,931 | 132,970 |
| (2) Purchase of stock-in-trade | 21 | 18,823 | 31,924 |
| (3) (Increase)/ decrease in inventories of finished goods, work-in-progress and traded goods | 22 | (5,755) | 6,340 |
| (4) Employee benefits expense | 23 | 2,695 | 2,590 |
| (5) Depreciation and amortization expenses | 10&11 | 441 | 37: |
| (6) Finance costs | 24 | 601 | 1,48 |
| (7) Other expenses | 25 | 13,492 | 10,864 |
| IV. Total Expenses (1 to 7) | | 196,228 | 186,54 |
| V. Profit/(Loss) before tax (III-IV) | | 552 | 6,129 |
| Tax Expense: | | | |
| (1) Current tax | | 397 | 1,00 |
| (2) Deferred Tax | | (519) | 67 |
| (3) MAT credit reversal | | 998 | 117 |
| VI. Total tax expense (1 to 3) | | 876 | 1,188 |
| VII. Profit/(Loss) for the year (V-VI) | | (324) | 4,94 |
| Earning/(Loss) per equity share [nominal value of share March 2021- : Rs. 10)] | Rs. 10 (31 | | |
| (a) Basic | 26 | (1.59) | 24.3 |
| (b) Diluted | 26 | (1.59) | 24.31 |
| Summary of significant accounting policies | 3 | | |

The accompanying notes 1 to 47 are an integral part of the financial statements.

As per our report of even date attached

For SURESH SURANA & ASSOCIATES LLP **Chartered Accountants**

Firm's Reg No. 121750W/W-100010

Kapil Kedar - .

Partner

Membership No. 094902

Place: Gurugram

Date: September 20, 2022

For and on behalf of the Board of Directors ADM Agro Industries Latur & Vizag Private Limited

Kshirodh Aggarwal

DIN No. 07290927

(Director)

Apoorve Garg (Wholetime Director)

DIN No. 07290909

(Company Secretary) Membership No. A30959

Place : Gurugram

Kritika Singh

Date: September 20, 2022

(All amounts are in Indian Rupees Lacs, unless otherwise stated) For the year ended For the year ended March 31, 2022 March 31, 2021 A. Cash Flow From Operating Activities Profit before tax 552 6.129 Adjustments for: Depreciation / Amortization 441 372 (Gain) / Loss on property, plant & equipment sold / discarded (15)24 Interest income (38)(84)Provision for doubtful debts and advances (net) (18)110 Interest expense 601 1,481 **Operating Profit Before Working Capital Changes** 1,523 8.032 Movement in working capital Decrease / (increase) in inventories 20,874 (17,594)Decrease/(increase) in trade receivables 294 (583)Decrease / (increase) in other assets (80)(130)Decrease / (increase) in loans and advances (131)1,823 (Increase)/ decrease in trade payables, provisions and other liabilities (556)172 Cash from/(used in) operations 21.924 (8,280)Direct taxes (paid)/refunds (net) (619)(967)Net Cash (used in)/from Operating Activities 21,305 (9,247)B. Cash Flow From Investing Activities Purchase of property, plant & equipment (762)(359)Proceeds from sale of property, plant & equipment 15 5 Deposits with banks 14 502 Interest received 38 109 Net cash (used in) Investing Activities (695)257 C. Cash Flow From Financing Activities Net proceeds/(payments) from borrowings (19,900)10,500 Interest paid (606)(1,616)Net Cash from used in/from Financing Activities (20,506)8,884 Net Increase in cash and cash equivalents (A+B+C) 104 (106)Cash and cash equivalents at the beginning of the year 155 261 Cash and cash equivalents at the end of the year 259 155 Components of cash and cash equivalents Cash on hand Balance with scheduled banks in-On current accounts 259 155 On fixed deposit accounts 15 259 170 Less: Deposits with original maturity of more than 12 months ... 15 Total Cash & Cash Equivalents (Refer Note 17) 259 155

The accompanying notes 1 to 47 are an integral part of the financial statements.

- a) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standards 3 on "Cash Flow Statements* notified under Section 133 of the Companies Act 2013, read with relevant rules issued thereunder.
- b) figures in brackets represent cash outflow

Summary of significant accounting policies

As per our report of even date attached

For SURESH SURANA & ASSOCIATES LLP Chartered Accountants Firm's Reg No. 121750W/W-100010

Kapil Kedar

Apoorve Garg

For and on behalf of the Board of Directors ADM Agro Industries Latur & Vizag Private Limited

(Wholetime Director)

DIN No. 07290909

Kshirodh Ag (Director) DIN No. 07290927

Kritika Singh (Company Secretary) Membership No. A30959

Place: Gurugram

Date : September 20, 2022

Partner

Capalleda

Membership No. 094902

Place: Gurugram

Date: September 20, 2022

1. Corporate information

The Company was incorporated on October 14, 1991 in India under the Companies Act, 1956 as a public limited Company and on October 18, 2011, converted itself human a public limited Company to a private limited Company and the name of the Company was changed from Tinna Oils & Chemicals Limited to ADM Agro Industries Latur & Vizag Private Limited. The Company is primarily engaged in the business of manufacturing / extraction / trading / refining / processing and packaging of edible oils, decided cake/cattle feed and other agro based products and is also engaged in cargo handling activities.

A Scheme of merger had filed with the National Company Law Tribunal, Mumbai bench ("NCLT") on March 28, 2022 for the amalgamation of ADM Agro Latur 8. Pvt. Ltd. (Amalgamating Company 1) and Evialis India Limited (Amalgamating Company 2) into and with ADM Agro Industries India Pvt. Ltd. (Resulting Company). The rationale of the Scheme is to create synergies between the business operations, optimal utilisation of resources, better alignment, co-ordination and streamlining of the day to day creation of large asset base and access to better financial resources by or with the help of consolidation of the business presently carried on by the Amalgamating and Resulting Company, Appointed date proposed in the Scheme of Merger is April 1, 2021

Next date of hearing before NCLT is September 29, 2022 wherein it is expected to get the directions from the NCLT for holding meeting of the Shareholders and Creditors and other ancillary compliances.

2. Basis of preparation

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013 read together with the Companies (Accounting Standards) Amendment Rules, 2006 (as amended from time to time. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistentity applied by the Company and are consistent with hose used in the previous year.

All Assets and Liabilities are classified as current or non- current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has perating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

3. Summary of significant accounting policies

a. Presentation and disclosure of financial statements

The financial statements have been prepared under the historical cost convention, on an accrual basis and on the accounting principle of a going concern

b. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported armounts of revenues, expenses, assets and Ilabilities and the disclosure of contingent liabilities at the date of the financial statements. Although these estimates are based upon management's best knowledge of current events and actions, uncertainties about these assumptions and estimates could result in outcomes requiring a material adjustments to the carrying amounts of assets or liabilities in future periods.

c. Property, plant and equipment & Intangible assets

-Property, plant and equipment

Properly, plant and equipment (PPE) and Capital work-in-progress(CWIP) held for use in rendering of services and supply of goods, or for administrative purpose, are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes all direct cost relating to qualifying assets. When significant part of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on this specific useful lives. Subsequent costs are included in the assets carrying amount or recognised as a separate assets, as appropriate, only when they meet recognition criteria. All other repair and maintenance cost are recognised in the statement of profit and loss as

An item of property, plant and equipment and any significant part which meets the criteria for Asset held for sale will be reclassified from property, plant and equipment is discarded or replaced, the carrying value of discarded/replaced part is derecognised. Any gain or losses arising from retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss on the date of retirement or disposal

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year and adjusted prospectively, if appropriate

Spare parts, servicing equipment and standby equipment which can be used only in connection with a Property, plant and equipment and their use is expected to be irregular and for period more than 12 months, shall be dealt with in accordance with the Accounting Standard 10 on Property, plant and equipment.

The costs of property, plant and equipment also includes the cost, if any, of dismantling, removing the item and restoring the site, on which it is located, referred to as 'decommissioning, restoration and similar liabilities'

Leasehold improvements represent expenses incurred towards civil works, interior furnishings, etc. of the leasehold premises at various locations.

-Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the Statement of Profit and Loss in the year in which the expenditure is incurred.

d. Depreciation/Amortization

Property, plant and equipments

Depreciation on property, plant and equipment is provided on the basis of the useful lives of the assets prescribed under Schedule II of the Companies Act, 2013 on straight line

Individual assets costing up-to Rs.5,000 are depreciated fully in the year of purchase

Leasehold Land is depreclated over the period of the lease

Building constructed (including Leasehold improvements) on leasehold land at Vishakhapatnam is depreciated over the period of lease/unexpired period of lease, as the same is tower than its useful life

Where cost of a part of the asset is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant -intangible assets

Individual assets costing up-to Rs.5,000 are depreciated fully in the year of purchase.

intangible assets are amortized on a straight line basis over the estimated useful economic life. The Company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the Company amortizes the intangible asset over the best estimate of its useful life.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are intangible fixed assets, are being amountised based on the estimated useful lives of the respective assets

| Intangible Assets | Rate (SLM) |
|-------------------|------------|
| Software | 20% |



e. Impairment of tangible and intangible assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for 📠 asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largety independent of those from assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available, if no such identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the Statement of Profit and Loss, except for previously revalued to fixed assets, where the revaluation was taken to revaluation reserve. In this case, the impairment is also recognized in the revaluation reserve up to the amount of any previous revaluation

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating units recoverable amount. A previously recognized impairment loss is reversed only if there have been a change in the assumptions used to determine the assets recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the Statement of Profit and Loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a

f Leases

Where the Company is lessee

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance cost in the Statement of Profit and Loss. Lease management fees, legal charges and other initial direct costs are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset or the useful life envisaged in Schedule II to the Companies Act, 2013, whichever is lower. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term or the useful life envisaged in Schedule II to the Companies Act, 2013.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased Item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

g. Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or safe are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

h. Inventories

Inventories are valued as follows:

a) Raw Materials

Lower of cost and net realizable value. Cost is determined on FIFO basis. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Valued at cost and cost is determined on FiFO basis.

c) Work-in-Progress, Finished Goods and Traded Goods

Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of traded goods includes purchase and allied costs incurred to bring inventory to its present condition and location, determined on the FIFO basis. The costs of joint products produced in the extraction process is allocated among different products on the basis of relative sale values at which these resultant products and by- products are expected to be sold

d) By - Products

Net realizable value

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

i. Revenue recognition

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

Sale of Goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales are net of return, discount and Goods and Service lax

Processing charges:

Processing charges are recognized as income at the time when the processing is completed.

The Company does contract manufacturing for some customers for which the packaging materials supplied by such customers. Packaging income are recognized as income at the time when the packaging is completed Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Income is recognized on completion of handling to storage as per the contractual terms.

Export benefit

Export entitlements in respect of the exports made under the various achieves are recognized in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established.



j. Foreign currency translation

Foreign currency transactions and balances

(i) Initial recognition

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

(iii) Conversion

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

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially monetand during the year or reported in the previous financial statements, are recognized as income or expense in the year in which they arise.

Exchange difference on foreign currency transactions relating to fixed assets acquired from a company outside India, from the accounting period commencing on or after December 7, 2006 are expensed off in the Statement of profit and loss

(iv) Forward Exchange Contracts not intended for trading or speculation purposes

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange on such contracts are recognized in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

k. Employee benefits

i) Defined Benefit Contribution Plan. Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the subsective funds are due. There are no obligations other than the contribution payable to the fund.

ii) Defined Benefit Plan: Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuanal valuation on projected unit credit method made at 🔤 end of each financial year

iii).Other Long Term Benefit: Accumulated leaves, which is expected to be utilized with in the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company treats accumulated leaves expected to be carried forward beyond 12 months as Long term employee benefit for measurement purposes. Such accumulated leaves are provided for based on the Actuarial Valuation using the projected unit credit method at the year-end. Actuarial gain/ losses are immediately taken to the Statement of Profit and Loss and are not deferred.

I. Income taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the Statement of Profit and Loss. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date,

Deferred tax fiabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable notifies.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward in the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement" The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

m. Segment reporting

Primary Segments: Business Segments

Business Segment: The Company's operating businesses are organized and managed separately according to the nature of products, with each segment representing a strategic business until that offers different products. The Company is engaged in the business of manufacturing/ extraction and refinling of edible oil and deoiled cakes/cattle (eeds which is the only business segment identified.

Secondary Segment Reporting: Geographical Segments

The analysis of geographical segment is based on the geographical location of the customers. The Company mostly sells it products to customers located in India and does not have any operation in economic environment with different risk and returns

n. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

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

However , the effects of anti-dilutive potential equity shares are ignored in calculation of diluted earnings per share



o. Provisions, contingent liabilities and contingent assets

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the an outflow of resources will be required to settle the accordingent liability also anses in extremely rare cases where there is a fability that cannot be recognized because it cannot be measured reliably. The Company does not a contingent liability but discloses its existence in the financial statements.

Contingent assets are neither recognized nor disclosed in the financial statements unless there is virtual certainty that an inflow of economic benefit will be arised.

p. Cash Flow Statement

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

Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less,

r. Derivative instruments

Derivative contracts, other than foreign currency forward contracts covered under Accounting Standard (AS)-11 "The effects of changes in Foreign Exchanges Rates", are marked to markel on a category wise basis, and the net loss, if any, after considering the offsetting effect of loss and the underlying hedged item, is charged to the statement of profit and loss. Net gain, if any, after considering the offsetting effect of loss on the underlying hedged item, is ignored. Further the Company account for the gain/loss on account of hedge based on the settlement date method of accounting. Gains/losses arising from settlements of hedging contracts are recognised to the statement of profit and loss.

4. Share Capital

| | As at March, 31 | |
|--|-----------------|-------|
| | 2022 | 2021 |
| Authorized | | |
| 27,000,000 (previous year 27,000,000) equity shares of Rs 10 each | 2,700 | 2,700 |
| Issued, subsoribed and paid up | | |
| 20,321,411 (previous year 20,321,411) equity shares of Rs.10 each fully paid up | 2,032 | 2,032 |
| | 2,032 | 2,032 |

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

| Equity shares of Rs. 10 each fully paid | As at March 3 | 1, 2022 | As at March 3 | 1, 2021 |
|---|---------------|---------|---------------|---------|
| | (In No's) | Amount | (In No's) | Amount |
| At the beginning of the year | 20,321,411 | 2,032 | 20,321,411 | 2,032 |
| Issued during the year | - | | | - |
| Outstanding at the end of the year | 20,321,411 | 2,032 | 20,321,411 | 2,032 |

b. 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.

The Company declares and pays dividend in Indian Rupees. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. However titl date no dividend has been declared by the Company. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Shares held by Holding/Ultimate holding Company and/or their subsidiaries/associates

Out of equity shares Issued by the Company, shares held by its holding Company, ultimate holding Company and their subsidiaries/ associates are as below:

| | As at | As at |
|---|----------------|----------------|
| | March 31, 2022 | March 31, 2021 |
| ADM Interoceanic Limited, Mauritius, the Holding Company (till 30th April 2021). | | |
| Nil (previous year 16,092,209) equity shares of Rs. 10 each fully paid up | - | 160,922,090 |
| ADM Agro Industries India Pvt, Ltd., fellow subsidiary. 4,229,198 (previous year 4,229,199) equity shares of Rs. 10 each fully paid up | 42,291,990 | 42,291,990 |
| Archer Daniels Midland Singapore Pte Limited, the Holding Company (w.e.f. 1st May 2021). | 160,922,120 | 30 |
| 16,092,212 (previous year I) equity shares of Rs. 10 each fully paid up | | |
| | 203,214,110 | 203,214,110 |

d. Details of shareholders holding more than 5% shares in the Company

| | As at March | 31, 2022 | As at March | 31, 2021 |
|--|-------------|----------|-------------|----------|
| Equity shares of Rs. 10 each fully paid up | (in No's) | % | (In No's) | * |
| ADM Interoceanic Limited, Mauritius, the Holding Company (till 30th April 2021) | | | 16,092,209 | 79 1884% |
| Archer Daniets Midland Singapore Pte Limited, the Holding Company (w.e.f 1st May 2021) | 16,092,212 | 79.1885% | • | • |
| ADM Agro Industries India Pvt Ltd., fellow subsidiary | 4,229,199 | 20.8115% | 4,229,199 | 20 8115% |

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



| e The details of Shareholding of Promoters are as under :- | | | | | |
|---|------------------------------|-------------------|----------------|-------------------------------|-----------------------------|
| Shares held by promoters at the end of the year | Asa | at March 31, 2022 | As at March | 31, 2021 | |
| Promoter Name | No. of Shares | % of total Shares | No. of Shares | of total Share | % Change during the year |
| ADM Interoceanic Limited, Mauritius, the Holding Company (till 30th April 2021) | | - • | 16,092,209 | 79 1884% | -100% |
| Archer Daniels Midland Singapore Pte Limited, the Holding Company (w.e.f. 1st May 2021) | 16,092,212 | 79.1885% | 3 | 0.0001% | 100% |
| ADM Agro Industries India Pvt. Ltd., fellow subsidiary | 4,229,199 | 20.8115% | 4,229,199 | 20.8115% | 0.00% |
| | 20,321,411 | 100% | 20,321,411 | 100% | 0% |
| 5. Reserves and surplus | | | | | |
| | | | 2022 | As at March, | 2021 |
| Securities Premium Account At the beginning of the year | | | 5,078 | | 5,078 |
| Addition during the year Dutstanding at the end of the year | | | 5,078 | - | 5,078 |
| Profiti(Loss) as per Statement of Profit and Loss Balance as per last linancial stalements | | | 1,875 | | (3,066 |
| Add: Profit/(Loss) for the year Profit/(Loss) as par Statement of Profit and Loss | | | (324) 1,551 | | 4,941 1,875 |
| Total reserves and surplus | | | 6,629 | - | 6,953 |
| 6. Provisions | Long Term As at March, 31 | | | Short Term As at March, 31 | |
| | 2022 | 2021 | 2022 | _ | 2021 |
| Provision for employee benefits Provision for gratuity (unfunded) (Refer note no 27) | 559 | 525 | 27 | | 11 |
| Provision for leave encashment | 226 | 212 | 13 | | 4 |
| | 785 | 737 | 40 | - | 15 |
| Other provisions | | | 2 422 | | 1,173 |
| Provision for contingency | | - | 3,333 | | 1,173 |
| | 785 | 737 | 3,373 | | 1,188 |
| Provision for contingency | | | | As at March | 31 |
| | | | 2022 | | 2021 |
| At the beginning of the year | | | 1,173 | | 1,067 |
| Arising during the year | | | 2,160 | | 108 |

2022 1,173 2,160 3,333

106 1,173



At the beginning of the year Arising during the year At the end of the year

(All amounts are in Indian Rupaes Lacs, unless 7. Short term borrowings As at March 31 (Unsecured) From Banks Treasury Bill Linked short term loan (from Citl bank) (Interest Rate @3,17% to 6,90% p.a. previous year @2 92% to 5,16% p.a) 2021 2022 17,300 Treasury Bill Linked short term loan (from BNP Bank) (Interest Rate @3.95% to 4.40% p.a. previous year @4.20% to 4.30%) 13,800 16,400 13,800 .33.700 8. Trade payables As at March 31 2022 - Due to Micro and small enterprises (Refer Note 35) 15 272

3,558 3,573 4,041 4,313

Trade Payables as at 31st march, 2022

- Due to other than Micro and small enterprises

| Particulars | Less than 1 Year | 1-2 years | 2-3 years | More than 3 | Tota |
|-----------------------------|------------------|-----------|-----------|-------------|-------|
| | i | | | years | |
| (i) MSME | 12 | 1 | | 2 | 16 |
| ii) Others | 2,862 | 200 | 195 | 267 | 3,524 |
| iii) Disputed dues - MSME | | - | | - | |
| (iv) Disputed dues - Others | - | - | | 34 | 34 |
| | 2,874 | 201 | 195 | 303 | 3,57: |

Trade Payables as at 31st march, 2021

| Particulars | Less than 1 Year | 1-2 years | 2-3 years | More than 3 years | Total |
|-----------------------------|------------------|-----------|-----------|----------------------|-------|
| (i) MSME | 266 | 6 | | | 272 |
| (ii) Others | 3,350 | 217 | 176 | 298 | 4,041 |
| (iii) Disputed dues - MSME | , | | | | |
| (iv) Disputed dues - Others | | | | | |
| | 3,616 | 223 | 176 | 298 | 4,313 |

9. Others current liabilities

| | As at march 31 | | |
|--|----------------|-------|--|
| | 2022 | 2021 | |
| Others liabilities | | | |
| - Interest accrued but not due on borrowings | 2 | 7 | |
| - Other payables | | | |
| Advance received from customers and others | 1,236 | 1,409 | |
| Security deposits from customers and others | 609 | 1,955 | |
| Statutory dues | 359 | 887 | |
| Payable to related parties | | | |
| - Employees dues payable | 84 | 87 | |
| Capital creditors | 163 | 164 | |
| | 2,453 | 4,509 | |



10. Property, Plant & Equipment

| Particulars | Leasehold Land | Buildings | Plant and equipment | Furniture & Fixture | Office Equipment | Vehicles | Total |
|--------------------------|----------------|-----------|---------------------|---------------------|---------------------|----------|--------|
| Gross block | | | | | | | |
| Al March 31, 2020 | 64 | 1,618 | 8,177 | 77 | 279 | 46 | 11,261 |
| Additions | | 565 | 1,000 | 8 | 60 | | 1,633 |
| Deletions | 10000 | | 71 | | | | 71 |
| At March 31, 2021 | 64 | 2,183 | 9,106 | 85 I | 339 | 46 | 11,823 |
| Additions | . | 86 | 447 | 11 | 63 | | 607 |
| Adjustment | | (1) | (13) | - | 14 | | |
| Deletions | 1 | | 44 | | | 5 | 49 |
| At March 31, 2022 | 64 | 2,268 | 9,496 | 96 1 | 416 | 41 | 12,381 |
| Depreciation | | | | | | | |
| Al March 31, 2020 | 10 | 808 | 3,981 | 56 | 205 | 35 | 5,095 |
| For the year | 1 | 129 | 210 | 4 | 25 | 3 | 372 |
| Deletions | | | 43 | | | | 43 |
| Adjustments* | | | | | | | |
| At March 31, 2021 | 11 | 937 | 4,148 | 60 | 230 | 38 | 5,424 |
| For the year | 1 | 139 | 247 | 5 | 47 |) š | 442 |
| Deletions | | 100 | 44 | . * | -71 | 5 | 49 |
| Adjustments | | | | | | | 43 |
| At March 31, 2022 | 12 | 1,078 | 4.351 | 65 | 277 | 36 | 5,817 |
| A Maint A II Town | | 1,01 \$ | 7,001 | - 00 | 211 | | 3,011 |
| Net Block | | | | 1 | | | |
| At March 31, 2022 | 52 | 1,192 | 5,145 | 31 | 139 | 5 | 8,564 |
| At March 31, 2021 | 53 | 1,246 | 4,958 | 25 | 109 | 8 | |
| At Maiot 31, 2021 | 33 | 1,240 | 4,950 | 23 | 109 | ° | 6,399 |
| Capital work in progress | | | | | | | |
| At March 31, 2022 | - 1 | | 292 | _ | | | 292 |
| Al March 31, 2021 | | | | | | | |

Capital Work in Progress Ageing Schedule

| | Amount in CWIP for a period of | | | | |
|--|--------------------------------|-----------|-----------|-------------------------|-------|
| Particulars | Less than 1 Year | 1-2 years | 2-3 years | More than 3 years | Total |
| Project in progress Projects temporarily suspended | 292 | | : | : | 292 |

As at March 31, 2021

| | Amount in CWIP for a period of | | | | |
|--------------------------------|--------------------------------|-----------|-----------|-------------------------|-------|
| Particulars | Less than 1 Year | 1-2 years | 2-3 years | More than 3 years | Total |
| Project in progress | T - | - | | | - |
| Projects temporarily suspended | | | _ | - | |

11. Intangible assets

| Partioulars | Computer |
|-------------------------|----------|
| Gross block | |
| At March 31, 2020 | 60 |
| Additions | |
| Deletions / adjustments | |
| At March 31, 2021 | 60 |
| Additions | |
| Deletions / adjustments | |
| At March 31, 2022 | 60 |
| Depreciation | |
| At March 31, 2020 | 57 |
| For the year | 1 |
| Deletions / adjustments | |
| At March 31, 2021 | 58 |
| For the year | |
| Detations / adjustments | |
| At March 31, 2022 | 58 |
| Nef Block | |
| At March 31, 2022 | 2 |
| At March 31, 2021 | 2 |



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12. Deferred tax assets (net)

| Deferred tax liabilities | | | As at Marc | h 31 |
|---|---------------|-------|-------------|----------|
| | | | 2022 | 2021 |
| Differences in depreciation in block of fixed assets as per tax books and financial | books | | (599) | (800) |
| Bross deferred tax liabilities | | | (599) | (800) |
| Deferred tax assets | | | | |
| ffect of expenditure debited to Statement of Profit and Loss but allowed for tax (| purposes in | | 1,046 | 672 |
| Provision for doubtful debts / advances | | | 4 | 61 |
| Pross deferred tax assets | | | 1,050 | 733 |
| referred Tax (Liability)/Assets (Net) | | | 451 | (67) |
| ess: Deferred Tax Assets not recognised in the labsence of virtual certainty of fe | uture profits | | • | |
| Deferred Tax (Liability)/Assets (Net) | | | 451 | (67) |
| | | | • • | |
| 3. Loans and advances | Non-curre | | Curren | |
| Unsecured, Considered good unless otherwise stated) | As at Marc | | As at Marc | |
| | 2022 | 2021 | 2022 | 2021 |
| . Capital Advances | | | | |
| Unsecured, considered good | | 138 | • | • |
| Doubtful | 31 | 119 | - | <u>.</u> |
| | 31 | 257 | | |
| Less: Provision for doubtful advances | (31) | (119) | | |
| | | 138 | | |
| Advance Recoverable in cash or in kind or for value to be received | | | | |
| Unsecured, considered good | | - | 385 | 303 |
| Doubtful | | - 1 | 3 | |
| | | | 388 | 303 |
| Less: Provision for doubtful advances | | - 17: | (3) | |
| | | - | 385 | 303 |
| Other loans and advances | | | | |
| - Balance with Government / Statutory Authorities* | | | | |
| Unsecured, considered good | 981 | 902 | | |
| Doubtful | 10 | 10 | | |
| | 971 | 912 | | _ |
| Less: Provision for doubtful balances | (10) | (10) | - | _ |
| | 961 | 902 | | _ |
| -MAT credit entitlement** | | 998 | | |
| -***Advance Tax ((net of provision Rs 2188 Lacs) | 926 | 703 | | |
| Previous year Rs.2312 Lacs) | | | | |
| | | | | |

Includes Rs. 447 Lacs (previous year Rs. 442 Lacs) paid under protest / under dispute

** Reversal of Mat Credit Rs.998 Lacs(previous year Rs. 117 Lacs)

** Includes Rs. 744 Lacs (previous year Rs. 386 Lacs) paid under protest against on going fitigation cases in earlier years. However, the Company has received favourable outcome from the Income tax department, in these matters and in view of the management, it will be processed in due course.

| t4. Other assets (Unsecured, Considered good unless otherwise stated) | Non-curi As at Man | | Current As at March 31 | | |
|---|-----------------------|------|------------------------|------|--|
| (Onsectical Considered Good timess orderwise states) | 2022 | 2021 | 2022 | 2021 | |
| a. Non-Current Bank Balance (Refer Note 17)* | 1 | 1 | 68 | - | |
| Export Benefits Receivables | | | | | |
| Unsecured, considered Good | | • | 5 | 5 | |
| Unsecured, considered doubtful | | | 56 | 42 | |
| Interest Receivable | | | 5 | - 5 | |
| | 1 | 1 | 134 | 52 | |
| Less: Provision for doubtful receivable | (1) | | (58) | (42) | |
| | (1) | | (58) | (42) | |
| | | 1 | 78 | 10 | |
| *Amount Rs.0 71 Lacs before rounding off (Previous year Rs 1.41 Lacs) | | | - | | |
| b. Security deposits | | | | | |
| Unsecured, considered good | 123 | 125 | * | • | |
| Doubtful | . 1 | 1_ | 6 | 6 | |
| | 124 | 126 | 6 | 6 | |
| Less: Provision for doubtful advances | (1) | (1) | (6) | (6) | |
| | 123 | 125 | - | | |
| | 123 | 126 | 78 | 10 | |

| | As at Mar | ch 31 |
|--|-----------|--------|
| | 2022 | 2021 |
| Raw materials | 9,480 | 36,290 |
| Work-in-progress | 1,598 | 659 |
| Finjshed goods (includes in transit Rs 737 Lacs (previous year Rs 342 Lacs) | 7,290 | 2,620 |
| Traded goods | 851 | 854 |
| Stores and spares (including packing materials Rs. 173 Lacs (previous year Rs. 160 Lacs) | 1,311 | 1,130 |
| By Products | 249 | 101 |
| | 20,779 | 41,654 |



16. Trade Receivables*

| | As at March 31 | | |
|---|----------------|-------|--|
| | 2022 | 2021 | |
| Trade receivables considered good-unsecured | 1,825 | 2,095 | |
| Trade receivables considered doubtful-unsecured | 14 | 38 | |
| Less - Provision of doubtful receivables | (14) | (38) | |
| | 1,825 | 2,095 | |
| * For related party balances, refer note 30 | | | |

Trade Receivables
Trade Receivables as at 31st March, 2022

| Particulars | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|-----------------------|----------------------|-----------|-----------|----------------------|-------|
| (i) Undisputed Trade receivables – considered good | 1,791 | 21 | | | - | 1,812 |
| (ii) Undisputed Trade Receivables - considered doubtful | | - | | 2 | 12 | 14 |
| (ili) Disputed Trade Receivables considered good | | | | | 13 | 13 |
| (iv) Disputed Trade Receivables considered doubtful | | | | | | |
| Gross Trade Receivable | 1,791 | 21 | | 2 | 25 | 1,839 |
| Less : Provision for trade receivable | - | | | (2) | (12) | (14) |
| | 1,791 | 21 | - | | 13 | 1,825 |

Trade Receivables as at 31st March, 2021

| Particulars | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|-----------------------|-------------------|-----------|-----------|-------------------|-------|
| (i) Undisputed Trade receivables - considered good | 2,082 | | | | | 2,082 |
| (ii) Undisputed Trade Receivables – considered doubtful | 2 | 2 | 2 | 2 | 30 | 38 |
| (iii) Disputed Trade Receivables considered good | | | | 13 | | 13 |
| (iv) Disputed Trade Receivables considered doubtful | | | | | | |
| Gross Trade Receivable | 2,084 | 2 | 2 | 15 | 30 | 2,133 |
| Less Provision for trade receivable | (2) | (2) | (2) | (2) | (30) | (38) |
| | 2,082 | | | 13 | | 2,095 |

| 17. Cash and Cash Equivalents | Non-curr As at Marc | | Current As at March 31 | |
|---|------------------------|------|---------------------------|------|
| | 2022 | 2021 | 2022 | 2021 |
| Cash and cash equivalents | | | | |
| Balances with banks: | | | | |
| - On current accounts | | 1.5 | 259 | 155 |
| | | - | 259 | 155 |
| Other bank bajances | 100 | | | |
| Deposits with original maturity for more than 12 months | 1 | 1 | 68 | 14 |
| | 1 | 1 | 68 | 14 |
| Less: Transferred to Non-current assets (Refer Note 14) | (1) | (1) | (68) | |
| | | | 259 | 169 |
| | | | | |

| 18. Revenue from operations | For the Year ended March 31 | | |
|--|-----------------------------|---------|--|
| | 2022 | 2021 | |
| Sale of Products | | | |
| -Finished goods | 174,337 | 158,065 | |
| ·Traded goods | 19,339 | 33,153 | |
| Other operating revenue | | | |
| -Packing Charges | 8 | 12 | |
| -Export benefit under export Incentive Schemes* | | | |
| -Scrap sales | 312 | . 209 | |
| Revenue from operation (gross) | 193,996 | 191,439 | |
| *Amount Rs.20,914 before round off (previous year Nil) | | | |

| Details of Products sold | | | |
|--------------------------------|------------------|----------------|--|
| nished Goods Sold For the Year | For the Year end | ended March 31 | |
| | 2022 | 2021 | |
| De Oited Cake | 82,699 | 86,639 | |
| Refined Oil | 87,384 | 68,449 | |
| Lecithin | 2,886 | 1,945 | |
| By-Products | 1,368 | 1,032 | |
| Others | | | |
| | 174,337 | 158,065 | |
| Traded Goods Sold | | | |
| Seed | 1,324 | 23,016 | |
| Tur Dat | 1,294 | 1,193 | |
| De-olled cake | 4,766 | | |
| Refined Oil | 9,521 | 4,070 | |
| Crude Oil | | 1,136 | |
| Others | 2,434 | 3,738 | |
| | 19,339 | 33, 153 | |



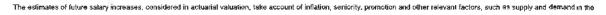
| 19. Other income | (All amounts are in Indian Rupees Lacs, u For the Year ende | |
|--|--|-------------------------------|
| | 2022 | 2021 |
| Interest income on | | |
| Bank deposits | 2 | 12 |
| Income tax refund | 20 | 4 |
| Others | 16 | 68 |
| Provision/Liability no longer required written back | 16 | 66 |
| Provision for doubtful debts written back | 24 | 9 |
| Gain on account of settlement of contracts [net] | 246 | 500 |
| Gain on hedging activity on foreign exchange (net) | 28 | 14 |
| Gain on hedging activity on commodity (net) | 2,358 | 545 |
| Net gain on foreign currency transaction and franslation | * | 1 |
| Gain on sale/ discard of fixed assets (net) | 15 | - |
| Miscellaneous income | 59 | 12 |
| | 2,784 | 1,231 |
| | 2,104 | 1,401 |
| 20. Cost of raw materials consumed | f 4- V 1 | |
| 20. Cost of raw materials consumed | For the Year endo | |
| | 2022 | 2021 |
| | | |
| Inventory at the beginning of the year | 36,291 | 12,492 |
| Add. Purchases | 139,120 | 156,769 |
| | 175,411 | 169,261 |
| Less. Inventory at the end of the year | {9,480} | (36,291) |
| Çoşi of raw materials consumed | 165,931 | 132,970 |
| | | |
| Details of raw-materials consumed | | |
| | For the Year ende | ed March 31 |
| | 2022 | 2021 |
| Seed | 124,735 | 110,188 |
| Crude Oil | 41,196 | 22,782 |
| | 165,931 | 132,970 |
| | - | |
| Details of Inventory | 4 | |
| | As at Marc | |
| Raw-Materials | 2022 | 2021 |
| Seed | 9,468 | 36,278 |
| Crude Oll | 12 | 13 |
| | 9,480 | 36,291 |
| | | |
| 21. Purchases of stock-in-trade | For the Year end | ed March 31 |
| | 2022 | 2021 |
| | | |
| Seed | 1,378 | 21,425 |
| Tur Dal | 901 | 1,604 |
| De Oiled Cake | 5,007 | |
| Refined Oil | 9,079 | 3,898 |
| Crude Oil | | 1,040 |
| Others et al. | 2,458 | 3,957 |
| | | |
| | 18,823 | 31,924 |
| 22. Changes in inventories of finished goods, work-in-progress and stock-in-trade | | |
| (Increase)/decrease in inventories | For the Year ende | ad March 2d |
| (merasas/bacrassa m myentones | For the real end | an watch 2.1 |
| | 4440 | 0004 |
| the state of the s | 2022 | 2021 |
| Inventories at the end of the year | *** | art t |
| Traded goods | 851 | 854 |
| Work-in-progress | 1,598 | 659 |
| By products | 250 | 101 |
| | 7,290 | 2,620 |
| Finished goods | | 4,234 |
| | 9,989 | |
| Inventories at the beginning of the year | | |
| Inventories at the beginning of the year Traded goods | 854 | 481 |
| Inventories at the beginning of the year | | 481 546 |
| Inventories at the beginning of the year Traded goods | 854 | |
| Inventories at the beginning of the year Traded goods Work-in-progress | 854 659 | 546 |
| Inventories at the beginning of the year Traded goods Work-in-progress By products | 854 659 101 2,620 | 546 111 9,436 |
| Inventories at the beginning of the year Traded goods Work-in-progress By products | 854 659 101 | 546 111 |
| Inventories at the beginning of the year Traded goods Work-in-progress By products | 854 659 101 2,620 4,234 | 546 111 9,436 10,574 |
| nventories at the beginning of the year Traded goods Work-in-progress By products | 854 659 101 2,620 | 546 111 9,436 |

| Details of Inventory | As at Man | (All amounts are in Indian Rupees Lacs, unless otherwise state As at March 31 | | |
|---|--|--|--|--|
| | 2022 | 2021 | | |
| Traded goods | | | | |
| Refined Oil | 674 | 21 | | |
| fur Del | 2 | 48: | | |
| hithers | 275 | 15: | | |
| | 851 | 85- | | |
| Vork-in-progress | | | | |
| crude Oil | 1,598 | 659 | | |
| | 1,598 | 65 | | |
| By Products | · | | | |
| thers | 250 | 10 | | |
| | 250 | 10 | | |
| înîshed goods | · · · - · · · · · · · · · · · · · · · · | | | |
| le Oiled Cake | 4,990 | 1,43 | | |
| efined Oil | 2,161 | 1,02 | | |
| ecithin | 99 | 12 | | |
| thers | 40 | 3 | | |
| | 7,290 | 2,62 | | |
| | 11200 | 2,02 | | |
| | | | | |
| 3. Employee benefits expense | For the Year end | ed March 31 | | |
| . , | 2022 | 2021 | | |
| alanes, wages & bonus* | 2,496 | 2,44 | | |
| mployer's contribution to provident and other funds | 118 | 11: | | |
| talf welfare expenses | 81 | 3: | | |
| | 2,695 | 2,59 | | |
| Includes Contract Labour charges of Rs. 731 Lacs (previous year Rs. 813 Lacs) | 8,000 | 2,00 | | |
| , | | | | |
| 4. Finance Costs | For the Year end | ed March 31 | | |
| | 2022 | 2021 | | |
| nterest on: | | 4027 | | |
| Term loan from body corporate | | 740 | | |
| Norking capital loan | 495 | 639 | | |
| Dihers | 106 | | | |
| 511613 | 601 | 1,481 | | |
| | | 1,401 | | |
| | | | | |
| 5. Other Expenses | For the Year end | ed March 31 | | |
| | 2022 | 2021 | | |
| consumption of stores and spares | 915 | 780 | | |
| onsumption of packing materials | 2,649 | 2,045 | | |
| rocessing expenses | 60 | 84 | | |
| ower and fuel | 2,647 | 2,266 | | |
| reight and forwarding charges | 2,067 | 2,349 | | |
| argo handling charges (Refer Note 32(a)) | 1,298 | - | | |
| nsurance | 283 | 224 | | |
| ent (Refer Note 28) | 291 | 405 | | |
| tales and taxes | 790 | 131 | | |
| epairs and maintenance | | | | |
| -Plant and machinery | 571 | 76 | | |
| -Others | 30 | 6: | | |
| lanagement charges | 868 | 812 | | |
| ales commission | 96 | 130 | | |
| ravelling and conveyance | 56 | 20 | | |
| | 138 | 7: | | |
| egal and professional fees | | 15 | | |
| | 14 | • | | |
| ayment to auditor (Refer details below) | 14 23 | _ | | |
| ayment to auditor (Refer details below) let loss on foreign currency transaction and transalation | 23 | - 110 | | |
| ayment to auditor (Refer details below) let loss on foreign currency transaction and transalation rovision for doubtful debts and advances | 23 6 | 119 | | |
| ayment to auditor (Refer details below) let loss on foreign currency transaction and transalation rovision for doubiful debts and advances ad debts written off | 23 | - | | |
| ayment to auditor (Refer details below) let loss on foreign currency transaction and transatation rovision for doubtful debts and advances ad debts written off oss on sale/ discard of fixed assets (net) | 23 6 20 - | 2- | | |
| ayment to auditor (Refer details below) et loss on foreign currency transaction and transalation rovision for doubtful debts and advances ad debts written off oss on sale/ discard of fixed assets (net) ecunty charges | 23 6 20 - 193 | - 2- 16: | | |
| Tayment to auditor (Refer details below) tel loss on foreign currency transaction and transalation rovision for doubtful debts and advances tad debts written off oss on sale/ discard of fixed assets (net) iecunty charges orporate social responsibility (CSR) expenses | 23 6 20 - | 24 166 40 | | |
| ayment to auditor (Refer details below) tel loss on foreign currency transaction and transalation rovision for doubtful debts and advances ad debts written off oss on sale/ discard of fixed assets (net) ecunty charges orporate social responsibility (CSR) expenses | 23 6 20 - 193 69 408 | 24 165 40 348 | | |
| Payment to auditor (Refer details below) tel loss on foreign currency transaction and transalation rovision for doubtful debts and advances ad debts written off oss on sale/ discard of fixed assets (net) iecunty charges orporate social responsibility (CSR) expenses | 23 6 20 - 193 69 | 24 165 40 348 | | |
| Payment to auditor (Refer details below) tel loss on foreign currency transaction and transalation rovision for doubtful debts and advances ad debts written off oss on sale/ discard of fixed assets (net) iecunty charges orporate social responsibility (CSR) expenses | 23 6 20 - 193 69 408 | 24 165 40 348 | | |
| Payment to auditor (Refer details below) tel loss on foreign currency transaction and transalation rovision for doubtful debts and advances and debts written off oss on sailef discard of fixed assets (net) jecunty charges proporate social responsibility (CSR) expenses discellaneous expenses | 23 6 20 - 193 69 - 406 13,492 | 2- 16: 4(34) 10.86- | | |
| Tayment to auditor (Refer details below) tel loss on foreign currency transaction and transalation rovision for doubtful debts and advances ad debts written off oss on saile/ discard of fixed assets (net) tecunty charges orporate social responsibility (CSR) expenses fiscellaneous expenses | 23 6 20 - 193 69 - 406 - 13,492 | 2- 16: 44 3-43 10.86- ed March 31 | | |
| egal and professional fees Payment to auditor (Refer details below) tel loss on foreign currency transaction and transalation Provision for doubtful debts and advances said debts written off coss on sale/ discard of fixed assets (net) Security charges Corporate social responsibility (CSR) expenses discellaneous expenses | 23 6 20 - 193 69 - 406 13,492 | 24 165 40 348 10.864 | | |
| Payment to auditor (Refer details below) tel loss on foreign currency transaction and transalation rovision for doubtful debts and advances and debts written off oss on sale/ discard of fixed assets (net) iecunty charges corporate social responsibility (CSR) expenses discellaneous expenses Payment to Auditors as auditors: | 23 6 20 - 193 69 408 13,492 | 24 166 46 344 10.864 ed March 31 2021 | | |
| Payment to auditor (Refer details below) tel loss on foreign currency transaction and transalation forvision for doubtful debts and advances that debts written off cost on sale/ discard of fixed assets (net) secuntly charges cocial responsibility (CSR) expenses discellaneous expenses Payment to Auditors as auditors: Audit fee | 23 6 20 - 193 69 406 13,492 For the Year and 2022 | 24 165 46 348 10,864 ed March 31 2021 | | |
| Payment to auditor (Refer details below) tel loss on foreign currency transaction and transatation horizon for doubtful debts and advances tel debts written off coss on sale/ discard of fixed assets (net) becurby charges corporate social responsibility (CSR) expenses discellaneous expenses Payment to Auditors to auditors: Audit fee Tax audit fee Tax audit fee | 23 6 20 - 193 69 408 13,492 | 24 165 46 348 10.864 ed March 31 2021 | | |
| Payment to auditor (Refer details below) tel loss on foreign currency transaction and transalation forvision for doubtful debts and advances that debts written off cost on sale/ discard of fixed assets (net) secuntly charges cocial responsibility (CSR) expenses discellaneous expenses Payment to Auditors as auditors: Audit fee | 23 6 20 - 193 69 406 13,492 For the Year and 2022 | | | |



(All amounts are in Indian Rupees Lacs, unless otherwise stated)

| 26. Earning/(loss) per share (EPS) | mounts are in Indian Rupees Lacs, | |
|---|-------------------------------------|---------------------------|
| | | 98 |
| The following reflects the profit/(loss) and share data used in the basic and diluted EPS computations: | For the Year en | |
| Profit/(loss) for the calculation of basic and diluted EPS | 2022 (324) | 2021 |
| Foliotoss to the carculation of paste and disease at o | | |
| | (324) | 4,941 |
| Weighted average number of equity share in calculating basic and diluted EPS | 20,321,411 | 20,321,411 |
| Weighted average number of equity share in calculating basic EPS | 20,321,411 | 20, 321,411 |
| | 20,321,411 | 20,321,411 |
| Basic earning/(loss) per share | (1,59) | 24.31 |
| Diluted earning/(toss) per share | (1.59) | 24.31 |
| 27. Employee Benefits | | |
| As per Accounting Standards-15 "Employees Benefits", the disclosure are given below. a, Defined Benefik Plan The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a | gratuity on departure at 15 days sa | alary (last drawn salary) |
| for each completed year of service or part thereof in excess of six months. | | |
| The following tables summaries the components of net benefit expense recognized in the Statement of Profit and Loss balance sheet for gratuity plan | and the unfunded status and emo | ounts recognized in the |
| Statement of Profit and Loss | | |
| Net employee benefit expense | For the Year en | |
| Current service cost | 2022 | 2021 |
| Interest cost on benefit obligation | 37 | 30 |
| Expected return on plan assets | | |
| Net actuarial(gain) / loss recognized in the year | (18) | (10) |
| Past service cost Net benefit expense | 86 | 105 |
| Balance sheet | | GUI |
| | | |
| Details of Provision for gratuity | 2022 As at Ma | arch 31 2021 |
| Defined benefit obligation | 586 | 537 |
| Fair value of plan assets | - | |
| Lara Huranantinad Book Contino Cont | 586 | 537 |
| Less; Unrecognized Past Service Cost Plan liability / (asset) | 586 | 537 |
| Falls intolled ((1000) | | |
| Changes in the present value of the defined benefit obligation are as follows: | For the Year en | |
| Opening defined benefit obligation | 2022 | 2021 |
| Interest cost | 37 | 30 |
| Past service cost | - | 40 |
| Current service cost | 47 | 45 |
| Benefits paid | (17) | (8) |
| Actuarial gains on obligation | (18) | (10) |
| Closing defined benefit obligation | 586 | 537 |
| The principal assumptions used in determining gratuity for the Company's plan are shown below: | | |
| a) Economic Assumption | For the Year er 2022 | |
| i) Discount Rate | 7.22% | 2021 6.80% |
| ii) Future Salary Increase | 8.00% | 8.00% |
| iii) Expected Rate of return on plan assets | N.A | N.A |
| b) Demographic Assumption | | |
| i) Retirement Age | 60 Years | 60 Years |
| ii) Withdrawal rate | | |
| Employee turnover | | |
| Up to 30 years | 5.00% | 5.00% |
| Up to 44 years | 2.00% | 2.00% |
| Above 44 years | 1.00% | 1.00% |
| iii) Mortality Table | IALM (2012 - 14) | IALM (2012 - 014) |





(All amounts are in Indian Rupees Lam unless otherwise maked)

Disclosures of the amount required by paragraph 120(n) of AS-15 are as follows:

| Particulars | 2022 | 2021 | 2020 | 2019 | 2018 |
|--|-------|-------|-------|-------|-------|
| Defined benefit obligation | 586 | 537 | 440 | 392 | 367 |
| Plan assets | | . 1 | - 1 | - [| _ |
| Surplus / (deficit) | (586) | (537) | (440) | (392) | (367) |
| Experience adjustments on plan liabilities Loss/(Gain) | (18) | (10) | (46) | (19) | (18) |
| Experience adjustments on plan assets | | · 1 | | - 1 | |

b. Contribution to Defined Contribution Plan:

| | For the Ye | ar ended March 31 |
|----------------|------------|-------------------|
| Particulars | 2022 | 2021 |
| Provident Fund | 109 | 102 |

28. Leases

Operating Lease

- a) The Company has taken various office and warehouse premises under operating lease agreements. These are generally cancellable except for the initial lock in period ranging from one to three years and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by Lease Agreement. There are no subleases. The Company has pald lease rent of Rs. 291 Lacs (previous year Rs. 405 Lacs) disclosed as rent in Note 25.
- b) The future minimum lease payments under non cancellable operating leases (i.e. Lock-in period of lease agreements)

| Particulars | 2022 | 2021 |
|--|------|------|
| Not later than one year | 70 | 24 |
| Later than one year but not later than five year | | .) |
| More than five year | | - 1 |

29. Segment Information

Primary Segments: Business Segments

The Company is engaged in the business of manufacturing/ extraction and refining of edible oil and deciled cakes/cattle feeds. Since the Company's business activity fails within a single business segment, there are no additional disclosures to be provided under Accounting Standard-17 'Segment Reporting' other than those already provided in the Financial

Secondary Segment Reporting: Geographical Segments

The Company mostly selfs it products to customers located in India and does not have any operation in economic environment with different risk and returns. There are no additional disclosures to be provided under Accounting Standard-17 (Segment Reporting) other than those already provided in the Financial Statements.

30. Related party disclosures

a. Names of the related parties and related party relationship

| Related parties where control exists | |
|---|---|
| Ukimate Holding Company | Archer Daniels Midland Company |
| Holding Company | ADM Interoceanic Limited (iiil 30th April 2021) |
| | - Archer Daniels Midland Company Singapore Pte Limited (w.e f 1st May 2021) |
| Fellow Subsidiaries (with whom transactions have taken place during the lyear) | - ADM Australia Pty Ltd |
| | - ADM Sig Koog |
| | - ADM Asia-pacific Trading Pte. Ltd. |
| | - ADM Agro Industries Kota & Akola Private Limited |
| | - ADM Interoceanic Limited (w e f 1st May 2021) |
| | - Evialis India Limited |
| | - ADM Erith Limited |
| Fellow subsidiary having significant Influence | - ADM Agro Industries India Private Limited |
| Key Management Personnel (KMP) | Mr Approve Garg, Director |
| | Mr. Debkanta Dash, Director |

Notes:

a The related party relationships have been determined on the basis of the requirements of the Accounting Standard (AS) - 18 'Related Party Disclosures' and the same have been b. The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the year, except where control exist, in which case the relationships have been mentioned irrespective of transactions with the related party



ADM Agro Industries Latur & Vizag Private Limited CIN: U15143MH1991PTC378170 Notes to financial statements for the year ended March 31, 2022

B Related Party Transactions

| S.No. Particulars Ultimate III A) Transactions A) Transactions A) Transactions A) Mayor Industries India Private Limited ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited ADM Agro Industries Nota & Akola Private Limited ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited ADM Agro Industries Nota & Akola Private Limited ADM Agro Industries India Private Limited I Loans Recovered ADM Agro Industries India Private Limited I Loans Recovered ADM Agro Industries India Private Limited I Loans Recovered ADM Agro Industries India Private Limited I Loans Recovered ADM Agro Industries India Private Limited I Loans Recovered ADM Agro Industries India Private Limited I Loans Recovered ADM Agro Industries India Private Limited I Loans Recovered ADM Agro Industries India Private Limited | | | 202 | 21-2022 | | | | | 2020-21 | | | |
|---|-----------------|---------------------------------------|-------------------|-------------------------------|--------------------------------|----------|--------------------------------|--------------------|----------------------|-------------------------------|--------------------------------|--------|
| Purchase of Raw-materials and Traded goods* ADM Agro Industries India Private Limited ADM Agro Industries Rota & Akola Private Limited ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited ADM Agro Industries Kota & Akola Private Limited ADM Agro Industries Kota & Akola Private Limited ADM Agro Industries Rota & Akola Private Limited ADM Agro Industries India Private Limited Interest Income ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Repaid | Ulti | nate Holding ding Compan pany y | Fellow Subsidiary | Wholly Owned Subsidiary | Key Managerial personnel | Total | Ultimate Holding Company | Holding Company | Fellow Subsidiary | Wholly Owned Subsidiary | Key Managerial personnel | Total |
| Purchase of Raw-materials and Traded goods* ADM Agro Industries India Private Limited ADM Agro Industries Kota & Akola Private Limited ADM Agro Industries India Private Limited ADM Erith Limited ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited Archer Daniels Midland Company Sale of Finished Goods ADM Agro Industries India Private Limited ADM Agro Industries Kota & Akola Private Limited ADM Agro Industries Rota & Akola Private Limited ADM Agro Industries India Private Limited Interest Income ADM Agro Industries India Private Limited Interest Expenses ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Recovered ADM Agro Industries India Private Limited Loans Repaid | | | | | | | | | | | | |
| ADM Agro Industries India Private Limited Purchase of Stores & Spares ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited ADM Erith Limited Evialis India Limited ADM Agro Industries Kota & Akola Private Limited ADM Agro Industries India Private Limited ACHER Agro Industries India Private Limited ACHER Agro Industries India Private Limited ACHER Agro Industries India Private Limited ADM Agro Industries India Private Limited ACHER Agrange Midland Company Evialis India Limited ACHER Agro Industries India Private Limited ADM Agro Industries India Private Limited Interest Income ADM Agro Industries India Private Limited Interest Income ADM Agro Industries India Private Limited Interest Expenses ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Repaid | ded goods* | | | | | 2,411 | | | 176.3 | | | 192 3 |
| Purchase of Stores & Spares ADM Agro Industries India Private Limited ADM Erith Limited Evialis India Limited ADM Agro Industries Kota & Akola Private Limited ADM Agro Industries India Private Limited Archer Daniels Midland Company Sale of Finished Goods ADM Agro Industries India Private Limited Settlement of Trading Contract Income/ (Expenses) Net ADM Agro Industries India Private Limited Interest Income ADM Agro Industries India Private Limited Interest Expenses ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Recovered Loans Recovered Loans Recovered ADM Agro Industries India Private Limited Loans Recovered Loans Recovered Loans Recovered | ivate Limited | - 1 | 5.876 | | | 5,876 | | | 5,117 | | | 5,117 |
| ADM Agro Industries India Private Limited ADM Erith Limited Evialis India Limited ADM Agro Industries Kota & Akola Private Limited ADM Agro Industries India Private Limited Archer Daniels Midland Company Sale of Finished Goods ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited ADM Agro Industries Kota & Akola Private Limited ADM Agro Industries India Private Limited Adm Australia Pty Ltd. ADM Sig Koog Sales of Stores & Spares ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited Interest Income ADM Agro Industries India Private Limited Interest Expenses ADM Agro Industries India Private Limited Interest Expenses ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Recovered Loans Recovered ADM Agro Industries India Private Limited | | | | | | | | | | | | |
| ADM Erith Limited Evialis India Limited ADM Agro Industries Kota & Akola Private Limited Purchase of fixed assets ADM Agro Industries India Private Limited Archer Daniels Midland Company Sale of Finished Goods ADM Agro Industries India Private Limited ADM Agro Industries Kota & Akola Private Limited Archer Daniels Midland Company Evialis India Limited Adm Australia Pty Ltd. ADM Sig Koog Sales of Stores & Spares ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited Interest Income ADM Agro Industries India Private Limited Interest Expenses ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Repaid | nited | _ | <u> </u> | _ | | 6 | | | 2 | | | 41 |
| Evialis India Limited ADM Agro Industries Kota & Akola Private Limited Purchase of fixed assets ADM Agro Industries India Private Limited Archer Daniels Midland Company Sale of Finished Goods ADM Agro Industries India Private Limited ADM Agro Industries Kota & Akola Private Limited Archer Daniels Midland Company Evialis India Limited Adm Australia Pty Ltd. ADM Sig Koog Sales of Stores & Spares ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited Interest Income ADM Agro Industries India Private Limited Interest Expenses ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Repaid | | | | 2 | | 71 | | | , | | | • |
| ADM Agro Industries Kota & Akola Private Limited Purchase of fixed assets ADM Agro Industries India Private Limited Archer Daniels Midland Company Sale of Finished Goods ADM Agro Industries India Private Limited ADM Agro Industries Kota & Akola Private Limited Archer Daniels Midland Company Evialis India Limited Adm Australia Pty Ltd. ADM Sig Koog Sales of Stores & Spares ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited Settlement of Trading Contract Income/ (Expenses) Net ADM Agro Industries India Private Limited Interest Expenses ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Recovered Loans Recovered ADM Agro Industries India Private Limited Loans Recovered Loans Recovered ADM Agro Industries India Private Limited | | _ | | | | 0 | | | 1 | | | • |
| Purchase of fixed assets ADM Agro Industries India Private Limited Archer Daniels Midland Company Sale of Finished Goods ADM Agro Industries India Private Limited ADM Agro Industries Kota & Akola Private Limited Archer Daniels Midland Company Evialis India Limited Adm Australia Pty Ltd. ADM Sig Koog Sales of Stores & Spares ADM Agro Industries India Private Limited Interest Expenses ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Recovered Loans Recovered Loans Recovered | ivate Limited | | | _ | | 7 | | | 0 | | | • |
| ADM Agro Industries India Private Limited Archer Daniels Midland Company Sale of Finished Goods ADM Agro Industries India Private Limited ADM Agro Industries Kota & Akola Private Limited Archer Daniels Midland Company Evialis India Limited Adm Australia Pty Ltd. ADM Sig Koog Sales of Stores & Spares ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited Interest Income ADM Agro Industries India Private Limited Interest Expenses ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Recovered Loans Recovered | | - | | | | | | | | | | |
| Archer Daniels Midland Company Sale of Finished Goods ADM Agro Industries India Private Limited ADM Agro Industries Kota & Akola Private Limited Archer Daniels Midland Company Evialis India Limited Adm Australia Pty Ltd. ADM Sig Koog Sates of Stores & Spares ADM Agro Industries India Private Limited Settlement of Trading Contract Income/ (Expenses) Net ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Recovered ADM Agro Industries India Private Limited Loans Recovered ADM Agro Industries India Private Limited | nited | | • | | | • | | | 14 | | | 7 |
| Sale of Finished Goods ADM Agro Industries India Private Limited ADM Agro Industries Kota & Akola Private Limited Archer Daniels Midland Company Evialis India Limited Adm Australia Pty Ltd. ADM Sig Koog Sales of Stores & Spares ADM Agro Industries India Private Limited Settlement of Trading Contract Income/ (Expenses) Net ADM Agro Industries India Private Limited Interest Income ADM Agro Industries India Private Limited Interest Expenses ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Recovered ADM Agro Industries India Private Limited Loans Recovered ADM Agro Industries India Private Limited | | - | | | | - | 20 | | | | | 20 |
| ADM Agro Industries India Private Limited ADM Agro Industries Kota & Akola Private Limited Archer Daniels Midland Company Evialis India Limited Adm Australia Pty Ltd. ADM Sig Koog Sales of Stores & Spares ADM Agro Industries India Private Limited Settlement of Trading Contract Income/ (Expenses) Net ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited Interest Expenses ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Recovered ADM Agro Industries India Private Limited Loans Recovered ADM Agro Industries India Private Limited | | | | | | | | | | | | |
| ADM Agro Industries Kota & Akola Private Limited Archer Daniels Midland Company Evialis India Limited Adm Australia Pty Ltd. ADM Sig Koog Sales of Stores & Spares ADM Agro Industries India Private Limited Settlement of Trading Contract Income/ (Expenses) Net ADM Agro Industries India Private Limited ADM Agro Industries India Private Limited Interest Expenses ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Recovered ADM Agro Industries India Private Limited Loans Recovered ADM Agro Industries India Private Limited | nited | _ | 3,187 | _ | | 3,187 | | | 17,853 | | | 17,853 |
| Archer Daniels Midland Company Evialis India Limited Adm Australia Pty Ltd. ADM Sig Koog Sales of Stores & Spares ADM Agro Industries India Private Limited Settlement of Trading Contract Income/ (Expenses) Net ADM Agro Industries India Private Limited Interest Income ADM Agro Industries India Private Limited Interest Expenses ADM Agro Industries India Private Limited Loans Taken ADM Agro Industries India Private Limited Loans Given ADM Agro Industries India Private Limited Loans Repaid ADM Agro Industries India Private Limited Loans Recovered ADM Agro Industries India Private Limited Loans Recovered ADM Agro Industries India Private Limited Loans Recovered ADM Agro Industries India Private Limited | ivate Limited | _ | 757 | <u> </u> | | 757 | | | 7,702 | | | 7,702 |
| | | 165 | | | | 165 | 81 | | | | | 81 |
| | | | I | | | _ | | | , | | | |
| | | | 0 8 | _ | | 3 | | | 51 | | | 51 |
| | | | 1,060 | | | 1,060 | | | 162 | | | 162 |
| | | | | | | | | | | | | |
| | nited | | 19 | | | 29 | | | | | | ١ |
| | ome/ (Expenses) | | | | | | | | | | | |
| | | | 96 | | | ۶ | | | d | | | 5 |
| | | | | | | Ī | | | | | | |
| | uited | | 6 | | | 6 | | | | | | • |
| | | | | | | | | | | | | |
| | nited | | 1 | | | - | | | 740 | | | 740 |
| | | _ | | | | | | | | | | |
| | nited | | • | | | 1 | | | 28,525 | | | 28,525 |
| | | | | | | | | | | | | |
| | nited | 1 | 2,650 | | | 2,650 | | | | | | |
| | nited | | | | | | | | 42,725 | | | 42,725 |
| ADM Agro Industries India Private Limited | | | | | | | | | | | | |
| | nited | | (2,650) | 0 | | (2,650) | | | | | | , |



ADM Agro Industries Latur & Vizag Private Limited CIN: U15143MH1991PTC378170 Notes to financial statements for the year ended March 31, 2022

B Related Party Transactions

| L | | | | 2021 | 2021-2022 | | | | | 2020-21 | 21 | | |
|-------|---|--------------------------------|------------------------|----------------------|-------------------------------|--------------------------------|----------|--------------------------------|--------------------|---------|-------------------------------|--------------------------------|-----------------|
| S.No. | Particulars | Ultimate Holding Company | Holding Compan y | Fellow Subsidiary | Wholly Owned Subsidiary | Key Managerial personnel | Total | Ultimate Holding Company | Holding Company | Fellow | Wholly Owned Subsidiary | Key Managerial personnel | Total |
| 5 | Reimbursement of expenses from ADM Agro Industries India Private Limited | | | 179 | | | 179 | | | 0,9 | | | 69 |
| | ADM Agro Industries Kota & Akola Private Limited Archer Daniels Midland Company | | Ì | ì, | | | | 4 | | 9 | | | φ 4 |
| 4 | | | | 89 | | | 89 | | | 200 | | | 290 |
| | ADM Agro Industries Kota & Akola Private Limited | | | 3 , | | | } , | | | 7 | | | 7 |
| 15 | Management charges | | | | | | | | | | | | |
| | ADM Agro Industries India Private Limited** | | | 249 | | | 249 | | | 378 | | | 378 |
| | Archer Daniels Midland Company | 969 | | | | | 969 | 400 | | | | | 400 |
| 16 | | | | | | | | | | | | | |
| | ADM Asia-pacific Trading Pte. Ltd. | | | • | | | , | | | (2) | | | (3) |
| | Archer Daniels Midland Company | 14 | | | | | 14 | 0 | | | | | • |
| | ADM Erith Limited | | | 0 | | | | | | | | | |
| | Adm Australia Pty Ltd. | | | (e) | | | e | | | _ | | | - |
| | ADM Sig Koog | | | 10 | | | 10 | | | , | | | |
| 17 | | | | | | | | 8 | | | | | |
| | Mr. Approve Garg, Director | | | | | 44 | 4 | | | | | 33 | 33 |
| | Mr. Devkanta Dash, Director | | | | | 51 | 51 | | | | | 43 | 43 |
| B). | Balances at the year end: | | | | | | 28 | 38 | 8 | | | | |
| _ | Amount Receivable | | | | | | | | | | | | |
| | ADM Agro Industries India Private Limited | | | | | | • | | | 7 | | | 1 |
| | ADM Sig Koog | | | 135 | | | 135 | | | 96 | | | 96 |
| | Adm Australia Pty Ltd. | | | 44 | | | 77 | | | 26 | | | 26 |
| | Archer Daniels Midland Company | 63 | | | | | 63 | 41 | | | | - | 41 |
| 7 | Amounts Payable | | | | | | | | | | | | |
| | ADM Agro Industries India Private Limited | | | 245 | | | 245 | | | 13 | | | 64 |
| | Archer Daniels Midland Company | S | | | | | ю | 402 | | | | | 402 |

** Net of tax deducted at source



(All amounts are in Indian Rupees Lacs, unless stated

| (A | i amounts are in Indian Rupees Lacs, uniess | State |
|---|---|-------|
| 31. Capital and other commitments | As at March 31 | |
| | 2022 | 2021 |
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) | 83 | 156 |
| | 83 | 156 |
| 32. Contingent liabilities * | | |
| | As at March 31 | |
| | 2022 | 2021 |
| a) Demand raised by Vishakhapatnam Port Trust (VPT) on account of wharfage charges for the minimum guaranteed traffic during the period from Feburary 23,1996 to Feburary 22,2001 ** | | • |
| b) Income Tax demand (including interest) raised in respect of corrections required in TDS returns for various financial years | 14 | 12 |
| c) Service tax liability towards non-payment of service tax under "Storage & Warehousing Services"/"Excess Utilization of Credit?"Non Maintenance of Separate Accounts" for the period 2004-2009 and excess utilisation of input tax credit for the period financial year 2009-10 & 2010-11 | 553 | 553 |
| d) Dispute related to different commercial cases at different forums | 97 | 120 |
| s) Service Tax liability on transport of goods by road for the period 2006-07 to 2010-11 | 40 | 40 |
| 6) Demand raised by Sales Tax Authorities in various cases for the financial year 2003-04 to 2013-14 under MVAT & Central sales tax. | 166 | 571 |
| g) Demand raised by VAT Authorities for FY 2013-14 to 2016-17 under MVAT and CST Act related to mismatch of credit and pending declaration form | 178 | 450 |
| h) Demand raised under Standard Weights & Measures (Packaged Commodities) Rules 1977*** | | |
| i) Custom Duty saved against the unexecuted export obligation under Export Promotion Capital Goods (EPCG) license | 41 | 41 |
| Dispute related to labour cases at various courts. | 300 | 300 |
| | 1,389 | 2,087 |

* On the basis of the current status of the individual case and as per legal advice obtained by the Company, wherever applicable, the Company in confident of winning the above cases and is of view that no further provision is required in respect of these cases.

"Vishakhapatnam Port Trust (VPT) had raised a demand of Rs.316 Lacs (Previous year Rs.316 Lacs) exclusive of interest on account of wharfage charges for the Minimum Guaranteed throughput (MGT) during the period from Feburary 23,1996 to Feburary 22,2001. VPT had recovered Rs.6 Lacs by invoking a Bank Guarantee issued by the Company. The dispute with respect to proposed amendment in lease deed by VPT and quantitum of shortfall on account of MGT were issue before Arbitrator. The Arbitrator vide its award dated August 27,2003 allowed the amendment with effect from the period 23,02,1997 to 22,0 1998 and conferred for the calculation of short fall @ Rs.9 per fon. The Company and VPT both filed petition in District Court under Section 34 of Arbitration and Conciliation Act, 1995 chaftenging the award dated 27,08,2003 passed by the Arbitrator. The District Court vide its two separate orders dated January 21,2010 partially set-aside the award. The Company has filed two appeals in the Horbite High Court, Hyderabad challenging both orders of District Court vide CMA (No.921/2010) and CMA No.921/2010 Both appeals are pending before the Horbite High Court, Hyderabad. However, as a matter of prudence, the Company has made a provision amounting of Rs.316 Lacs (Previous year Rs. 316 Lacs) against the said matters. Moreover, during the year the Company has also provided interest amounting to Rs.1298 Lacs on above pending demand on proportionate basis for the period from Feburary 22,1997 to March 31,2022 on the basis of opinion obtained from its legal Consultant.

The Company has surrendered the T-6 warehouse to VPT in terms of final order dated June 8,2015 passed by High Court of Hyderabad for the States of Telangana and the State of Andhra Pradesh in Wnt Petition No.11466 of 2015 whereby VPT was also directed by High Court to consider allotment of alternate land to Company expeditiously in terms of Policy Guidelines for Land Management By Major Ports, 2014. The Company has been continuously reminding VPT of their obligation to notify the Company the amount of safe proceeds generated from demolition and disposed of existing T-6 shed and payment of same to Company which is yet to be provided by VPT. The order of High Court for allocating alternate land has not yet been complied by VPT and the Company is pursuing the matter expeditiously.

The management of the Company is of the view, that the outcome of the above litigation along with allocation of alternate warehouse would be in favor of the Company."

***Amount Rs.30,000 before rounding off (Previous year Rs.30,000)

33. Transfer Pricing

The Company is required to comply with the transfer pricing regulations under Section 92-92F of the Income Tax-Act, 1961. The management is of the opinion that its international fransactions with its associated enterprises are at arm's length and that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

34. Open Commodity/Currency futures Contracts (Hedged)

| Commodity/Currency | Net open Position -Lon (Short-sale: (Qty. in MT) (Curr USD/EURO/GI | s) ency in | |
|-------------------------|---|---------------|--|
| | As at March | 31 | |
| | 2022 | 2021 | |
| Soya Seed | | 8,940 | |
| Soya Oil | | (5,200) | |
| Foreign currency (USD) | | 408,000 | |
| Foreign currency (USD) | (135,000) | (246,000) | |
| Foreign currency (EURO) | (322,000) | (342,000) | |
| Foreign currency (GSP) | - 1 | 60,000 | |

*Represent complie value before rounding of



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

| Details | As at Mar | ch 31 |
|---|-----------|-------|
| | 2022 | 2021 |
| The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year | 15 | 272 |
| The amount of interest paid by the buyer in terms of Section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year | Nii | N |
| The amount of interest due and payable for the period of detay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006 | Nii | N |
| The amount of Interest accrued and remaining unpaid at the end of each accounting year, and | Nii | Ni |
| The amount of further interest remaining due and payable even in the succeeding years, until such date, when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006 | Nii | Ni |

^{*}The above disclosure is based on information available with the Company regarding status of the suppliers as defined under the Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006

36. The details of foreign currency exposure as at the Balance Sheet date are as follows:

| I. Assets | Foreign Currency | 1 | Current Year | | | Previous Ye | ar |
|------------------------------------|------------------|---------------|-------------------------------------|------------|------------------|-------------------------------|-----------|
| | | Exchange Rate | Amount in Foreign currency ** | Amount ** | Exchange Rate | Amount in Foreign currency ** | Amount ** |
| Loans and advances (A) | USD | 75.87 | | | 73 14 | 35,784 | 2,617,134 |
| Loans and advances (A) | GBP | 99.75 | | | 100.75 | 20,093 | 2,024,441 |
| Trade Receivable (A) | USD | 75.87 | 141,040 | 10,701,128 | 73.14 | 91,692 | 6,706,078 |
| Trade Receivable (A) | EURO | 84.25 | 160,038 | 13,482,748 | 85.82 | 111,747 | 9,590,284 |
| Hedges by derivative contracts (B) | USD | 75.87 | 141,012 | 10,699,003 | 73 14 | 91,692 | 6,706,078 |
| Hedges by derivative contracts (B) | GBP | 99.75 | | | 100.75 | | - |
| Hedges by derivative contracts (B) | EURO | 84.25 | 160,038 | 13,482,748 | 85.82 | 111,747 | 9,590,284 |
| Unhedged receivables (C=A-B) | USD | 75.87 | 28 | 2,125 | 73.14 | 35,784 | 2,617,134 |
| Unhedged receivables (C=A-B) | GBP | 99.75 | | | 100.75 | 20,093 | 2,024,441 |
| Unhedged receivables (C=A-B) | EURO | 84.25 | | | 85.82 | | - |

| T. Liabilities | Foreign Currency | | Current Year | | | Previous | з Үеаг |
|------------------------------------|------------------|---------------|----------------------|---------|------------------|----------------------|------------|
| | | Exchange Rate | Amount in Foreign | Amount | Exchange Rate | Amount in Foreign | Amount |
| Trade payable (A) | USD | 75.87 | 6,012 | 456,148 | 73.14 | 549,865 | 40,215,477 |
| Hedges by derivative contracts (B) | USD | 75.87 | 6,012 | 456,148 | 73.14 | 549,865 | 40,215,477 |
| Unhedged payables (C=A-B) | USD | 75.87 | | - | 73.14 | | • |

37. Value of import calculated on CIF Basis (on accrual basis)

| | For the year ende | d on March 31 |
|--|-------------------|---------------|
| | 2022 | 2021 |
| Stores and Spares | 70 | 31 |
| Capital Goods | 60 | |
| | 130 | 31 |
| 35. Expenditure in foreign currency (on accrual basis) | | |
| | For the year ende | d on March 31 |
| | 2022 | 2021 |
| Insurance Charges | | 4 |
| Management charges (including Information system expenses) | 596 | 443 |
| Legal and professional fees | | 6 |
| Testing & Inspection Charges | 4 | 7 |
| | 600 | 460 |

39. Imported and indigenous raw-materials and spare parts consumed

For the year ended on March 31

| | For the year ended on March 31 | | | | | |
|--|--------------------------------|---------|-------------------|----------------|--|--|
| • | 20; | 22 | 202 | :1 | | |
| | Percentage | Amount | Percentage | Amount | | |
| -Raw Materials | | | - | | | |
| -Imported | 0.00% | • | 0.00% | | | |
| -Indigenous | 100.00% | 165,931 | 100.00% | 132,970 | | |
| | 100.00% | 165,931 | 100.00% | 132,970 | | |
| -Stores and Spares | | | | | | |
| -Imported | 7.65% | 70 | 3 97% | 31 | | |
| -Indigenous | 92.35% | 845 | 96 03% | 749 | | |
| | 100.00% | 915 | 100.00% | 780 | | |
| 40. Earnings in foreign currency (accrual basis) | | | | | | |
| | | | For the year ende | ed on March 31 | | |
| | | | 2022 | 2021 | | |
| Export of Goods (on F O B value) | | | 1,304 | 294 | | |
| | | | 1,304 | 294 | | |
| | | | | | | |

41. There is no impairment loss on fixed assets on the basis of review carried out by the management in accordance with Accounting Standard (AS) - 28 "impairment of Assets"



^{*}at year end exchange Rate
**Represents complete value in respective currency

42. Corporate Social Responsibility

-(i) Gross amount required to be spent by the company during the year is Rs 25 Lacs (previous year Rs. 40 Lacs)

| Particulars | | For the year ended on March 31 | | | | | |
|---------------------------------------|---------|--------------------------------|-------|---------|---------------------------|-------|--|
| | | 2022 | | 2021 | | 1 | |
| | In cash | Yet to be paid in cash | Total | in cash | Yet to be paid in cash | Total | |
| Construction/acquisition of any asset | - | - | | | | | |
| On purposes other than (i) above | 108 | | 108 | | | | |

| Corporate Social Responsibility (CSR): | March 31,2022 | March 31,2021 | |
|--|---------------|---------------|--|
| - Amount required to be spent by the company during the year | 61 * | 3 | |
| - Amount of expenditure incurred | 105 | | |
| - Shortfall at the end of the year | (44) أ | 3 | |
| - Total of previous years shortfall | | 36 | |

^{*}Includes the unspent amount of INR 36 Lacs for FY 2018-19 & 2019-20.

- Reason for shortfall - No shortfall (Excess paid)

- Nature of CSR activities-

For Safe drinking water supply to two schools along with Toilet facility for girl students

The Project will donate necessary and life-saving equipment to district administration of Dharwad (Karnataka India for covid-2019 pandemic

To provide cooked Meals, Grocery Kits to economically community and to the students who have missed Mid-Day meals in schools as schools remain closed due to the covid-2019 Pandemic

in schools as schools feman closed due to the covid-2019 Pandemic
Sustainable agri - Rathagri Alphonso Mango project
For supply of medical stuff for Covid Treatment
For 04 humbers of Oxygen Concentrator
For 90000 Paracetamol Tablet and 300 Ltr Sanitizer for Vaccination support in region

PM Care Fund

- Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per refevant Accounting Standard - Not Applicable

- Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately. Not Applicable

43.Financial Ratios

| Ratio | Numerator | Denominator | March 31,2022 | March 31,2021 | % variance | Reason for variance |
|-------------------------------------|--|---|---------------|---------------|------------|---|
| (a) Current ratio | Current assets | Current laibilities | 100.55% | 101 19% | -0.64 | NA NA |
| (b) Debt-equily ratio | Borrowings+Interest Accrued | Total Equilty | 679,23% | 1658 81% | -144.22 | According to Market rate there were thin margin on process hence company has not built-up additional inventory resulting low borrowing. |
| (c) Debt service coverage ratio | Earning for Debt Service = Net Profit after taxes + Non- cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc. | Debt service = Interest & Lease Payments + Principal Repayments | 1#6,97% | 460.36% | -293 57 | According to Market rate there were thin margin on processing also less crushing by 62K MT to 213K MT (previous year 275K MT) |
| (d) Return on equity ratio | Net Profits after taxes | Average Shareholder's Equity | -15.94% | 243 16% | 1625.00 | According to Market rate there were thin margin on processing also less crushing by 62K MT to 213K MT (previous year 275K MT) |
| (e) Inventory lumover ratio | Cost of goods sold OR sales | Average Inventory Average inventory is (Opening + Closing balance /2) | 621.45% | 582 65% | 6 24 | Though there are not much variation in trunover but yes inventiory was higher side in last year |
| (f) Trade receivables lumover ratio | Net Credit Sales | Avg Accounts Receivable | 260.92% | 316 42% | -21 27 | Depend on the payment term on trade made |
| (9) Trade payables turnover ratio | Net Credit Purchases | Average Trade Payables | 333.80% | 387 68% | -16 14 | Payment terms of purchase may vary contract to contract basis |
| (h) Net capital turnover ratio | Net Sales | Working Capital | 116.08% | 46 62% | 59.84 | Due to thin parity, company has not buffer the stock resulting low inventory |
| (i) Net profit ratio | Net profit | Net Sales | -0.17% | 2 58% | 1645 37 | According to Market rate there were thin margin on processing also less crushing by 62K MT to 213K MT (previous year 275K MT) |
| (j) Return on capital employed | Earning before interest and taxes | Capital Employed | 1.02% | 6 48% | -536 89 | According to Market rate there were thin margin on processing also less crushing by 62K MT to 213K MT (previous year 275K MT) |
| (k) Return on Investment | {MV(T1) = MV(T0) = Sum [C(t)]) | {MV(T0) + Sum [W(I) * C(t)]} | 0.33% | 2 07% | -530 55 | According to Market rate there were thin margin on processing also less crushing by 62K MT to 213K MT (previous year 275K MT) |



44. Scheme of Merger

A Scheme of merger had filed with the National Company Law Tribunal, Mumbai bench ("NCLT") on March 28, 2022 for the amalgamation of ADM Agro Latur & Vizag Pvt. Ltd. (Amalgamating Company 1) and Evialis India Limited (Amalgamating Company 2) into and with ADM Agro Industries India Pvt. Ltd. (Resulting Company). The rationale of time Scheme is to create synergies between the business operations, optimal utilisation of resources, better alignment, co-ordination and streamfining of the day to day creation of large asset base and access to better financial resources by or with the help of consolidation of the business presently carried on by the Amalgamating and Company Appointed date proposed in the Scheme of Merger is April 1,2021

Next date of hearing before NCLT is September 29, 2022 wherein it is expected to get the directions from the NCLT for holding meeting of the Shareholders and Creditors of the

45. Other Statutory Information

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company do not have any transactions with struck off companies.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the intermediary shall.

 (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries), or

 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party).
- (vii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the 💵 assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- 46. Update on the Code on Social Security, 2020 ('Code')

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code

47. Previous Year Figures

Previous year figures have been re-grouped/ re-classified, wherever considered necessary to conform to the current year's presentation

As per our report of even date attached

For SURESH SURANA & ASSOCIATES LLP

Chartered Accountants Firm's Reg No. 121750W/W-100015

Capillands Kapil Kedar

Membership No. 094902

Place Gurugram

Date September 20, 2022

For and on behalf of the Board of D ADM Agre Industries Later & VI

DIN No. 072901

Kritika (Company 5

Membership No. 43035 Place Gurugram

Date . September 20 2020

ADM Agro Industries Latur & Vizag Private Limited

CIN: U15143MH1991PTC378170

Un-audited Supplementry Balance Sheet as at December 31, 2022

| | | | | Amount INR |
|-----|-----|---|-------|---------------|
| | | | - | As at |
| | | | Decei | nber 31, 202 |
| 1. | | SOURCES OF FUNDS | | |
| | (1) | SHAREHOLDERS' FUNDS | | |
| | , , | Share Capital | | 203,214,110 |
| | | Reserves & Surplus | | 699,152,478 |
| | | Accumuleted Profit(Loss) | | 500,102,110 |
| | | • | | 902,366,588 |
| | (2) | LOAN FUNDS | | |
| | (-/ | Unsecured Loans | 1 | ,071,250,832 |
| | | 0,10004104 20415 | | ,071,250,832 |
| | | | | ,,011,200,002 |
| | | TOTAL | 1 | ,973,617,420 |
| II. | | APPLICATION OF FUNDS | | |
| | (1) | FIXED ASSETS | | |
| | , , | Gross Block | 1 | ,272,166,476 |
| | | Less:Depreciation / Amortization | | 589,307,201 |
| | | Net Block | | 682,859,275 |
| | | Capital Work in Progress | | 11,246,917 |
| | | | | 694,106,192 |
| | (2) | INVESTMENTS | | 1,652,825 |
| | (3) | DEFERRED TAX ASSETS (LIABILITIES) | | 10,832,410 |
| | (4) | CURRENT ASSETS LOANS & ADVANCES | | |
| | (4) | Inventories | | 000 205 005 |
| | | Sundry Debtors | 1 | ,828,335,665 |
| | | Cash & Bank Balances | | 209,289,348 |
| | | Other Current Assets | | 21,012,842 |
| | | Loans & Advances | | 120,787,521 |
| | | Loans & Advances | | 429,961,589 |
| _ | | | | 2,609,386,966 |
| | | LESS:CURRENT LIABILITIES & PROVISIONS | | |
| | | Current Liabilities | | 503,794,390 |
| | | Provisions | | 838,566,582 |
| | | | 1 | 1,342,360,972 |
| | | NET CURRENT ASSETS | 4 | 1,267,025,994 |
| | | | 2 | |
| | | TOTAL | | ,973,617,420 |

For and on behalf of the Board of Directors ADM Agro Industries Latur & Vizag Private Limited

Apoorve Kumar Garg (Wholetime Director) DIN: 07290909

10 Vishnu Road, Near DBS College, Dehradun-248001 Uttarakhand

Place : Gurugram Date: 09 February, 2023 Kshirodh Aggarwal (Director)

DIN: 07290927

A101, IDC Apartment, Sector-11, Plot

8C, Dwarka, Delhi-110075

Un-Audited Supplementry Accounting Statement of Profit and Loss for the period ended December 31, 2022

| | | Amount INF |
|------|---|----------------------|
| | | For the Period ended |
| | | December 31, 202 |
| (1) | INCOME | |
| | Sales (Gross) | 13,220,940,026 |
| | | 13,220,940,026 |
| | Service and Other Operating Income | 1,581,452 |
| | Other Income | 20,996,595 |
| | TOTAL | 13,243,518,072 |
| (11) | EXPENDITURE | |
| | Purchase Of Goods For Resale | 1,480,991,108 |
| | IDT Purchases | 1,191,126,830 |
| | Raw Materials Consumed | 9,788,283,635 |
| | Manufacturing and Maintenance Expenses | 505,768,871 |
| | Administrative & Other Expenses | 346,737,305 |
| | Selling & Distribution Expenses | 166,615,843 |
| | Financial Expenses | 39,499,122 |
| | (Increase) / Decrease in Inventories | (353,858,635 |
| | Depreciation / Amortization | 40,276,641 |
| | TOTAL | 13,205,440,722 |
| | Profit / (Loss) for the year before prior period adjustment & tax | 38,077,351 |
| | PROFIT / (LOSS) FOR THE YEAR BEFORE TAX | 38,077,351 |
| | Provision for Tax | 1,797,978 |
| | PROFIT/(LOSS) AFTER TAX | 36,279,373 |

For and on behalf of the Board of Directors

ADM Agro Industries Latur & Vizag Private Limited

Apoorve Kumar Garg (Wholetime Director)

DIN: 0729090910 Vishnu Road, Near DBS College, Dehradun-248001 Uttarakhand

Kshirodh Aggarwal (Director)

DIN: 07290927

A101, IDC Apartment, Sector-11, Plot 8C, Dwarka, Delhi-110075

Place : Gurugram Date: 09 February, 2023

Chartered Accountants

Suresh Surana A Asia Cata SLEP

2nd Floor, Tower - B S+37 Sector - 1 Solda (MCR) - 201301 (U.F.), Ingle

7 +91 (120) 626 6568

neidellikässi associates omn. www.ss.-associates.com LLP looning No. AAB-7509

INDEPENDENT AUDITORS' REPORT

To The Members of Evialis India Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Evialis India Limited** ("the **Company"**), which comprise the Balance Sheet as at 31 March 2022, the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, its profit and the cash flows for the year ended on that date.

Basis for Opinion

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

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Board's Report including Annexures to Board's Report and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the Board's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. We have nothing to report in this regard as



Suresh Surana & Associates LLP Chartered Accountants

other information as stated above is expected to be made available to us after the date of this Auditors' Report.

Responsibility of Management for the Financial Statements

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

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit
 procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies
 Act, 2013, we are also responsible for expressing our opinion on whether the company has
 adequate internal financial controls system in place and the operating effectiveness of such
 controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to



Chartered Accountants

continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far, it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act;
 - e) On the basis of written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022, from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these financial statements and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid/ provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



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- The Company does not have any pending litigation which would impact its financial position;
- The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

 The company has not declared or paid any dividend during the period and has not proposed final dividend for the period.

For Suresh Surana & Associates LLP Chartered Accountants

Firm's Reg. No. 121750W/W-100010

Kapil Kedar (Partner)

Membership No. 094902 UDIN: 22094902ATLMZJ1695

Place: Gurugram

Date: September 20, 2022



ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT (Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) As explained to us, all the property, plant and equipments have been physically verified by the management during the year, according to the regular programme of periodic verification in a phased manner over a period of three years, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - (c) Based on the examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
 - (d) The Company has not revalued any of its Property, Plant and Equipment and Intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) According to the information and explanations given to us, the management has conducted physical verification of inventory except for Goods in Transit. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
 - (b) The Company has not availed working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. In our opinion, and according to the information and explanations given to us, the Company has provided loans or advances in the nature of loans, secured or unsecured, to companies during the year, in respect of which:
 - a. The Company has provided loans or provided advances in the nature of loans to it's group companies, details of which is given below:

| Particulars | Loan Amount to others (Rs. in Lacs) |
|---|-------------------------------------|
| Aggregate amount granted during the year | 2,776.00 |
| Balance outstanding at the balance sheet date in respect of above | 1,224.24* |

^{*} Including interest accrued on loan.

- b. The terms and conditions of the grant of all loans are, *prima facie*, not prejudicial to the interest of the Company. Further, the Company has not provided any guarantee or given any security and made any investment during the year.
- c. In respect of loans granted by the Company, the schedule of repayment of principal has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.



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- d. There is no overdue amount in respect of loans granted to such other parties.
- e. The Company has granted loans which had fallen due during the year, has been renewed during the year. Further, no fresh loans were granted to any party to settle the overdue loans/advances in nature of loan.
- f. The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.
- iv. The Company has not granted any loans, investments, guarantees and securities to which provisions of Sections 185 and 186 of the Companies Act, 2013 are applicable. Accordingly, clause 3(iv) of the Order is not applicable.
- v. The Company has not accepted any deposits during the year within the meaning of Sections 73 to 76 of the Act and the rules framed there under, to the extent notified. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi. In our opinion and according to the information and explanations given to us, the requirement for maintenance of cost records specified by the Central Government under Section 148(1) of the Act is not applicable to the Company during the year.
- vii. (a) According to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including provident fund, employee's state insurance, Income tax, goods and services tax and other material statutory dues to the extent applicable, with the appropriate authorities during the year. According to the information and explanations given to us, there are no undisputed amount payable in respect of such statutory dues which have remained outstanding as at 31 March 2022 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no dues in respect of income tax, sales tax, service tax, goods and services tax, duty of customs, value added tax and cess, which have not been deposited on account of any dispute.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not taken any loans or other borrowings. Hence the provision of clause 3 (ix)(a), 3(ix)(c) to 3(ix)(f), are not applicable.
 - (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable
- xi. (a) No fraud by the Company or on material fraud on the company by its officers or employees has been noticed or reported during the period covered by our audit.
 - (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report



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- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- xiii. According to the information and explanations given by the management, transactions with the related parties are in compliance with section 188 of Companies Act, 2013 where applicable and details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of section 177 are not applicable to the company and accordingly reporting under clause 3(xiii) as far as it relates to section 177 of the Act is not applicable to the Company and hence not commented upon.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- As per the information and explanations given by the management, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, clause 3(xv) of the Order is not applicable.
- xvi. (a) In our opinion, the Company is not required to be registered under Section 45-1A of the Reserve Bank of India Act, 1934.
 - (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.



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- xx. (a) The provision of section 135 of the Act are not applicable to the Company during the previous year and accordingly reporting under clause 3(xx)(a) of the Order is not applicable.
 - (b) The provision of section 135 of the Act are not applicable to the Company.

FOR Suresh Surana & Associates LLP

Chartered Accountants

Capellerde

Firm's Registration No. 121750 W / W-100010

(Kapil Kedar) PARTNER

Membership No. 094902

UDIN: 22094902ATLMZJ1695

Place: Gurugram

Date: September 20, 2022

Chartered Accountants

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT (Referred to in paragraph 2(e) under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

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

We have audited the internal financial controls over financial reporting of Evialis India Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note issued by ICAI") and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance



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regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Suresh Surana & Associates LLP Chartered Accountants

Firm's Reg. No: 121750W / W-100010

(Kapil Kedar) PARTNER

Membership No. 094902 UDIN: 22094902ATLMZJ1695

Place: Gurugram

Date: September 20, 2022

Evialis India Limited CIN:U15330MH1998PLC113992 Balance Sheet as at 31 March 2022 Amounts are in INR lakhs, unless otherwise specified

| Particulars | Note No. | As at 31 March 2022 INR lakhs | As at 31 March 2021 INR lakhs |
|---|----------|-------------------------------------|-------------------------------------|
| . Equity and liabilities | | | |
| 1) Shareholders' Funds | | 160 00 | 160.00 |
| (a) Share capital | 3 4 | 1694,54 | 1332.76 |
| (b) Reserves and surplus | 1 1 | 1854.54 | 1492.76 |
| (2) Non-current liabilities | 1 . 1 | | 404.00 |
| (a) Long-term provisions | 5 | 32.09 32.0 9 | 134.98 134.98 |
| (3) Current liabilities | | | |
| (a) Trade payables | 6 | 19.06 | 35.30 |
| -Total outstanding dues of micro enterprises and small enterprises | | 1441.71 | 1188.96 |
| -Total outstanding dues of creditors other than micro enterprises and small enterprises | 7 | 223.10 | 76.76 |
| (b) Other current liabilities | 5 | 1.49 | 1.68 |
| (c) Short-term provisions | | 1685.36 | 1302.70 |
| TOTAL | | 3571.99 | 2930.44 |
| II. ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Property, Plant and Equipment and Intangible assets | | 36.66 | 99.21 |
| -Property, plant and equipment | 8 9 | 30.00 | 0.74 |
| -Intangible assets | 10 | 64.40 | 0,14 |
| (b) Deferred tax asset (net) | 11 | 346 13 | 108.25 |
| (c) Long-term loans and advances | 15 | 3.72 | 2.76 |
| (d) Other non-current assets | | 450.91 | 210.96 |
| (2) Current assets | 40 | 1330.78 | 1030.71 |
| (a) Inventories | 12 13 | 1330.78 | 69.84 |
| (b) Trade receivables | 13 | 320.30 | 432.81 |
| (c) Cash and bank balances | 11 | 1296.97 | 1130.13 |
| (d) Short-term loans and advances | 15 | 50 53 | 55.99 |
| (e) Other current assets | " | 3121.08 | 2719.48 |
| | | | 2930.44 |
| TOTAL | | 3571.99 | ∠930.44 |

Summary of significant accounting policies

The accompanying notes 1 to 40 are an integral part of the financial statements.

As per our report of even date attached For Suresh Surana & Associates LLP **Chartered Accountants** Firm's Reg No. 121750WW-100010

Capelle

Kapil Kedar Partner

Membership No. 094902

Place: Gurugram Date: September 20, 2022

2.1

balf of the Board of Directors of DIN 07290927

Place: Gurugram

Date: September 20, 2022

Meshay Sharma Director DIN 97835977

> Place: Gurugram Date: September 20, 2022

Evialis India Limited CIN:U15330MH1998PLC113992 Statement of Profit and Loss for the year ended 31 March 2022 Amounts are in INR lakhs, unless otherwise specified

| Particulars | Note No. | For the year ended 31 March 2022 INR lakhs | For the year ended 31 March 2021 INR lakhs | |
|--|----------|--|--|--|
| Income | | | | |
| I. Revenue from operations | 16 | 8115.31 | 5981.14 | |
| II. Other income | 17 | 172.49 | 76.38 | |
| III. Total Income | | 8287.80 | 6057.52 | |
| IV. Expenses | | | | |
| Cost of raw materials consumed | 18 | 4910.22 | 3470.25 | |
| Purchases of Stock in Trade | | 1349.53 | 1054.91 | |
| Change in inventories of finished goods, work in progress and stock in | 19 | 148.71 | (34.57) | |
| trade | 20 | 528.26 | 423,22 | |
| Employee benefits expense | 21 | 0.88 | 4.05 | |
| Finance costs | 8 and 9 | 69.63 | 18.50 | |
| Depreciation and amortization expense | 22 | 899.94 | 996.13 | |
| Other expenses | 22 | 055.54 | 000.10 | |
| Total expenses | _ | 7907.17 | 5932.49 | |
| V. Profit before tax | | 380.63 | 125.03 | |
| VI. Tax expense | | | 40.00 | |
| Current tax | 4 | 77.28 | 43.26 | |
| Prior year tax adjustments | 1 | 5.97 | 2.82 | |
| Deferred tax expense / (income) | 10 | (64.40) | 70.00 | |
| VII. Profit for the year | | 361.78 | 78.95 | |
| VIII. Earnings per equity share [face value per share of INR 10 | 29 | | | |
| (31 March 2021: INR 10)] Basic and diluted | | INR 22.61 | INR 4.93 | |

Summary of significant accounting policies

2.1

The accompanying notes 1 to 40 are an integral part of the financial statements.

As per our report of even date attached For Suresh Surana & Associates LLP

Chartered Accountants Firm's Reg No. 121750W/W-100010

Kapil Kedar Partner

Membership No. 094902

Place: Gurugram

Date: September 20, 2022

Fot and on behalf of the Board of Directors of

India Limited

Kshirodh Aggarwal

Director

DIN 07290927

Place: Gurugram

Date: September 20, 2022

Keshav Sharma

Director DIN 07635977

Place: Gurugram

Date: September 20, 2022

| | For the year ended 31 March 2022 INR lakhs | For the year ended 31 March 2021 INR lakhs |
|---|--|--|
| Cash flow from operating activities | mer (divis | HAIV ION IS |
| Profit before tax for the year | 380.63 | 125.0 |
| Non-cash adjustment to reconcile profit before tax to net cash flows Depreciation and amortization | 69.63 | 18.5 |
| Loss on Property, plant & equipment sold/ discarded | 3.78 | 0.1 |
| Unrealized foreign exchange loss/ (gain) | (0.72) | (10.42 |
| Provision for doubtful debts, advances / receivables | (==/ | 18.0 |
| Excess provision for doubtful debts written back | (37.75) | 10.0 |
| Interest on delayed payment of advance tax | 0.88 | 40 |
| Provision for obsolete inventory | 18.02 | 22.6 |
| Trade payable / Advance from customers written back | (0.02 | (4.93 |
| Interest income | (84.21) | (70.48 |
| Operating profit before working capital changes | 350.26 | 102.5 |
| Movements in working capital : | 555.24 | 102.50 |
| Increase / (decrease) in trade payables | 213.19 | 570.8 |
| Increase / (decrease) in provisions | (103.08) | 40.2 |
| Increase / (decrease) in other current kabilities | 146.34 | |
| Decrease / (increase) In trade receivables | (16,66) | (59.23 78.24 |
| Decrease / (increase) in inventories | 1/ | |
| Decrease / (Increase) in loans and advances | (295.47) | (33.32 |
| Cash generated from operations | (188.87) | 9.6 |
| Direct taxes paid (net of refunds) | 105.71 | 708.8 |
| Net cash flow from/ (used in) operating activities (A) | (123.03) | (168.40 |
| race cash flow from (asea in) operating activities (A) | (17.32) | 540.4 |
| Cash flows from investing activities | | |
| Purchase of property, plant and equipment | (19.71) | (25.88 |
| Proceeds from sale of property, plant and equipment | 9.60 | (20.00 |
| Loan given to Body corporate (net) | (202.81) | (1000.00 |
| (Investment) / maturity of bank deposits (having original maturity of more than three | (4.08) | (9.42 |
| months) | (4.00) | (9.42 |
| Interest received | 118.70 | 18.1 |
| Net cash flow (used in) investing activities (B) | (98.30) | (1017.19 |
| Cash flows from financing activities | | |
| Interest paid | | |
| Net cash flow from/ (used in) in financing activities (C) | | |
| Net (decrease) in cash and cash equivalents (A + B + C) | (115.62) | (476.71 |
| Cash and cash equivalents at the beginning of the year | 196.00 | 672.7 |
| Cash and cash equivalents at the end of the period | 80.38 | |
| and the same administrator or me and or me believe | 80.38 | 196.0 |
| Components of cash and cash equivalents | | |
| With banks | | |
| on current account | 80.38 | 196.0 |
| - Deposits with maturities less than 3 months | | |
| Total cash and cash equivalents (note 14) | 80,38 | 196.00 |

Summary of significant accounting policies

2

The accompanying notes 1 to 40 are an integral part of the financial statements.

1. The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standards- 3 on "Cash Flow Statements" notified under section 133 of the Companies Act, 2013, read with the rules issued thereunder.

2. Figures in brackets represents cash outflows.

As per our report of even date attached For Suresh Surana & Associates LLP **Chartered Accountants**

Firm's Reg No. 121750W/W-100010

Kapil Kedat Membership No. 094902

Place: Gurugram Date: September 20, 2022

of the Board of Directors of

Directo

DIN 07290927

Place: Gurugram

Date: September 20, 2022

Keshav Shi Director DIN 07635977

Place: Gurugram Date: September 20, 2022

Evialis India Limited

Notes to Financial Statements for the year ended 31 March 2022

1 Corporate information

Evialis India Limited is a public limited company domiciled in India and having its registered office at Palghar. The Company is engaged in business of manufacturing and trading animal feeds, premix(s), aquaculture and other pet products. The Company was incorporated in March 1998 and is wholly owned subsidiary company of SAS INVIVO NSA France.

A Scheme of merger had filed with the National Company Law Tribunal, Mumbai bench ("NCLT") on 28.03.2022 for the amalgamation of ADM Agro Latur & Vizag Pvt. Ltd. (Amalgamating Company 1) and Evialis India Limited (Amalgamating Company 2) into and with ADM Agro Industries India Pvt. Ltd. (Resulting Company). The rationale of the Scheme is to create synergies between the business operations, optimal utilisation of resources, better alignment, co-ordination and streamlining of the day to day operations, creation of large asset base and access to better financial resources by or with the help of consolidation of the business presently carried on by the Amalgamating and Resulting Company.

Appointed date proposed in the Scheme of Merger is 01.04.2021.

Next date of hearing before NCLT is 29th September, 2022 wherein it is expected to get the directions from the NCLT for holding meeting of the Shareholders and Creditors and other ancillary compliances.

2 Basis of preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention method.

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

2.1 Summary of significant accounting policies

i. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

ii. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured. Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer.

Interest income is recognised on time proportion basis taking into account the amount outstanding and interest rate applicable.

iii. Property, plant and equipment & Intangible assets

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Cost includes original cost of acquisition, including incidental expenses related to such acquisition and installation.

Intangible assets

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. The capitalised cost includes license fees and software acquisition cost.





Evialis India Limited

Notes to Financial Statements for the year ended 31 March 2022

iv. Depreciation and amortization expense

Depreciation on property, plant and equipment is provided on the basis of useful life of property, plant and equipment as specified by Schedule II to the Companies Act, 2013.

Leasehold improvements are amortized over the lease period. Software being amortised on a straight line basis over its estimated useful life or maximum 5 years, whichever is lower.

Depreciation on assets acquired or disposed off is provided on pro-rata basis from/upto the month of acquisition/disposal.

v. Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management 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 if 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 depreciated historical cost.

vi. Inventory

Inventories are valued as follows:

| Raw materials and packing materials : | Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on First in First Out (FIFO) basis. |
|---------------------------------------|--|
| Work-in-progress and finished goods : | Lower of cost and net realizable value. Cost is determined on weighted average basis. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Traded and Finished Goods are valued at lower of landed cost and net realizable value, based on FIFO basis. Net realizable value is the estimated selling price in the |
| | ordinary course of business, less estimated costs of completion and estimated cost necessary to make the sale. |

vii. Foreign currency transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of such transactions. Monetary assets and liabilities as at the balance sheet date are translated at the rates of exchange prevailing at the date of the balance sheet. Gains and losses arising on account of differences in foreign exchange rates on settlement/translation of monetary assets and liabilities are recognized in the statement of profit and loss. Non-monetary foreign currency items are carried at cost.

viii. Defined contribution benefits plans

(a) Defined contribution plans

The Company contributes on a defined contribution basis to Employee's Provident Fund, towards postemployment benefits, which is administered by the respective Government authorities, and has no further obligation beyond making its contribution, which is expensed in the period to which it pertains.





Notes to Financial Statements for the year ended 31 March 2022

(b) Defined benefit plans

The Company has a Defined benefit plan namely Gratuity for all its employees. The liability for the defined benefit plan of Gratuity is determined on the basis of an actuarial valuation by an independent actuary at the period end, which is calculated using projected unit credit method.

(c) Employee-leave encashment

The employees of the Company are entitled to leave as per the leave policy of the Company. The liability in respect of unutilized leave balances is provided based on an actuarial valuation carried out by an independent actuary as at period end which is calculated using projected unit credit method and charged to the statement of profit and loss.

ix. Earnings per share

The basic earnings per share ("EPS") is computed by dividing the net profit/(loss) after tax for the period available for the equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the period available for equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

x. Income Taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961, enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exist to setoff current tax assets against current tax liabilities and deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situation where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realised against future taxable profits.

Deferred tax assets are reviewed at each balance sheet date.

xi. Leases

Leases where the lessor retains substantially all the risks and rewards of ownership of the leased assets, are classified as operating leases.

Operating lease payments are recognised as an expense in the statement of profit and loss.

xii. Contingencies / Provisions

The Company creates a provision when there is a 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. Where 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.

xiii. Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short term investments with original maturity of three months or less.





Evialis India Limited

Notes to Financial Statements for the year ended 31 March 2022

xiv. Current & Non Current Assets & Liabilities

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.

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 expected to be realized 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

Current liabilities include current portion of non-current liabilities.

All other liabilities are classified as non-current.





Note 3: Share capital

| Particulars | As at 31 N | larch 2022 | As at 31 March 2021 | |
|---|------------|------------|---------------------|-----------|
| Particulars | Number | INR lakhs | Number | INR lakhs |
| Authorised shares | | | | |
| Equity shares of Rs 10 each | 2,500,000 | 250 00 | 2,500,000 | 250.00 |
| Issued, subscribed and fully paid up shares | | | | |
| Equity shares of Rs 10 each | 1,600,000 | 160,00 | 1,600,000 | 160,00 |
| Total | 1,600,000 | 160.00 | 1,600,000 | 160.00 |

Reconciliation of shares outstanding at the beginning and at the end of the reporting period

| Particulars | As at 31 M | flarch 2022 | As at 31 Mai | ch 2021 |
|--|------------|-------------|--------------|-----------|
| Particulars | Number | INR lakhs | Number | INR lakhs |
| At the beginning of the period Issued during the period | 1,600,000 | 160,00 | 1,600,000 | 160 00 |
| Outstanding at the end of the period | 1,600,000 | 160.00 | 1,600,000 | 160,00 |

b 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.

c Shares held by holding/ultimate holding company and/or their subsidiaries/associates

Out of the equity shares issued by the Company, shares held by its holding company, ultimate holding company and their subsidiaries / associates are as below:

| Particulars | As at 31 N | larch 2022 | As at 31 Mai | rch 2021 |
|---|------------|------------|--------------|-----------|
| Faruculars | Number | INR lakhs | Number | INR lakhs |
| Neovia SAS (Including 6 shares (Previous year 6 shares) held by the nominees of Neovia SAS) | 1,600,000 | 160.00 | 1,600,000 | 160 00 |
| | 1,600,000 | 160.00 | 1,600,000 | 160.00 |
| | | | | |

d Details of shareholders holding more than 5% shares in the Company

| Particulars | As at 31 M | March 2022 | As at 31 Ma | arch 2021 |
|--|------------|------------|-------------|-----------|
| Particulars | Number | % Holding | Number | % Holding |
| Equity shares of Rs 10 each fully paid Neovia SAS (Including 6 shares (Previous year 6 shares) held by the nominees of Neovia SAS) | 1,600,000 | 100% | 1,600,000 | 100% |

e The details of shareholding of Promoters are as under:

| | As at 31 | March 2022 | As at 31 N | larch 2021 | % Change |
|---------------|---------------|---------------------------------|------------|-------------------|-----------------|
| Promoter Name | No. of Shares | of Shares % of total Shares No. | | % of total Shares | during the year |
| Neovia SAS | 1,599,994 | 99 9996% | 1,599,994 | 99,9996% | |
| Total | 1,599,994 | 99,9996% | 1,599,994 | 99.9996% | |

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





Note 4: Reserves and surplus

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|--|---------------------|---------------------|
| I di tibulai o | INR fakhs | INR lakhs |
| General Reserve | 265 00 | 265 00 |
| Surplus in the statement of profit and loss | | |
| Balance as per the last financial statements | 1067.76 | 988 80 |
| Profit for the year | 361.78 | 78 95 |
| Total (B) | 1429.54 | 1067.76 |
| Total (A+B) | 1694.54 | 1332.76 |
| | | |

Note 5: Provisions

| Particulars. | Non c | urrent | Cur | rent |
|---|---------------------|---------------------|---------------------|---------------------|
| Particulars | As at 31 March 2022 | As at 31 March 2021 | As at 31 March 2022 | As at 31 March 2021 |
| | INR lakhs | INR lakhs | INR lakhs | (NR lakhs |
| Provision for employee benefits | | | | |
| Provision for gratuity (funded) (Refer Note 26) | | 94 97 | | 1.23 |
| Provision for leave encashment (unfunded) | | | 1 49 | 0.45 |
| Provision for Taxation | | | | |
| Provision for Tax (net of advance taxes | | | _ | |
| Rs. Nil (previous year Rs. Nil)) | | | | |
| Total | 32.09 | 134.98 | 1.49 | 1.68 |

Note 6: Trade payables

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|---|---------------------|---------------------|
| ratuculats | INR lakhs | INR lakhs |
| Trade Payables * | | |
| Total outstanding dues of micro enterprises and small enterprises; and | 19 06 | 35 30 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 1441 71 | 1188 96 |
| Total | 1460.77 | 1224.26 |

Note: The Company has disclosed the amounts payable to Micro, Small and Medium Enterprises, as defined under The Micro, Small and Medium Enterprises Development Act, 2006, on the basis of confirmations received from the vendors.

Trade payables ageing schedule

Current Year

| Particulars | Out | standing for following | periods from due date | of payment | | Total |
|-----------------------------|---------|------------------------|-----------------------|------------|-----------|---------|
| r di de dinito | Not Due | > 1 year | 1-2 years | 2-3 years | < 3 years | Total |
| (I) MSME | 14 54 | 3 86 | 0.41 | 0.25 | - | 19.06 |
| (li) Others | 874 66 | 559 29 | 2.45 | 5.30 | | 1441 70 |
| (hi) Disputed dues - MSME | | | - | | _ | |
| (Iv) Disputed dues - Others | | | | | | |
| Total | 889.20 | 563,15 | 2.86 | 5.55 | -1 | 1460.76 |

Previous Year

| Particulars | Outs | standing for following | periods from due date | of payment | | Total |
|-----------------------------|---------|------------------------|-----------------------|------------|-----------|---------|
| r di (i Cusa) 3 | Not Due | > 1 year | 1-2 years | 2-3 years | < 3 years | |
| (I) MSME | 34 15 | 1 15 | - | - | - | 35 30 |
| (ii) Others | 603.25 | 585 11 | 0.22 | 0.28 | 0.10 | 1188 96 |
| (iii) Disputed dues - MSME | | | _ | | | |
| (Iv) Disputed dues - Others | | | | | | |
| Total | 637.40 | 586,26 | 0.22 | 0.28 | 0.10 | 1224.26 |

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

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|--|---------------------|---------------------|
| The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year | | |
| Principal amount due to micro and small enterprises | 19.06 | 35.3 |
| - Interest due on above | | |
| The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year | | |
| The amount of interest due and payable for the period of detay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006. | | |
| The amount of interest accrued and remaining unpaid at the end of each accounting year | | |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues a above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006 | | |

Note 7: Other current liabilities

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|---------------------------------|---------------------|---------------------|
| raiuculais | INR lakhs | INR lakhs |
| Statutory dues | 33 84 | 36 84 |
| Employee dues | 14 41 | 15 14 |
| Advance received from customers | 172 17 | 24 78 |
| Other dues | 2 68 | |
| Total | 223.10 | 76.76 |



Note 8: Property, plant and equipment

| Particulars | Leasehold Land | Factory Building & Godown | Plant & Machinery | Electrical Installation | Motor Vehicles | Computers | Office Equipments | Furniture & Fixtures | Total |
|-------------------------------|-------------------|---------------------------------|----------------------|----------------------------|----------------|-----------|----------------------|----------------------|--------|
| Gross block | | | | | | | | | |
| As at 31 March 2020 | 17.06 | 57 43 | 79.17 | 6.89 | 21,38 | 33.30 | 48.92 | 21.15 | 285.30 |
| Additions | | - | | - | - | 22.67 | 3.21 | | 25.88 |
| Deletions | | - | - | | ı | 2.95 | 6.79 | 1.75 | 11.49 |
| As at 31 March 2021 | 17.06 | 57.43 | 79.17 | 68.9 | 21.38 | 53.02 | 45.34 | 19.40 | 299.69 |
| Additions | | | 7.93 | | | 4.35 | 7.43 | | 19.71 |
| Adjustment | | | | | | (1.83) | (0.32) | 0.38 | (1.77) |
| Deletions | | | | ' | | 23.08 | | 6.12 | 31.77 |
| As at 31 March 2022 | 17.06 | 57.43 | 87.10 | 6.89 | 21.38 | 32.46 | 49.88 | 13.66 | 285.86 |
| Depreciation and amortisation | | | | | | | | | |
| As at 31 March 2020 | 5.76 | 46,96 | 76.77 | 68.9 | 7.38 | 19.53 | 17.44 | 14.64 | 195.37 |
| Additions | 0.26 | 0.87 | 0.25 | • | 2.67 | 7.28 | 4.25 | 0.91 | 16.49 |
| Deletions | | | | | | 2.86 | 6.76 | 1.76 | 11.38 |
| As at 31 March 2021 | 6.02 | 47.83 | 77.02 | 68.9 | 10.05 | 23.95 | | 1 | 200.48 |
| Additions | 0.13 | 09'6 | 10.08 | | 2.67 | 10.41 | 33.72 | 87 | 68.88 |
| Adjustment | | | | • | | (0.04) | (0.10) | | (0.28) |
| Deletions | | | | | | 15.50 | 2.12 | 2.26 | 19.88 |
| As at 31 March 2022 | 6.15 | 57.43 | 87.10 | 68.9 | 12.72 | 18.82 | 46.43 | 13.66 | 249.20 |
| Net block | | | | | | | | | |
| As at 31 March 2021 | 11.04 | 09.6 | 2.15 | - | 11.33 | 29.07 | 30.41 | 5.61 | 99.21 |
| As at 31 March 2022 | 10.91 | 1 | | - | 8.66 | 13.64 | 3.45 | | 36.66 |

ote:

There is no impairment loss on Property, Plant and Equipment as per management in accordance with Accounting Standard (AS) - 28 "Impairment of Assets".

During the current year, the management has shut down its plant located at Tarapur, Maharashtra, due to commercial reasons. This has no impact on the business of the Company. Accordingly, the Property, Plant and Equipment lying at the plant has been depreciated fully on the date of such decision.





Note 9: Intangible Assets

| Particulars | Goodwill | Computer Software | Total |
|---------------------|----------|----------------------|-------|
| Gross block | | | |
| As at 31 March 2020 | 83.74 | 6.10 | 89.84 |
| Additions | - | | |
| Deletions | | 1.37 | 1.37 |
| As at 31 March 2021 | 83.74 | 4.73 | 88.47 |
| Additions | - | - | - |
| Deletions | | | - |
| As at 31 March 2022 | 83.74 | 4.73 | 88.47 |
| Amortisation | | | |
| As at 31 March 2020 | 83.74 | 3.35 | 87.09 |
| Additions | - | 2.00 | 2.00 |
| Impairment | - | - | |
| Deletions | | 1.36 | 1.36 |
| As at 31 March 2021 | 83.74 | 3.99 | 87.73 |
| Additions | - | 0.74 | 0.74 |
| Deletions | .11 | - | |
| As at 31 March 2022 | 83.74 | 4.73 | 88.47 |
| Net Block | | | |
| As at 31 March 2021 | | 0.74 | 0.74 |
| As at 31 March 2022 | | - | |





Note 10: Deferred tax assets (net)

| Destados | As at 31 March 2022 | As at 31 March 2021 |
|--|---------------------|---------------------|
| Particulars | INR lakhs | INR lakhs |
| Deferred tax assets / (Deferred tax liabilities) | | |
| Employee benefits | (16.51) | 38 02 |
| Disallowances as per Income Tax Act, 1961 | 71.04 | 76,58 |
| Depreciation / Amortisation | 9,87 | (2.29) |
| Deferred tax assets - net | 64.40 | 112.3 |
| Less: Deferred tax asset not recognised in the absence of virtual certainty of future profits | | 112 31 |
| Total | 64.40 | |

Note 11: Loans and advances
(Unsecured and considered good

| Particulars | Non Cur | rent | Curr | ent |
|--|---------------------|---------------------|---------------------|---------------------|
| ratuculars | As at 31 March 2022 | As at 31 March 2021 | As at 31 March 2022 | As at 31 March 2021 |
| | INR lakhs | INR lakhs | INR lakhs | INR lakhs |
| Advance income taxes (net of provisions for taxation Rs_77_27 lacs) (previous year INR, 124.23 lacs)) | 147.15 | 108.25 | | |
| Excess of Gratuity Fund balance over liability (funded) (Refer Note 26) ^A | 198 98 | | 2.48 | |
| Loans and advances to employees | _ | | 2.94 | 3,02 |
| Balance with government authorities | J | | 29.69 | 50.71 |
| Loans to body corporate (including accrued interest of INR 21.42 lacs (net of TDS), previous year INR 55.97 lacs (net of TDS)) * | | | 1224.24 | 1055.97 |
| Other advances | | | 12.46 | |
| Advance to suppliers Considered good Considered doubtful | | | 25.16 82.60 | 20.43 82.60 |
| PAININA AARIM | - | | 107.77 | 103.03 |
| Less: Provision for doubtful advances | | | 82.60 | 82.60 |
| | | | 25.17 | 20.43 |
| Total | 346,13 | 108.25 | 1296.97 | 1130.13 |

[^] net off current Gratuity provision of INR 0.51 lacs and non current Gratuity provision of INR 44.12 lacs (previous year Nil)
* Refer notes 25 and 34





Note 12: Inventories

| Particulars - | As at 31 March 2022 INR lakhs | As at 31 March 2021 INR lakhs |
|---|----------------------------------|----------------------------------|
| Raw materials and packing materials (including stock-in-transit Rs 49 0 lacs, Previous year Rs 30,80 lacs) | 949.68 | 482,89 |
| Work-in-progress | 7.74 | 70.82 |
| Finished goods | 60 96 | 48.00 |
| Traded goods (including stock-in-transit Rs 338.15 lacs, Previous year Rs 0.54 lacs) | 455 38 | 553.97 |
| | 1473 76 | 1155 68 |
| Less: Provision for obsolete inventories | 142.98 | 124.97 |
| Totai | 1330.78 | 1030.71 |





Note 13: Trade receivables

| Particulars . | As at 31 March 2022 | As at 31 March 2021 |
|--|---------------------|---------------------|
| raticulars | INR takins | INR lakhs |
| Secured, considered good | - | |
| Unsecured, considered good | 122.50 | 69.84 |
| Unsecured, considered doubtful | 29 78 | 67.53 |
| | 152.28 | 137 37 |
| Less: Provision for doubtful receivables | 29 78 | 67 53 |
| Total | 122.50 | 69.84 |

Trade receivables ageing schedule:

Current Year

| Particulars | | Outstanding for following periods from due date of payment | | | | | |
|----------------------------------|---------|--|-------------------|----------|----------|-------------------|--------|
| Patriculars | Not Due | > 6 months | 6 months - 1 year | 1-2 year | 2-3 year | More than 3 years | Total |
| (i) Undisputed Trade receivables | | | | | | | |
| - considered good | 81 75 | 33 58 | | | 7 16 | - | 122.50 |
| - considered doubtful | 0.02 | 23- | 0.18 | | 20 12 | 9.47 | 29.78 |
| (iii) Disputed Trade receivables | | | | | | | |
| - considered good | | | | | | - | |
| - considered doubtful | - | - | | | | | _ |
| Total Outstanding | 81.77 | 33.58 | 0.18 | | 27.28 | 9,47 | 152.28 |
| Less: Provisions | 0.02 | | 0.18 | | 20 11 | 9.47 | 29.78 |
| Net Balance | 81.75 | 33.58 | | | 7.17 | | 122.50 |

Previous Year

| Particulars | | Outstanding for following periods from due date of payment | | | | Total | Total | |
|----------------------------------|---------|--|-------------------|----------|----------|-------------------|--------|--|
| Fafriculars | Not Due | > 6 months | 6 months - 1 year | 1-2 year | 2-3 year | More than 3 years | Total | |
| (i) Undisputed Trade receivables | | | | | | | | |
| - considered good | 24 94 | 10 59 | 34 31 | - | - | | 69.84 | |
| - considered doubtful | 1 1 | , | 2.52 | 54.47 | 10 54 | | 67.53 | |
| (ili) Disputed Trade receivables | | | | | | | | |
| - considered good | - | - | - | - | - | | | |
| - considered doubtful | - | | | | | | | |
| Total Outstanding | 24,94 | 10.59 | 36.83 | 54.47 | 10.54 | | 137.37 | |
| Less. Provisions | - | -1 | 2 52 | 54.47 | 10.54 | | 67.53 | |
| Net Balance | 24.94 | 10.59 | 34.31 | - | | | 69,84 | |

Note 14: Cash and bank balances

| Particulars | As at 31 March 2022 | As at 31 March 2021 INR lakhs |
|---|---------------------|----------------------------------|
| | IPRK IAKINS | INK IAKIIS |
| Cash and cash equivalents | | |
| Balances with banks | | |
| - on current accounts | 80.38 | 196 0 |
| Deposits with maturities less than 3 months | | |
| | 80.38 | 196.0 |
| Other bank balances | | |
| Deposits with maturities for more than 3 months and upto 12 months* | 139 92 | 135.9 |
| Deposits with maturities for more than 12 months | 101.36 | 101.2 |
| Less Amount disclosed under Other Assets ** | (1.36) | (0.40 |
| Total | 320.30 | 432.8 |

^{*}Fixed deposit of Rs. 91.29 lacs (Previous year Rs. 87.21 lacs), kept towards security against guarantee given to custom department for Import purposes.

Note 15 : Other assets

| | Non C | urrent | Current | | |
|---|---------------------|---------------------|---------------------|---------------------|--|
| Particulars | As at 3f March 2022 | As at 31 March 2021 | As at 31 March 2022 | As at 31 March 2021 | |
| | INR lakhs | INR lakhs | INR lakhs | INR lakhs | |
| Security and other deposits | | | | | |
| Considered good | 2.36 | 2.36 | 46.42 | 46 56 | |
| Considered doubtful | 0 19 | 0 19 | | | |
| | 2.55 | 2.55 | 46.42 | 46.56 | |
| Less: Provision for doubtful deposits | 0.19 | 0.19 | | | |
| | 2 36 | 2 36 | 46.42 | 46,56 | |
| Accrued interest on fixed deposits | 1. | | 1 34 | 1 28 | |
| Prepaid expenses | | | 2 77 | 8.15 | |
| Bank deposits with maturities for more than 12 months | 1 36 | 0.40 | | | |
| Total | 3.72 | 2.76 | 50,53 | 66,99 | |





[&]quot;"Amount of Rs 1.36 lacs (previous year 0.40 lacs) disclosed under Non-Current Asset as per Revised Guidance Note on Schedule 3.

Note 16: Revenue from operations

| Particulars | Year end | Year ended | | | |
|-----------------------------------|---------------|---------------|--|--|--|
| Faiticulais | 31 March 2022 | 31 March 2021 | | | |
| | INR lakhs | INR lakhs | | | |
| Sale of products (Domestic Sales) | | | | | |
| Manufactured | 5923.88 | 4192.45 | | | |
| Traded | 2143.12 | 1768.01 | | | |
| Total sales | 8067.00 | 5960.46 | | | |
| | | | | | |
| Other operating revenue | | | | | |
| Business support services | 48.31 | 20.68 | | | |
| Total | 8115.31 | 5981.14 | | | |

Details of principle products sold

| Particulars | Year end | Year ended | | | |
|---|---------------|---------------|--|--|--|
| raiticulais | 31 March 2022 | 31 March 2021 | | | |
| | INR lakhs | INR lakhs | | | |
| Manufactured products sold | | | | | |
| C.C.10% Broiler Finisher | 2507.22 | 2164.56 | | | |
| C.C.10% Broiler Starter | 1109.00 | 794.34 | | | |
| Broiler C.C.10% Finisher Veggle | 1254.03 | 667.74 | | | |
| Broiler C.C.10% Starter Veggle | 627.12 | 290.88 | | | |
| C.C.10% Brolier Sprint Week-1 | 280.61 | 196.55 | | | |
| Other Animal feed products | 145.90 | 78.38 | | | |
| Total (A) | 5923.88 | 4192.4 | | | |
| Fraded products sold | | | | | |
| Royal Caviar 100-200µm - PL - 5 Kgs | 785.76 | 625.49 | | | |
| Royal Caviar 200-300Mm - PI - 5 Kgs | 688.35 | 552,89 | | | |
| Royal Caviar 50-100Mm - Mysis - 0.4 Kgs | 129.11 | 121,93 | | | |
| Royal Caviar 5-50µm - Zoea - 0.4 Kgs | 82.04 | 60.63 | | | |
| MPeX 200-300µm (Black) - PL - 5 Kgs | 60.15 | 21.98 | | | |
| Royal Oyster - Maturation - 5 Kgs | 33.49 | 32.3 | | | |
| Other Animal feed products | 364.22 | 352.78 | | | |
| Total (B) | 2143.12 | 1768.0 | | | |
| Total (A+B) | 8067.00 | 5960.46 | | | |

Note 17: Other income

| Particulars | Year ended | | | |
|---|---------------|---------------|--|--|
| raruculars | 31 March 2022 | 31 March 2021 | | |
| | INR lakhs | INR lakhs | | |
| Interest income on bank deposits | 12.57 | 9.98 | | |
| Interest income on loans to body corporate | 71.64 | 60.50 | | |
| Sale of scrap | 0.56 | 0.97 | | |
| Excess provision for doubtful debts written back | 37.75 | | | |
| Trade payable / Advance from customers written back | | 4.93 | | |
| Loss on foreign exchange transactions (net) | 5.80 | | | |
| Excess of employee benefit reversed (refer note 26) | 44.17 | | | |
| Total | 172.49 | 76.38 | | |





Note 18: Cost of raw materials consumed (including packing materials)

| Particulars | Year ended | |
|---|---------------|---------------|
| raiticulars | 31 March 2022 | 31 March 2021 |
| | INR lakhs | INR lakhs |
| Inventory at the beginning of the period | 482.89 | 484.14 |
| Add : Purchases (including stock-in-transit Rs 49.0 lacs, Previous year 30.80 lacs) | 5377.01 | 3469.00 |
| , · · · · · · · · · · · · · · · · · · · | 5859.90 | 3953.14 |
| Less: Inventory at the closing of the period | (949.68) | (482.89) |
| Total | 4910.22 | 3470.25 |

Details of raw materials consumed (including packing materials)

| Davilous | Year en | Year ended | |
|----------------------------|---------------|---------------|--|
| Particulars | 31 March 2022 | 31 March 2021 | |
| | INR lakhs | INR lakhs | |
| Rape seed DOC | 996.10 | 783.86 | |
| Methionine (99%) | 332.27 | 372.31 | |
| Poultry Feed Supplement-BM | 632.85 | 471.34 | |
| Others | 2949.00 | 1842.74 | |
| Total | 4910.22 | 3470.25 | |

Details of inventory

| Particulars | As at | |
|-------------------------------------|---------------|---------------|
| | 31 March 2022 | 31 March 2021 |
| | INR lakhs | INR lakhs |
| Raw materials and packing materials | | |
| Methionine (99%) | 217.54 | 73.51 |
| Poultry Feed Supplement - BM | 48.30 | 58.52 |
| L.Threonine | 42.98 | 38.45 |
| Mono Calcium Phosphate | 99.41 | 34.07 |
| Rape seed DOC | 23.40 | 28.99 |
| Poultry Feed Supplement - MBM | 48.65 | 26.59 |
| P.V. Broiler Finisher-0.05% | 7.86 | 18.57 |
| L-LYSINE 99% | 80.67 | 16.90 |
| Others | 380.87 | 187.29 |
| Total | 949.68 | 482.89 |





Note 19: Change in inventories of finished goods, work in progress and stock in trade

| | Year ended | |
|--|---------------|---------------|
| Particulars | 31 March 2022 | 31 March 2021 |
| | INR lakhs | INR lakhs |
| Inventories at the beginning of the period | | |
| Finished goods | 48.00 | 44.94 |
| Traded goods | 553.97 | 565.79 |
| Work - in - progress | 70.82 | 27.49 |
| Total (A) | 672.79 | 638.22 |
| Inventories at the end of the period | | |
| Finished goods | (60.96) | (48.00 |
| Traded goods | (455.38) | (553.97 |
| Work - in - progress | (7.74) | (70.82) |
| Total (B) | (524.08) | (672.79 |
| Total (A+B) | 148.71 | (34.57) |

Note 20: Employee benefits expense

| Pa-dia-da-a | Year ended | |
|--|---------------|---------------|
| Particulars | 31 March 2022 | 31 March 2021 |
| | INR lakhs | INR lakhs |
| Salaries, wages and bonus* | 477.88 | 368.11 |
| Contribution to provident and other funds* | 27.75 | 41.32 |
| Staff welfare expenses | 22.63 | 13.79 |
| Total | 528.26 | 423.22 |

^{*} In Previous year, the Company has received an amount of Rs.11.59 lacs towards Gratuity Expense and Rs. 10.47 lacs towards leave pay from ADM Agro Industries India Private Limited ("ADM India") on transfer of three employees from ADM India.

Note 21: Finance costs

| Particulars | Year ended | |
|--|--------------------------|---------------|
| Farticulars | 31 March 2022 31 March 2 | 31 March 2021 |
| | INR lakhs | INR lakhs |
| Interest on delayed payment of advance tax | 0.88 | 4.05 |
| Total | 0.88 | 4.05 |





Evialis India Limited Notes to Financial Statements for the year ended 31 March 2022 Amounts are in INR lakhs, unless otherwise specified

Note 22: Other expenses

| Particulars | Year ended | | | | | |
|---|------------|-----------|----------------|-----------|--|--|
| Faiticulais | 31 Marc | h, 2022 | 31 March, 2021 | | | |
| | INR lakhs | INR lakhs | INR lakhs | INR lakhs | | |
| Power and water charges | | 12.91 | | 17,06 | | |
| Rent | 1 1 | 60.36 | | 114.1 | | |
| Repairs and maintenance | 1 | | | | | |
| - Building | 1 | 3.72 | | 2.27 | | |
| - Plant and machinery | 1 | 8.20 | | 5.67 | | |
| - Others | 1 | 2.59 | | 3.18 | | |
| Insurance | | 30.86 | | 31.63 | | |
| Rates and taxes | 1 | 39.73 | | 45.67 | | |
| Material handling charges | 1 1 | 23.07 | | 33.55 | | |
| Processing charges | | 107.32 | | 63.39 | | |
| Analytical charges | | 4.89 | 1 | | | |
| Travelling and conveyance | 1 | 33.15 | | 15.83 | | |
| Printing and stationery | 1 | 1.19 | | 0.88 | | |
| Postage,telephone & telex | | 7.19 | | 9.49 | | |
| Freight outward | | 9.73 | | 67.80 | | |
| Administrative charges | | 20.59 | 1 | 50.32 | | |
| Advertisement, publicity & sales promotion | | 5.07 | | 0.06 | | |
| Corporate social responsibility | | 0.35 | | 1.00 | | |
| Management and business consultancy services fees | | 403.02 | | 390.14 | | |
| Security charges | 1 1 | 45.51 | | 15.91 | | |
| Legal and professional charges | 1 | 26.32 | | 55.49 | | |
| Loss on write off of property, plant and equipment (net)* | | 3.78 | | 0.12 | | |
| Bank charges | | 2.53 | | 1.71 | | |
| Provision for obsolete Inventory | | 18.02 | | 22.61 | | |
| Auditors' remuneration (including GST) | | 6.56 | | 5.90 | | |
| - Audit fees | 5.90 | | 5.31 | | | |
| - Tax audit fees | 0.66 | | 0.59 | | | |
| Provision for doubtful debts | | - | | 18.02 | | |
| Loss on foreign exchange transactions (net) | | - | | 24.28 | | |
| Loss / (Gain) on hedging transactions (net) | | 23.28 | | | | |
| Total | | 899.94 | | 996.13 | | |

^{*} Includes gain on sale of assets of INR 0.15 lacs in current year (Previous year INR 0.12 lacs)



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Evialis India Limited Notes to financial Statements for the year ended 31 March 2022 Amounts are in INR lakhs, unless otherwise specified

Note 23 Contingent liability and capital commitment

There is no contingent liability and capital commitment as on 31 March 2022 and as on 31 March 2021.

Note 24 Segment reporting

The Company is engaged in the manufacture and trading of Animal nutrition products. The entire operations are governed by the same set of risk and returns. Hence, the operations have been considered as representing a single segment. Further, the Company is considered to be operating in one geographic segment. Hence, the operations have been considered as representing a single segment. The said treatment is in accordance with the guiding principles enunciated in the Accounting Standard on Segment Reporting (AS-17).



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Evialis India Limited

Notes to financial Statements for the year ended 31 March 2022 Amounts are in INR lakhs, unless otherwise specified

Note 25: Related party disclosures (a) Name of related parties

Archer Daniels Midland Company, USA Neovia SAS Bern Aqua NV P&A Marketing SA, Switzerland Daavision BV Guyomarch Vietname Co Ltd Sermix CSP France

ADM Agro Industries India Private Limited ADM Agro Industries Kota & Akola Pvt. Ltd ADM Agro Industries Latur & Vizag Pvt. Ltd Avinash Gawand

Nature of Relationship

Ultimate Holding Company

Holding Company Fellow subsidiary Fellow subsidiary

Key Management Personnel

(b) Transactions with related parties (including taxes)

| | | or the year end 31 March 2022 | | 0 | For the year end 31 March 2021 | |
|---|--------------------|----------------------------------|--------------------------------|--------------------|-----------------------------------|-------------------------------|
| | Holding Company | Fellow Subsidiary | Key Management Personnel | Holding Company | Fellow Subsidiary | Key Managemen Personnel |
| Transactions during the period | | 3 | | | : - 5 | |
| Purchase of traded goods, raw materials and stores and spares | | | | | | |
| Bern Aqua NV | - | 1188.98 | | | 985.61 | |
| Daavision BV | - | 46.30 | | | | |
| Neovia SAS | 90.22 | | | | | |
| ADM Agro Industries Latur & Vizag Pvt. Ltd | - | 1.02 | - | | | |
| Management and business consultancy services fees | | | | | | |
| ADM Agro Industries India Private Limited | - | 149.19 | | | 147.50 | |
| Archer Daniels Midland Co., USA | | 253.83 | | | 197.13 | |
| Analytical charges | | | | | | |
| Guyomarch Vietname Co Ltd | - | 4.75 | | | | |
| Business support services provided | | | | | | |
| P&A Marketing SA, Switzerland | - | 48.31 | | | 20.68 | |
| Loan given | | | | | | |
| ADM Agro Industries India Private Limited | | 2776 00 | | | 1000.00 | |
| Loan received back | | | | | | |
| ADM Agro Industries India Private Limited | - | 2573.18 | | - | | |
| Interest income | | 0. 9 | | | | |
| ADM Agro Industries India Private Limited | - | 71.64 | - | | 60 50 | |
| Purchase of Fixed Assets | | | | | | |
| ADM Agro Industries India Private Limited | - | - | | - | 5 31 | |
| Sale of Fixed Assets | | | | | | |
| ADM Agro Industries India Private Limited | - | 8.84 | | | | |
| ADM Agro Industries Latur & Vizag Pvt. Ltd | - | 0.45 | - | - | | |
| Reimbursement of expenses from | | | | | | |
| ADM Agro Industries India Private Limited | | 236.49 | | | 24.48 | |
| ADM Agro Industries Kota & Akola Pvt. Ltd | - | 3,20 | | - | | |
| Reimbursement of expenses to | | | | | | |
| ADM Agro Industries India Private Limited | - | 18.23 | | - | 76.54 | |
| ADM Agro Industries Kota & Akola Pvt. Ltd | - | 3,16 | | - | 2.03 | |
| Remuneration to Whole Time Director * | | | | | | |
| Avinash Gawand | | - | 13.82 | - | | 11.53 |
| Balances Outstanding at the year end | | 2- | | | | |
| Trade Payables | | Y | 7 | | 8 | |
| Sermix CSP France | | - | | | 0.21 | |
| Bern Aqua NV | | 379.42 | | | 252.51 | |
| Archer Daniels Midland Co., USA | | 189.03 | | | 173.54 | |
| ADM Agro Industries India Private Limited | | 152.85 | | | 202.36 | |
| Trade Receivables | | | | | | |
| Bern Agua NV | | | | 8 | 36.37 | |
| P&A Marketing SA, Switzerland | | 17.17 | | | 7.63 | |
| ADM Agro Industries Kota & Akola Pvt. Ltd | | | 1/5 | IND | 0.25 | |
| Loan receivable (including interest accrued) | | | //~ | 7 | 1 | |
| ADM Agro Industries India Private Limited | | 1224.24 | 113 | T. | 1055.97 | |

^{*} The remuneration to key management personnel costs not include provisions made for gratuity and leave encountered as they are admined on actuarial basis for the Company as a whole

Evialis India Limited Notes to Financial Statements for the year ended 31 March 2022 Amounts are in INR takhs, unless otherwise specified

Note 26: Employee benefits

a) Defined Contribution Plans – Amount recognized and included in note – 20 "Contributions to provident and other funds" of statement of profit and loss is Rs 27.75 lacs (Previous year Rs 29.58 lacs)

b) Defined benefit plans

The Company has a defined benefit plan which is presently funded. There are two schemes where in one scheme employees who has completed 5 years or more of services are eligible for gratuity on departure at 15 days salary (last drawn Salary) for each completed year of service and in other scheme the who has completed 5 years or more of services are eligible for gratuity on departure at 1 month salary (last drawn Salary) for each completed year of service.

The following table summarizes components of net gratuity expenses recognized in the statement of profit & loss and amount recognized in the balance sheet for gratuity plan.

| Sr. No | Particulars | For the year ended 31 March 2022 | For the year ended 31 March 2021 |
|--------|---|-------------------------------------|-------------------------------------|
| | | INR lakhs | INR lakhs |
| 1 | Expense recognized in the statement of profit and loss for the year | | |
| 1 | Current service cost | 7.49 | 21.5 |
| 2 | Interest cost | 20.28 | 18.9 |
| 3 | Expected Return on Plan Assets | (13.91) | (13.9 |
| 4 | Net actuarial (gains) / Losses | (58.02) | (3.25 |
| | Total expense / (income) | (44.16) | 23.3 |
| ll . | Net asset / (liability) recognized in the balance sheet as at year end | 1 | |
| 1 | Present value of defined benefit obligation as at 31 March 2022 | (44.62) | (300.38 |
| 2 | Funded status (surplus / (deficit)) | 246 08 | 204.1 |
| | Net asset / (liability) as at year end | 201.46 | (96.15 |
| 191 | Change in obligation during the year | | |
| 1 | Present value of defined benefit obligation at beginning of the period | 300.37 | 281.1 |
| 2 | Current service cost | 7.49 | 21.5 |
| 3 | Interest cost | 20 28 | 18.9 |
| 4 | Actuarial (gains) / losses | (58.02) | (3.2) |
| 5 6 | Benefit payments | (228.69) | (17,9 |
| 9 | Excess of actual over estimated return on plan assets Present value of defined benefit obligation at the end of the year | 44.62 | 300,3 |
| IV | Fair Value of Plan Assets | | |
| 1 | Balance at the beginning of the year | 204.19 | 208 2 |
| 2 | Expected Return on Plan Assets | 14.29 | 13.9 |
| 3 | Actuarial Gain / (Loss) | 2.80 | |
| 4 | Contribution by employer | 43.22 | |
| 5 | Benefits payments (excluding INR 210.26 lacs paid directly by the Company, previous year Nil) | (18.43) | (17,9 |
| | Balance at the end of the year | 246.07 | 204. |
| V | Actuarial assumptions as at balance sheet date | , | |
| 1 | Discount rate | 7.22% 8.00% | 6.75 8.00 |
| 2 | Salary Growth Employee turnover rate | 1.00% | 1.00 |
| 4 | Mortality post – retirement | | ortality Rates (2012-14) |
| 4 | nyorany post = remement | | 012-14) |

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, senionity, promotion and other relevant factors, such as supply and demand in the employment market.

Note 27: Lease

a) Future lease rental payments

| | Year ended | | | | |
|--|---------------|---------------|--|--|--|
| Particular | 31 March 2022 | 31 March 2021 | | | |
| | INR lakhs | INR lakhs | | | |
| Lease payment recognised in the statement of profit and loss | [60.36 | 114.15 | | | |
| Not later than one year | 5.21 | 20,41 | | | |
| Later than one year and not later than five years | 0.29 | 5,50 | | | |
| Later than five years | | | | | |

b) General descriptions of the leasing arrangement; Office premises are obtained on lease. Future lease rentals are descriptions on the basis of agreed terms. At the expiry of the lease term, the Company has an option either to return the assets or extend the term by giving notice in writing.





Evialis India Limited Notes to Financial Statements for the year ended 31 March 2022 Amounts are in INR lakks, unless otherwise specified

Note 28: The details of Foreign currency exposure as at the Balance Sheet date are as follows:

| Description | As at 31 Mar | ch 2022 | As at 31 Mar | ch 2021 |
|--|------------------|-----------|------------------|-----------|
| | Foreign currency | INR lakhs | Foreign Currency | INR lakhs |
| A. Trade payable (USD) | 2.49 | 189.03 | 2.37 | 173,54 |
| B Hedged by derivative contracts | 2.53 | 191 96 | 2 66 | 194,54 |
| C. Unhedged payables (A-B) | | + | | |
| D. Trade payable (EURO) | 4.44 | 373.72 | 2 94 | 252.7 |
| E_Trade receivables (EURO) | 0,20 | 17.02 | 0.51 | 44.00 |
| F. Net payable / (receivable) (D-E) | 4,23 | 356.70 | 2.43 | 208.77 |
| G. Hedged by derivative contracts | 14,52 | 1223 27 | 2.47 | 211.98 |
| H. Unhedged payables / (receivables) (F-G) | | | | |

Note:

Exchange rate 1 USD = Rs. 75.87 (Previous year 1 USD = Rs.73.14) Exchange rate 1 EURO = Rs. 84.25 (Previous year EURO = Rs.85.82)

Note 29: Earning per share (EPS):

| | | | Year | ended | |
|-------|--|-----|------------|-------|--------------|
| | Particular | 31 | March 2022 | 3 | 1 March 2021 |
| | | | INR lakhs | | INR lakhs |
| (i) | Profit for the period (attributable to equity shareholders) | | 361.78 | | 78.95 |
| (ii) | Weighted average number of equity shares used as denominator for calculating EPS | | 1,600,000 | | 1,600,000 |
| (iii) | Basic and diluted earnings per share of face value Rs. 10 each | INR | 22.61 | INR | 4.93 |

Note 30 : Value of Imported and indigenous raw materials and components consumed

| Particular | Year ended 31 N | March 2022 | Year ended 31 March 2021 | | |
|---------------|-----------------|------------|--------------------------|-----------|--|
| | Percentage | INR takhs | Percentage | INR lakhs | |
| Raw materials | | | 5241 | | |
| mported | 11.07% | 543.42 | 0.00% | | |
| ndigenous | 88.93% | 4366.80 | 100.00% | 3470,2 | |
| Total | 100.00% | 4910.22 | 100.00% | 3470.2 | |

Note 31 : Earnings in foreign exchange (accrual basis)

| Particular | Year ended | | | | |
|---------------------------|---------------|---------------|--|--|--|
| | 31 March 2022 | 31 March 2021 | | | |
| | INR takhs | INR lakhs | | | |
| Business support services | 48.31 | 20.68 | | | |
| Total | 48.31 | 20,68 | | | |

Note 32 : Value of imports calculated on CIF basis

| Particular | Year ended | | | | |
|---------------|----------------------------|----------------------------|--|--|--|
| | 31 March 2022 INR lakhs | 31 March 2021 INR lakhs | | | |
| Raw Materials | 543.42 | | | | |
| Traded goods | 897.15 | 985.61 | | | |
| Total | 1440.57 | 985.61 | | | |

Note 33: Expenditure in foreign currency (accrual basis)

| Particular | Year ended | | | | |
|---|----------------------------|----------------------------|--|--|--|
| | 31 March 2022 INR lakhs | 31 March 2021 INR lakhs | | | |
| Management and business consultancy services fees | 253 83 | 197.13 | | | |
| Analytical charges | 4 75 | | | | |
| Total | 258.58 | 197.13 | | | |

During the previous year, the Company had entered into a loan arrangement with one of its related parties, ADM Agro Industries India Private Limited ("ADMI"). Under the terms of the agreement, the Company extends loan to ADMI at an interest rate benchmarked to treasury returns. The loan has been given for short term basis and is repayable on demand. The purpose of the loan is for meeting the working capital requirement of the Borrower. The maximum amount outstanding on the said loan during the year is INR 1,880 lacs (previous year INR 1,055.97 lacs). Also refer note 25. Apart from the said loan no other loan or guarantee has been given to any other entity. Additional disclosure as required under the Schedule III is as below:

| | l March | 31, 2022 | March 31, 2021 | | |
|------------------|-----------------------|-------------------------|-----------------------|-------------------------|--|
| Type of Borrower | Amount of loan or | Percentage to the total | Amount of loan or | Percentage to the total | |
| | advance in the nature | Loans and Advances in | advance in the nature | Loans and Advances in | |
| | of loan outstanding | the nature of loans | of loan outstanding | the nature of loans | |
| Related Parties | 1224.24 | 100% | 1055.97 | 100% | |

Note 35 The Company is required to comply with the transfer pricing policy regulations under Section 92 - 92F of the Income Tax Act, 1961. The Management is of the opinion that all international transactions are at arm's length so that the above legislation will not amount of tax expense and that of provision of taxes.

Eviatis India Limited Notes to financial Statements for the year ended 31 March 2022 Amounts are in INR lakhs, unless otherwise specified

Note 36: Financial Ratios

| Ratio | Numerator | Denominator | Current Year | Previous Year | % variance | Reason for variance |
|--|-----------------------------------|---------------------------------|--------------|---------------|------------|--|
| Current ratio (times) | Current assets | Current liabilities | 1.85 | 2.09 | -11% | - |
| Return on equity ratio (%) | Net Profits after taxes | Average Shareholder's Equity | 21.62% | 5.43% | 298% | Profits improved due to sales during the year |
| Inventory turnover ratio (times) | Revenue from Operations * | Average Inventory | 11.26 | 12,33 | -9% | - |
| Trade receivables turnover ratio (times) | Revenue from Operations * | Average Accounts Receivable | 83.88 | 50.74 | 65% | The ratio of Credit sales has during the year to change in product mix |
| Trade payables turnover ratio (times) | Total Purchases ^ | Average Trade Payables | 5.01 | 4 78 | 5% | - 5000000 |
| Net capital turnover ratio (times) | Revenue from Operations | Working Capital | 5.65 | 4.22 | 34% | Revenue in without increase Debtors and Inventory |
| Net profil ratio (%) | Net profit after taxes | Revenue from Operations | 4.46% | 1.32% | 238% | Profits improved due to sales and improved ins during the year |
| Return on capital employed (%) | Earning before interest and taxes | Capital Employed | 21.71% | 8.25% | 163% | Increase in margins due to change product mix, better utilisation of current assets |

- * Revenue from Operations excludes other operating revenue.
- * in the absence of Credit Sales data, Trade receivables turnover ratio is calculated on Total Sales.
- ^ In the absence of Credit Purchase data, Trade payables turnover ratio is calculated on Total Purchases

During the current year, the management has shul down its plant located at Tarapur, Maharashtra, due to commercial reasons. This has no impact on the business of the Company, Accordingly, the Property, Plant and Equipment lying at the plant has been depreciated fully on the date of such decision.

Note on Other Statutory disclosure:

- a) The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- b) The company does not have any transactions with companies struck off.
 c) The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- d) The company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- e) The company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- f) The company has not been declared wilful defaulter by any bank or financial institution.
- g) The company has not given any loan or advance to its promoters, directors and key managerial persons.

A Scheme of merger had filed with the National Company Law Tribunal, Mumbai bench ("NCLT") on 28.03.2022 for the amalgamation of ADM Agro Latur & Vizag Pvt. Ltd. (Amalgamating Company 1) and Evialis India Limited (Amalgamating Company 2) Into and with ADM Agro Industries India Pvt. Ltd. (Resulting Company). The rationale of the Scheme is to create synergies between the business operations, optimal utilisation of resources, better alignment, co-ordination and streamlining of the day to day operations, creation of large asset base and access to better financial resources by or with the help of consolidation of the business presently carried on by the Amalgamating and Resulting Company.

Appointed date proposed in the Scheme of Merger is 01 04.2021.

Next date of hearing before NCLT is 29th September, 2022 wherein it is expected to get the directions from the NCLT for holding meeting of the Shareholders and Creditors and other ancillary compliances.

Note 40

Previous year's figures have been regrouped / rearranged wherever necessary to conform to the current year's classification. The amounts are rounded off to the nearest

Signature to note 1 to 40

As per our report of even date attached For Suresh Surana & Associates LLP Chartered Accountants

Firm's Reg No. 121750W/W-100010

Kapil Kedar Partner

Copylland

Membership No. 094900 0101

Place! Gurugram Date: September 20, 2022 For I If of the Board of Directors of

07290927

Place: Gurugran Date: September 20, 2022

Kesha Directo DIN 07035977

Place: Gurugram

Date September 20, 2022

Evialis India Limited CIN:U15330MH1998PLC113992 Un-audited Supplementry Balance Sheet as at December 31, 2022 Amounts are in INR lakhs, unless otherwise specified

| Particulars | As at 31 Dec 2022 INR lakhs |
|---|-----------------------------------|
| I. Equity and liabilities | |
| (1) Shareholders' Funds | |
| (a) Share capital | 160 |
| (b) Reserves and surplus | 2490 |
| | 2650 |
| (2) Non-current liabilities | |
| (a) Long-term provisions | 31 |
| | 31 |
| (3) Current liabilities | |
| (a) Trade payables | 1366 |
| (b) Other current liabilities | 158 |
| (c) Short-term provisions | 1524 |
| TOTAL | |
| TOTAL | 4205 |
| II. ASSETS | |
| (1) Non-current assets | |
| (a) Property, Plant and Equipment and Intangible assets | |
| -Property, plant and equipment | 30 |
| -Intangible assets | 0 |
| (b) Deferred tax asset (net) | 151 |
| (c) Long-term loans and advances (d) Other non-current assets | 279 |
| | 459 |
| (2) Current assets | |
| (a) Inventories | 1289 |
| (b) Trade receivables | 52 |
| (c) Cash and bank balances | 152 |
| (d) Short-term loans and advances | 2074 |
| (e) Other current assets | 179 |
| | 3745 |
| TOTAL | 4205 |
| | 100 |

For and on behalf of the Board of Directors of Evialis India Limited

Kshirodh Aggarwal

Director

DIN 07290927

A101, IDC Apartment, Sector-11,

Plot 8C, Dwarka, Delhi-110075

Place: Gurugram

Date: December 09, 2022

Prabhat Kumar Gupta

Director

DIN 07432747

C-1061, SF, Ansal Essencia, Sector

67, Gurugram- 122101

Evialis India Limited

CIN:U15330MH1998PLC113992

Un-Audited Supplementry Accounting Statement of Profit and Loss for the period ended December 31, 2022 Amounts are in INR lakhs, unless otherwise specified

| Particulars | For the period ended 31 Dec 2022 INR lakhs |
|--|--|
| Income | |
| I. Revenue from operations | 5487 |
| Revenue from operations (net) | 5487 |
| II. Other income | (16) |
| III. Total Income | 5471 |
| IV. Expenses | |
| Cost of raw materials consumed Purchases of Stock in Trade | 3099 1507 |
| Change in inventories of finished goods, work in progress and stock in | (420) |
| trade | (120) |
| Employee benefits expense | 185 |
| Finance costs | 0 |
| Depreciation and amortization expense | 9 |
| Other expenses | 372 |
| Total expenses | 4751 |
| V. Profit before tax | 720 |
| VI. Tax expense | |
| Current tax | 19 |
| Prior year tax adjustments | 4 |
| VII. Profit for the year | 697 |
| | |

For and on behalf of the Board of Directors of Evialis India Limited

Kshirodh Aggarwal

Director

DIN 07290927

A101, IDC Apartment, Sector-11,

Plot 8C, Dwarka, Delhi-110075 Place: Gurugram

Date: December 09, 2022

Prabhat Kumar Gupta

Director

DIN 07432747

C-1061, SF, Ansal Essencia, Sector 67,

Gurugram- 122101

Chartered Accountants

Funnsh Surana & Associate LLP

2nd Floor, Tower - B 8 - 37 Sector - I Noida (1908) - 201 201 (0.21) India

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INDEPENDENT AUDITORS' REPORT

To THE MEMBERS OF ADM AGRO INDUSTRIES INDIA PRIVATE LIMITED Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **ADM Agro Industries India Private Limited, ("the Company")**, which comprise the Balance sheet as at March 31, 2022, the Statement of Profit and Loss and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and loss and its cash flows for the year ended on that date.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 41 to the standalone financial statements wherein it is indicated that the Company has accumulated losses amounting to Rs. 32,745.80 lakhs which cast a significant doubt on the Company's ability to continue as a going concern. However, the Company has prepared these financial statements on going concern basis as it has continued financial support from its parent company.

Our opinion is not modified in respect of above matter.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, but does not include the standalone financial statements and our auditors' report thereon, which is expected to be made available to us after the date of this audit report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the such other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the Board's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. We have nothing to report in this regard as other information as stated above is expected to be made available to us after the date of this Auditor's Report.

Responsibility of Management for Standalone Financial Statements

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

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

Those Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Standalone Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the standalone financial statements,
whether due to fraud or error, design and perform audit procedures responsive to those risks,
and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The
risk of not detecting a material misstatement resulting from fraud is higher than for one resulting
from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or
the override of internal control.



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- Obtain an understanding of internal control relevant to the audit in order to design audit
 procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, if
 applicable we are also responsible for expressing our opinion on whether the company has
 adequate internal financial controls with reference to standalone financial statements in place
 and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
- As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards as specified under Section 133 of the Act.



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- e. On the basis of the written representations received from the directors as on March 31, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of Section 164(2) of the Act.
- f. The matter described in the 'Material Uncertainty Related to Going Concern' paragraph above, in our opinion, may have an adverse effect on the functioning of the company.
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- h. The provisions of section 197 read with Schedule V of the Act are not applicable to the Company for the year ended March 31, 2022 since the company is not a public company as defined in section 2(71) of the Act. Accordingly, reporting under section 197(16) is not applicable;
- i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigation on its financial position in its standalone financial statements. Refer Note 33 to the standalone financial statements.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



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Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

Accountage

For Suresh Surana & Associates LLP
Chartered Accountants
Firm's Registration No. 121750 W / W-100010

Kapil Kedar

Partner Membership No. 094902

UDIN: 22094902ATLKQC3621

Place: Gurugram

Date: September 20, 2022

Chartered Accountants

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of the Company of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a regular programme for physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified in a phased manner over a period of three years. Property, Plant and Equipment have not been physically verified by the management during the year, however pursuant to the programme, subsequent to the year end, the Property, Plant and Equipment have been physically verified by the management. No material discrepancies were noticed by the management.
 - (c) Based on the examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
 - (d) The Company has not revalued its Property, plant and equipment or Intangible assets or both during the year.
 - (e) No proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
 - (b) The Company has not availed any working capital from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause 3(iii) of the Order is not applicable.





- iv. The Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Accordingly, paragraph 3(iv) of the order is not applicable to the company.
- v. The Company has not accepted any deposits during the year within the meaning of Sections 73 to 76 of the Act and the rules framed there under, to the extent notified. Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Act, and are of the opinion that *prima facie*, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. In respect of statutory dues:

- (a) The Company is generally regular in depositing undisputed statutory dues including goods and services Tax, provident fund, employee's state insurance, income-tax, duty of customs and any other statutory dues to the appropriate authorities during the year. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at March 31, 2022 for a period of more than six months from the date they became payable.
- (b) There are no disputed statutory dues including goods and services tax, provident fund, employee's state insurance, income-tax, duty of customs and any other statutory dues to the appropriate authorities other than the following:

| S. No. | Name of the statute | Nature of dues | Amount (Rs. in lakhs) | Period to which the amount relates | Forum where dispute is pending |
|--------|--|------------------------------|-----------------------|---------------------------------------|---|
| 1 | Income Tax Act, 1961 | Income tax | 43.65 | AY 2002-03 | Assessment officer |
| 2 | Income Tax Act, 1961 | Income tax | 27.76 | AY 2011-12 | Income Tax Appellate Tribunal |
| 3 | Income Tax Act, 1961 | Tax deducted at source | 10.88 | AY 2007-08 to 2016- 17 | Assessment officer (Tax deducted at Source) |
| 4 | Karnataka Value Added Tax Act, 2003 | Value added tax | 250.46 | 2013-14 and 2014- 15 | Karnataka Value Added Tax Tribunal, Bengaluru |
| 5 | Maharashtra Value Added Tax Act, 2002 | Value added tax | 60.94 | 2011-12 | Joint Commissioner (Appeals), Nagpur |
| 6 | Gujarat Value Added Tax Act, 2006 | Value added tax | 4.75 | 2012-13 | Deputy Commissioner (Appeals), Ahmedabad |



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| 7 | Central Sales Tax Act, 1956 | Central Sales tax | 31.83 | 2012-13 | Deputy Commissioner (Appeals), Ahmedabad |
|----|--|------------------------------|--------|---------------------------|---|
| 8 | Maharashtra Value Added Tax Act, 2002 | Value added tax | 28.31 | 2014-15 | Joint Commissioner (Appeals), Nagpur |
| 9 | Central Sales Tax Act, 1956 | Central Sales tax | 26.29 | 2014-15 | Joint Commissioner (Appeals), Nagpur |
| 10 | Gujarat Value Added Tax Act, 2006 | Value added tax | 349.68 | 2013-14 | Deputy Commissioner (Appeals), Ahmedabad |
| 11 | Madhya Pradesh Value Added Tax Act, 2006 | Value added tax | 30.24 | 2007-08 | Value Added Tax- Assessment Authority, Bhopal ET- Tribunal, Bhopal |
| 12 | Gujarat Value Added Tax Act, 2006 | Value added tax | 131.51 | 2014-15 | Deputy Commissioner (Appeals), Ahmedabad |
| 13 | Central Sales Tax Act, 1956 | Central Sales tax | 48.40 | 2014-15 | Deputy Commissioner (Appeals), Ahmedabad |
| 14 | Income Tax Act, 1961 | Income tax | 397.11 | 2009-10 | Income Tax Appellate Tribunal |
| 15 | Income Tax Act, 1961 | Income tax | 0.83 | 2009-10 | Income Tax Appellate Tribunal |
| 16 | Income Tax Act, 1961 | Tax deducted at Source | 43.79 | 2009-10 to 2019-20 | Assessment officer (Tax deducted at Source) |
| 17 | Maharashtra Stamp Act (LX of 1958) | Stamp Duty | 89.31 | Pertaining to F.Y.2018-19 | National Company Law tribunal, Mumbai bench |

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - (c) The Company has not taken any term loan during the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.



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- (d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, been used during the year for long-term purposes by the Company amounting to Rs. 9,655.56 lakhs.
- (e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable to the company
 - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) To the best of our knowledge, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year
 - (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT- 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
 - (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and as per the provision of the Companies Act, 2013. Accordingly, provisions of paragraph 3(xii)(a) to 3(xii)(c) of the Order are not applicable to the Company.
- According to the information and explanations given by the management, transactions with the related parties are in compliance with section 188 of Companies Act, 2013 where applicable and details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards. The provisions of section 177 are not applicable to the company and accordingly reporting under clause 3(xiii) as far as it relates to section 177 of the Act is not applicable to the Company and hence not commented upon.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
 - (b) There is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.



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- xvii. The Company has incurred cash losses amounting to Rs. 1,487.96 lakhs during the financial year covered by our audit and amounting to Rs. 2,068.06 lakhs in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report, except for the matters stated in note no. 40 to the standalone financial statements indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The Company is not required to spent any amount towards Corporate Social Responsibility (CSR). Accordingly, reporting under clause 3(xx)(a) and (b) of the Order is not applicable.

NA & A

Chartered Accountant

For Suresh Surana & Associates LLP Chartered Accountants

Firm's Registration No. 121750 W / W-100010

Kapil Kedar Partner

Capilled

Membership No. 094902 UDIN: 22094902ATLKQC3621

Place: Gurugram

Date: September 20, 2022

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ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

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

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

We have audited the internal financial controls over financial reporting of **ADM Agro Industries India Private Limited**) as on March 31, 2022, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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



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(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Suresh Surana & Associates LLP Chartered Accountants
Firm's Registration No. 121750 W / W-100010

Kapil Kedar Partner

Membership No. 094902 UDIN: 22094902ATLKQC3621

Place: Gurugram

Date: September 20, 2022

CIN: U01403MH2009PTC291309 Balance Sheet as at March 31, 2022

| | | in INR Lakhs, unless other | 1se stated) |
|---|--------------|----------------------------|-------------------------|
| | Note No. | As at March 31, 2022 | As at March 31, 2021 |
| I. EQUITY AND LIABILITIES | | | March 31, 20 <u>21</u> |
| (1) Shareholders' Funds | | | |
| (a) Share capital | | | |
| b) Reserves and surplus | 5 | 24,910.73 | 24,910.7 |
| 7) No | - | (23,848.65) | (22,261 19 |
| 2) Non-current liabilities | _ | | 2,649.5 |
| a) Long-term borrowings | 6 | | |
| b) Other long-term liabilities | 10 | 234.07 | 5,800 00 |
| c) Long-term provisions | 7 | I,161.66 | 177 46 |
| 7) (1) | _ | 1,395.73 | 1,017.05 |
| 3) Current liabilities | _ | 1,07,0,7,0 | 6,994.51 |
| a) Short-term borrowings | 8 | 25.207.20 | |
| b) Trade payables | 9 | 21,206.29 | 9,000.00 |
| -Total outstanding dues of micro enterprises and small enterprises | , | | |
| -Total outstanding dues of creditors other than micro enterprises and small enterprises | | 266.22 | 286.65 |
| c) Other current liabilities | ** | 5,373.25 | 5,554.64 |
| f) Short-term provisions | 10 | 1,417.19 | 1,734.08 |
| • | 7 | 630.73 | 237.83 |
| | _ | 28,893.68 | 16,813.20 |
| OTAL | - | 31,351.49 | |
| I. ASSETS | = | 51,551,49 | 26,457.25 |
|) Non-current assets | | | |
| Property, plant and equipment and Intangible assets | | | |
| Property, plant and equipment | | | |
| i) Intangible assets | 11 | 4,014.19 | 3,920.32 |
| ii) Capital work-in-progress | 12 | 42.56 | 12.83 |
| 1) Capital Work-Reprogress | 11 | 537.25 | 107.84 |
| | | 4,594.00 | 4,040.99 |
|) Deferred tax asset (mm) | 13 | | , |
| No | 13 | - | - |
| Non-current investments | 14 | 2,428.74 | 2 122 =1 |
|) Long-term loans and advances | 15 | 4,849.26 | 2,428 74 |
| Other non-current assets | 16 | 240.37 | 4,363.22 |
| | | 12,112,37 | 219.02 |
| | - | 12,112,3/ | 11,051.98 |
| Current assets | | | |
| Inventories | 17 | 13 545 04 | |
| Trade receivables | 18 | 13,545.01 | 11,142.50 |
| Cash and bank balances | | 3,544.84 | . 2,238.07 |
| Short-term loans and advances | 19 | 97.57 | 416 09 |
| Other current assets | 15 | 1,854.13 | 1,368.79 |
| | 16 | 197.57 | 239 83 |
| | | 19,239.12 | 15,405.28 |
| KT L T | | | |
| DTAL | | 31,351.49 | 26,457.25 |

The accompanying notes I to 49 are an integral part of the financial statements

As per our report of even date

For Suresh Surana & Associates LLP

Chartered Accountants

Firm's Reg No. 121750W/W-100010

Kapil Kedar (Partner)

Membership No. 094902 OIDA

Amendra Muhra (Managing Director)

For and on behalf of the Board of Directors

ADM Agro Industries India Private Limited S

DIN No. 8125868

(Director)

DIN No. 07290927

Ankit Jain (Company Secretary) M. No. A29499

Place Gurugram

Date: 20 September 2022

Place . Gurugram

Date . 20 September 2022

| tatement of Profit and Loss for the year ended March 31, 2022 (All an | | (All amounts in INR Lakhs. | nounts in INR Lakhs, unless of herwise stated) | | |
|---|--------------------|--------------------------------------|--|--|--|
| Note No. | | For the year ended March 31, 2022 | For the year ended March 31, 2021 | | |
| Income | | | | | |
| I. Revenue from operations | 20 | 120.070.41 | | | |
| II. Other income | 21 | 130,060,41 | 149,064.49 | | |
| III. TOTAL INCOME (I+II) | 21 | 1,845.50 | 2,498.19 | | |
| | | 131,905.91 | 151,562.68 | | |
| Expenses | | | | | |
| (1) Cost of raw materials consumed | 22 | 101,661,19 | 105,030.05 | | |
| (2) Purchases of Stock-in-trade | 23 | 16,446.96 | 20,399.00 | | |
| (3) Changes in inventories of finished goods, work-in- progress and Stock-in-trade | 24 | 710.51 | 12,609.90 | | |
| (4) Employee benefits expense | 25 | 3,655.35 | 3,502.79 | | |
| (5) Depreciation and amortization expenses | 11 & 12 | 276,05 | | | |
| (6) Finance costs | 26 | 868.78 | 192.06 | | |
| (7) Other expenses | 27 | 9,874.53 | 1,656.12 | | |
| IV. TOTAL EXPENSES | | 133,493.37 | 10,262.38 153,652.31 | | |
| V. Loss before tax (III-IV) | | (1,587,46) | (2,089.63) | | |
| Tax expense: | | | | | |
| (1) Current tax | | | | | |
| (2) MAT credit entitlement | | | - | | |
| 3) Excess provision of tax relating to earlier years | | | | | |
| 4) Deferred tax | | | (47.86) | | |
| VI. Total tax expense (1 to 4) | | | (47.86) | | |
| VII. Loss for the year (V-VI) | | (1,587.46) | (2,041.77) | | |
| Carnings per equity share [nominal value of share Rs. 10 | 0 (31 March 2021 : | Rs. 10)] | | | |
| Basic and diluted | 28 | (0.64) | (0.82) | | |

3

The accompanying notes 1 to 49 are an integral part of the financial statements.

As per our report of even date For Suresh Surana & Associates LLP **Chartered Accountants** Firm's Reg No. 121750W/W-100010

Summary of significant accounting policies

Kapil Kedar (Partner) Membership No. 094902

Place: Gurugram Date: 20 September 2022

For and on behalf of the Board of Directors ADM Agro Industries India Private Limited

Amrendra Mishra (Managing Director)

DIN No. 8125868

Kshirodh Aggarwal (Director) DIN No. 07290927

(0.82)

Ankit Jain (Company Secretary) M. No.: A29499

Place: Gurugram

Date: 20 September 2022

CIN: U01403MH2009PTC291309

| Particulars | (All amounts in INR Lakhs, unl Year ended | 37 |
|---|--|----------------|
| | March 31, 2022 | Year ended |
| Cash flows from Operating Activities | 1741 CH 31, 2022 | March 31, 2021 |
| Loss before tax | | |
| | (1,587.46) | (2,089 |
| Adjustements for: | | |
| Depreciation and amortization expenses | 276.04 | 102 |
| (Gain)/ loss on Property, plant & equipment sold/ discarded | (513.30) | 192 (|
| Interest expense | 849.43 | (17.2 |
| Interest income | (37.41) | 1,656 1 |
| Provision for doubtful debts (net) | (37.41) | (948.2 |
| Excess provisions written back | (122.26) | (67.4 |
| Provision for doubtful advances and deposits (net) | (153.26) | - |
| Unrealised loss on open future commodities & foreign exchange contracts | 1.24 | 5,4 |
| Unrealised (Gain)/ loss on foreign exchange fluctuation | 14.78 | 66.4 |
| Operating loss before working capital changes | (1.1.6.60) | 0.3 |
| Movement in Working Capital | (1,149.93) | (1,202.1 |
| Decrease/(Increase) in inventories | 22.404 | |
| Decrease/(Increase) in trade receivables | (2,402.51) | 14,677.6 |
| Decrease/(Increase) in loans and advances | (983.37) | (175.6 |
| Decrease/(Increase) in other assets | (534.30) | 3,387.1 |
| (Decrease) Increase in trade payables, provisions & other liabilities | 17.69 | 106.3 |
| Cash From /(used in) Operations | (395.20) | (3,272.5 |
| Direct tax (paid)/ refund | (5,447.63) | 13,520.7 |
| Net Cash flow from/ (used in) Operating Activities | (190.22) | 213.3 |
| | (5,637.85) | 13,734.0 |
| Cash Flow From Investing Activities | | |
| Purchase of Property, plant & equipment | | |
| Proceeds from sale of Property, plant & equipment | (835.91) | (421.46 |
| Deposits with banks | 515.94 | 17.6 |
| Interest received | 195.37 | 1,300.90 |
| Loan (given)/received | 37.54 | 1,020 52 |
| Net Cash flow from Investing Activities | 91.51 | 14,054 54 |
| | 4.45 | 15,972.17 |
| Cash Flow From Financing Activities | | |
| Net proceeds/(payments) from borrowings | | |
| Interest paid | 6,406.29 | (28,000.00 |
| Net Cash flow from/ (used in) Financing Activities | (891.41) | (1,682.99 |
| | 5,514.89 | (29,682.99 |
| Net Increase/(decrease) in Cash and Cash Equivalents | (7.50.70) | |
| Cash and Cash Equivalents at the beginning of the year | (118.52) | 23.27 |
| Cash and Cash Equivalents at the end of the year | 216.09 | 192.82 |
| Components of Cash and Cash Equivalents as at the end of the year | 97.57 | 216.09 |
| | | |
| Cash on hand | 0.17 | 0.10 |
| Balance with Scheduled Banks in- | 0,17 | 0 17 |
| On current accounts | 97.40 | 01.50 |
| Fixed deposit accounts | 72,02 | 215 92 |
| VC40-3-7/187 | 169.59 | 200.00 |
| Less: deposits with maturity of more than 3 months | | 416.09 |
| | 72.02 | 200.00 |
| Total cash and cash equivalents (note 19) | 97,57 | 216.09 |

The accompanying notes 1 to 49 are an integral part of the financial statements.

Notes

1 The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standards- 3 on "Cash Flow Statements" notified under section 133 of the Companies Act, 2013, read with the rules issued thereunder

2 Figures in brackets represents cash outflows

As per our report of even date

For Suresh Surana & Associates LLP

Chartered Accountants

Kapil Kedar — (Partner)

Membership No. 094902.

For and on behalf of the Board of Direct ADM Agro Industries India Private Lin

Amrendra Mishra (Managing Director) DIN No. 8125868

strie

Kshuodh Aggurwa (Director) DIN No. 07290927

(Company Secretary) M. No.; A29499

Place: Gurugram Date: 20 September 2022

Place Gurugram

Date : 20 September 2022

1. Corporate information

The Company was incorporated on April 30, 2009 under the provisions of the Companies Act, 1956. The Company is primarily engaged in the business of manufacturing extraction/ trading/ refining/ processing and packaging of edible oils and other agro based products and manufacturing and supply of menthol, munt oils and flavours to the outleast, confectionery, chewing gum and pharmaceutical industry. During the financial year 2017-18, pursuant to the order of National Company Law Tribunal (NCLT) dated October 12, 2017, ADM Agro Industries Dharwad Private Limited, ADM Trading India Private Limited, Wild Flavors (India) Private Limited, ADMISI Commodities Private Limited & ADMISI Forex India Private Lumited were amalgamated with the ADM Agro Industries India Private Limited

A Scheme of merger had filed with the National Company Law Tribunal, Mumbai bench ("NCLT") on March 28, 2022 for the amalgamation of ADM Agro Law & Vizag Pvt. Ltd. (Amalgamating Company I) and Eviatis India Limited (Amalgamating Company 2) into and with ADM Agro Industries India Pvt. Ltd. (Resulting Company). The principle of the Scheme is to create synergies between the business operations, optimal utilisation of resources, better alignment, co-ordination and streamlining of the day to day operations, creation of large asset base and access to better financial resources by or with the help of consolidation of the business presently carried on by the Amalgamating and Resulting Company. Appeared date proposed

Next date of hearing before NCLT is September 29, 2022 wherein it is expected to get the directions from the NCLT for holding meeting of the Shareholders and Creditors and other

2. Basis of preparation

The financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 133 of the Companies Act 2013, read with relevant rules issued thereunder. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistent, applied by the Company and are consistent with those used in the previous year

All Assets and Liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013 Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has accommoded its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities

mary of significant accounting policies

a. Presentation and disclosure of financial statements

The financial statements have been prepared under the historical cost convention on an accrual basis and on the accounting principle of a going concern.

The preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements. Although these estimates are based upon management's best knowledge of current events and actions, uncertainties about these assumptions and estimates could result in outcomes requiring a material adjustments to the carrying amounts of assets or liabilities in future periods. c. Property, plant and equipment & Intangible assets

-Property, plant and equipment

Property, plant and equipment (PPE) and work-in-progress held for use in rendering of services and supply of goods, or for administrative purposes, are stated at cost less accumulated depreciation and accumulated unpairment losses, if any Cost includes all direct cost relating to qualifying assets. When significant part of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Subsequent costs are included in the assets carrying amount or recognised as a separate assets, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost can be measured reliably. All other repair and maintenance

An item of property, plant and equipment and any significant part which meets the criteria for Asset held for sale is reclassified from property, plant and equipment is discarded or replaced, part is derecognised. Any gain or losses arising from retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss on the date of retirement or disposal

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year and adjusted prospectively, if appropriate

Spare parts, servicing equipment and standby equipment which can be used only in connection with a Property, plant and equipment and their use is expected to be irregular and for period more than 12 months, shall be dealt with in accordance with the Accounting Standard 10 on Property, plant and equipment

The costs of property, plant and equipment also includes the cost, if any, of dismantling, removing the item and restoring the site, on which it is located, referred to as 'decommissioning,

Leasehold improvements represent expenses incurred towards civil works, interior furnishings, etc. of the leasehold premises at various locations.

-Intangible assets

Goodwill represents excess of purchase consideration paid over the value of Net Assets acquired and includes Goodwill arising on amalgamation.

Intangible assets acquired separately are measured on initial recognition at cost. Following unitial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the Statement of

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

d. Depreciation/Americation

Property, plant and equipments

Depreciation on property, plant and equipment's is provided on the basis of the useful lives of the assets prescribed under Schedule II of the Companies Act, 2013 on straight line method. In the following cases useful life taken by the company is different from lives as per Schedule II of the Companies Act, 2013

| Asset category | Useful life (in years) | | |
|--------------------------------|------------------------|--|--|
| Buildings- Non Factory Bulding | 15 | | |
| Computer Softwares | 5-6 | | |



Leasehold land is amortised over the lease period.

Individual assets costing up-to Rs 5,000 are depreciated fully in the year of purchase.

Where cost of a part of the asset is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part is

Intangible assets

Intangible assets are amortized on a straight line basis over the estimated useful economic life. The Company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the Company

Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the mortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting

Intangible assets are being amortized based on the estimated useful lives of the respective assets

| Intangible Assets | Rates (SLM) |
|---|-------------|
| Goodwill on purchase Goodwill arising on amalgamation | 1 10% |
| Computer Software | 100% |
| Constitution and their | 20% |

e. Impairment of tangible and intangible assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or eash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate each inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to

Impairment losses of continuing operations, including impairment on inventories, are recognized in the Statement of Profit and Loss, except for previously revalued assets, where the revaluation was taken to revaluation reserve. In this case, the impairment is also recognized in the revaluation reserve up to the amount of any previous revaluation

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last unpairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the Statement of Profit and Loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase

f. Government Grants and Subsidies

Grants and subsidies from the government are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them, and the grant/subsidy will

When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognised as deferred income and released to income in equal amount over the expected useful life of

Where the Company receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost, it is recognised at a

g. Leases

Where the Company is lessee

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance cost in the Statement of Profit and Loss, Lease

A leased asset is depreciated on a straight-line basis over the useful life of the asset or the useful life envisaged in Schedule II to the Companies Act, 2013, whichever is lower. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term or the useful life envisaged in Schedule II to the Companies Act, 2013

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

h. Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur



i. Investments

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

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage. fees and duties If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever in more clearly evident.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are surrous at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

i. Inventories

Inventories are valued as follows:

a). Raw Materials

Lower of cost and net realizable value. Cost is determined on FIFO basis, except for Wild Flavours, where its determined on weighted average basis. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Stores & Spare Parts

Valued at cost and cost is determined on FIFO basis.

c). Work-in-Progress, Finished Goods and Traded Goods

Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of traded goods includes purchase and allied costs incurred to bring inventory to its present condition and location, determined on the FIFO basis. The costs of joint products produced in the extraction process is allocated among different products on the basis of relative sale values at which these resultant products and by- products are expected to be sold

d). By - Products

Net realizable value.

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

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

Sale of Goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer Sales are not of returns, trade discounts, rebates and goods & services tax.

Income from export incentives are recognised on accrual basis.

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

I. Foreign currency translation

Foreign currency transactions and halances

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency (ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rales different from those at which they were initially recorded during the year or reported in the previous financial statements, are recognized as income or expense in the year in which they arise

(iv) Forward Exchange Contracts not intended for trading or speculation purposes

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is

m. Employee benefits

Defined Contribution Plan

i) Retirement benefits in the form of Provident Fund are a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no obligations other than the contribution payable to the fund.

n) Gratuity hability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

in) Accumulated leaves, which is expected to be utilized with in the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company weats accumulated leaves expected to be carried forward beyond 12 months as Long term employee benefit for measurement purposes. Such accumulated leaves are provided for based on the accumulation using the projected unit credit method at the year-end. Actuarial gain/ losses are immediately taken to the Statement of Profit and Loss and are not deferred.



n. Income taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the income-tax. Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are characted or substantively enacted, at the reporting date. Deferred income taxes reflect the impact of tuning differences between taxable income and accounting income and accounting income and accounting income and accounting the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the

Deferred tax habilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has imabsorbed described or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become remaining or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available

Deferred tax assets and deferred tax habilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax highlities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority

Minimum alternate tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Incometax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period

o. Segment reporting

Primary Segments: Business Segments

The Company is primarily in the business of and imported products and refining of edible oils from oil seeds and trading of certain agricultural and imported products and manufacturing and supply of menthol, must oils and flavours to the oral care, confectionery, chewing gum and pharmaceutical industry. Management considers the risk and rewards associated with these products to be similar in nature. Accordingly, the entire operations of the Company are governed by the same set of risk and rewards and thus, it operates in a single

Secondary Segment Reporting: Geographical Segments

The analysis of geographical segment is based on the geographical location of the customers. The Company mostly sells it products to customers located in India and does not have any operation in economic environment with different risk and returns.

p. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

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

q. Provisions, contingent liabilities and contingent assets

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements

Contingent assets are neither recognized nor disclosed in the financial statements unless there is virtual certainty that an inflow of economic benefit will be arised.

r. Cash and cash equivalents

Cash and each equivalents for the purposes of each flow statement comprise each at bank and in hand and short-term investments with an original maturity of three months or less

Derivative contracts, other than foreign currency forward contracts covered under Accounting Standard (AS)-11 "The effects of changes in Foreign Exchanges Rates", are marked to market on a category wase basis, and the net loss, if any, after considering the offsetting effect of gain on the underlying hedged item, is charged to the statement of profit and loss. Net gain, if any, after considering the offsetting effect of loss on the underlying hedged item, is ignored. Further the Company account for the gain/loss on account of the hedge based on the settlement date method of accounting. Gains/losses arising from settlements of hedging contracts are recognised to the statement of profit and loss



4. Share Capital

| Authorized | At at March 3 1 2022 | As at March 31 2021 |
|--|-------------------------|---------------------|
| 2,550,00 Lakhs (previous year: 2,550,00 Lakhs) equity shares of Rs. 10 each | 25.500.00 | 25.500.00 |
| Issued, subscribed and paid up 2,491.07 Lakhs) equity shares of Rs. 10 each fully paid up | 24,91 0.73 | 24,910.73 |
| | 24,91 0.73 | 24,910.73 |

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

| Equity shares of Rs. 10 each fully paid | As at March 31, 2022 | | As an March 31, 2021 | |
|--|----------------------|----------------|----------------------|----------------|
| | (In No's) | (In Rs. Lakhs) | (In No's) | (In Rs. Lakhs) |
| At the beginning of the year | 249,107,297 | 24,910.73 | 249,107,297 | 24,910.73 |
| Issued during the year Outstanding at the end of the year | 249,107,297 | 24,910.73 | 249,107,297 | 24,910,73 |

b. Terms/rights attached to equity shares

The Company has only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividend in Indian Rupees. The dividend proposed (if any) by the Board of Directors is subject to the approval of the abstraction in the ensuing Annual General Meeting. However till date no dividend has been declared by the Company

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be im proportion to the number of equity shares held by the shareholders.

c. Shares held by holding/ultimate holding Company and/or their subsidiaries/associates

Out of equity shares issued by the Company, shares held by its holding Company, ultimate holding Company and their subsidiaries/ associates are as below.

| | As at March 31, 2022 | As at March 31, 2021 |
|--|-------------------------|-------------------------|
| ADM Interoceanic Limited, Mauritius, the Holding Company (till May 01, 2021) Nil (previous year: 2,385.66 Lakhs) equity shares of Rs. 10 each fully paid up | - | 23,856.64 |
| Wild Flavors Singapore Ptc. Ltd., subsidiary of the Ultimate Holding Company NII (previous year: 53.23 Lakhs) equity shares of Rs. 10 each fully paid up | - | 532 32 |
| Archer Daniels Midland Singapore Pte. Ltd., the Holding company (w.e.f. May 01, 2021) 2,491.07 Lakhs (previous year: 52.17 Lakhs) equity shares of Rs. 10 each fully paid up | 24,910.71 | 521,74 |
| ADM -Asia Pacific Trading Pte. Ltd., subsidiary of the Ultimate Holding Company 0.00198 Lakhs (previous year: 0.00198 Lakhs) equity shares of Rs. 10 each fully paid up | 0.02 | 0.02 |
| Wild Flavors International Gmbb, subsidiary of the Ultimate Holding Company 0.00001 Lakhs (previous year: 0.00001 Lakhs) equity shares of Rs. 10 each full paid up | 0.00 | 0.00 |
| | | |

d. Details of shareholders holding more than 5% shares in the Company

| Equity shares of Rs. 10 each fully paid | As at March 3 | 1. 2022 | As at March 31, 2021 | |
|--|---------------|---------|----------------------|---------|
| name, and the cast land tale | (In No's) | % | (In No's) | % |
| Archer Daniels Midland Singapore Pte. Ltd., the Holding company (w.e.f. May 01, 2021) ADM Interoceanic Limited, Mauritius, the Holding Company (fill May 01, 2021) | 2,491.07 | 100.00% | 2.385,66 | 100 00% |

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

e. The Company had issued 317.56 Lakhs shares for consideration other than cash during the year ended March 31, 2018 pursuant to a scheme of amalgamation effected in that year.

f. The details of Shareholding of Promoters are as under :-

Chartered

| Shares held by promoters at the end of the year | As at Mai | ch 31, 2022 | As at Ma | | |
|---|---------------|-------------------|---------------|-------------------|---------------------|
| Promoter Name | No. of Shares | % of total Shares | No. of Shares | % of total Shares | % Change during the |
| ADM Interoceanie Limited, Mauritius, the Holding Company (till May 01, 2021) | | | | 95.77% | |
| Wild Flavors Singapore Pte. Ltd., subsidiary of the Ultimate Holding Company | - | 0.09% | 238,566,418 | 2.14% | -95.77% |
| Archer Daniels Midfand Singapore Pte. Ltd., the Holding company (w.e.f. May 01, 2021) | • | 0.00% | 5,323,231 | 2 09% | -2 14% |
| ADM -Asta Pacific Trading Pte. Ltd., subsidiary of the Ultimate Holding Company | 249,107,092 | 100.00% | 5,217,443 | 0.00% | 97.9[% |
| | 198 | 0.00% | 198 | 0.00% | 0.00% |
| Wild Farm and Gmbh, subsidiary of the Ultimate Holding Company | 249,107,291 | | 249,107,291 | 400 | 0.00% |
| 100 | | 100.0076 | 442,107,291 | 100.00% | 0.00 % |

5. Reserves and surplus

| | As at March 31 | |
|--|----------------|------------|
| Securities Premium Account | | 2021 |
| At the beginning of the year | | |
| Movement during the year | 11,679,27 | 11.679 2 |
| Closing balance | | |
| | 11,679.27 | 11,679,2 |
| General Reserve | | |
| At the beginning of the year | 7.02.07 | |
| Movement during the year | 292.83 | 292.8 |
| Closing balance | 292.83 | |
| Contrary | 472.0 | 292,8 |
| Capital Reserve | | |
| At the beginning of the year | (3,974.95) | (3,074.9) |
| Movement during the year Closing balance | (100 74.23) | (3,074.9) |
| Clossiff halfate | (3,074,95) | (3,074.9 |
| Deficit in the Statement of Profit and Loss | | (3,074.5 |
| Balance as per last financial statements | | |
| Parameter no feet 1034 Illianoisi 2494 Chiches | (21,158.34) | (29,116,58 |
| Add: (Loss) for the year | (31,158,34) | (29,116.58 |
| Deficit in the Statement of Profit and Loss | (1.587.46) | (2,041.76 |
| The state of the s | (32,745.80) | (31,158,34 |
| | | |
| | (23,848,65) | (22,261,1) |
| 6. Long-term borrowings | | * |
| | As at March 31 | |
| Term loans: | | 2021 |
| Unsecured | | |
| Loan from related party (refer note 32) | **** | |
| Less . Current maturity of long-term borrowings (refer note 8) | 5,800.00 | 5,800.00 |
| | (5,800.00) | • |
| | | 5,800,00 |
| | | 3,000,00 |

The Company's unsecured External Commercial Borrowings (ECB's), taken from ADM SARL (fellow subsidiary) carries interest rate @ 7% p.a. (Previous year @ 7% p.a.) and is repayable in a single installment after five years from the date of origination i.e on January 31, 2023

Further, as per ECB agreement executed between the Company and ADM SARL, above ECB's are convertible into equity shares of the Company at its request any time before two months from the due date of repayment of ECB.

7. Provisions

| | Long-ter As at March 31 | | Short-term As at March 31 | | |
|---|----------------------------|----------|------------------------------|----------------|--|
| Provision for employee benefits | 2022 | 2021 | 2022 | 2021 | |
| Provision for leave encashment | | | | 2421 | |
| Provision for gratuity (unfunded) | 513.62 | 437 56 | 9.29 | 22.49 | |
| And Brands (Antended) | 648.04 | 579 48 | 11.66 | 26,61 | |
| | 1,161,66 | 1,017.05 | 20.95 | 49 09 | |
| Provision for contingencies | | | | | |
| | | <u> </u> | 609,77 | 183.74 | |
| | 1.141.44 | | 609,77 | 188,74 | |
| | 1,161.66 | 1,017.05 | 630.73 | 237 83 | |
| Movement in provisions made for contingencies: | | | As at March 31 | As at March 31 | |
| At the beginning of the year | | | 2022 | 2021 | |
| Addition during the year | | | 188.74 | 149.09 | |
| Paid/settled during the year | | | 421.03 | 39.65 | |
| At the end of the year | | | <u>-</u> | | |
| | | | 609.77 | 188.74 | |
| 8. Short-term borrowings | | | | | |
| Unsecured | | | As at March 31 | | |
| From Banks: | | | 2022 | 2021 | |
| Working capital loan carried interest rate @ 3.15% to 5.70% p.a. (Previous year @ 2.92% to 6.85% p.a. | | | | | |
| From Uthers: |) | | 14,203.48 | 00 000,8 | |
| Loan from related party (refer note 32)* | | | | | |
| Current maturity of long-term borrowings (refer note 6) | | | 1,202,82 | 1,000.00 | |
| | | | 5,800,00 | | |
| Working Capital Loan appounding to Re. 102 47 Lebbs (area) | | | 21,206.29 | 9,000.00 | |

Working Capital Loan amounting to Rs. 103.47 Lakhs (previous year: Rs.7,500.00 Lakhs) from CITI Bank repayable on expiry of agreed tenure and carried interest rate @ 3.15% p.a. to 5.70% Working Capital Loan amounting to Rs. 1200.00 Lakhs (previous year).

Working Capital Loan amounting to Rs. 7,200.00 Lakhs (previous year Rs.500.00 Lakhs) from BNP Paribas Bank repayable on expiry of agreed tenure and carried interest rate @ 3.95 To 4.40% p.a. (previous year @4.15% to 5.85% p.a.).

Working Capital Loans amounting to Rs. 6,900.00 Lakhs (previous year Rs. Nil) from Bank of America (BOA) repayable on expiry of agreed tenure and carried interest rate 4.00% to 4.25% p.a. (previous year @ Nil p.a.).

* Loan taken from Evialis India Limited amounting to Rs. 1,200,00 Lakhs (previous year Rs. 1,000.00 Lakhs) carries interest rate @ 6,50% p.a. (Previous year 8,55% p.a.) and repayable on demand.



| (All amounts in INR Law) | s. unless otherwise stated) |
|--------------------------|-----------------------------|
|--------------------------|-----------------------------|

| Section Sec | | | | | | | |
|--|--|------------------------------------|------------------------|-------------------------|--------------------|-----------------|-------------------|
| - The set to other dual multi interprise (relaw Nase) 7; obe to other dual multi-networks of the fluir micro and annull anterprises (1994 1974) 8.5 5,773.2 5.5 5 | | | | | | | |
| Part Content fram micro and annul enterprises Part | - Due to micro and small enterprises (refer Note 27) | | | | | 2023 | 2021 |
| Part | - Due to other than micro and small enterprises | | | | | | 286,6 5,554.6 |
| Personation | Total Payable training the Land Agency | | | | | | 5,841.2 |
| 01 Modes | Particulars | Nat due | Outstan | ding for following no | riods from due (| late of payment | |
| Gir Disposed dates - MoNE 43.64 75.66 | | | | | | | Total |
| March Propriet decises shown A.57k.76 S.711 A.021 A.025 | | | | | | | 266.2 |
| 1.50 | | - | - | | | | 5,3 43.3 |
| Public Parable Ageing schedule as at March 31, 2011 | Disputed ducs - Officers | . 270 9n | | | | 29.95 | 29.9 |
| Perticularies | | 4,376.70 | 527.11 | 43.02 | 49.05 | 441.59 | 5,639.4 |
| Mode | | | Outstanding for fol | lowing periods from de | te date of payment | | |
| 100 | | | Less than [year | 1-2 years | | | Total |
| (iii) Deposed done - MSDEE (iii) Deposed done - | | | | | | | 286.6 |
| 1,276.81 1,495.11 1,495.11 1,495.11 1,495.12 2,404 2,204.25 2,002.15 2 | | 3,336 12 | 1,180 11 | | | 199 55 | 5,524 69 |
| 1,376.91 1,435.11 514.59 284.64 230.25 5. 10. Others liabilities Non-current | (iv) Disputed dues - Others | | | - | | | |
| 1. Others liabilities | | 3,376.81 | 1,435 11 | 514.50 | | | 29.95 5,841.25 |
| Part | 10. Others lightlities | | | | | 250 42 | 3,841 2) |
| Maintain | | | | | | | |
| 1022 2021 2022 2021 2022 2021 2022 2021 2022 2021 2022 2021 2022 2021 2022 2021 2022 | | | | | | | nt |
| | | | | | | | 2011 |
| Interest accurated and date on security deposits received Advancace received from customers & others Security deposits Employees related dues (Refer note 41) Statutory dues * 234.07 177.46 110.60 1 Statutory dues * 234.07 177.46 110.60 1 Statutory dues * 234.07 177.46 11.417.19 1.77 *Includes Rs. 292.00 Lakhs (Previous year: Rs. 292.00 Lakhs) provided for stramp duty on amalgamation effected in the year ended March 31, 2018. 13. Deferred Tax Assets (net) Deferred tax Liabilities Differences in depreciation and other differences in block of Property, plant and equipment & Intangible assets as per tax 2022 2021 Deferred tax Liabilities Deferred tax Liabilities Deferred tax Liabilities Deferred tax Liabilities Deferred tax sesses Effect of expenditure debited to Statement of Profit and Loss but allowed for tax purposes in following years 2.839.64 41 Provision for doubtful debra/advances Lecomulated tax losses and unabsorbed depreciation Befored tax Assets Deferred Tax Assets (Net) Deferred Tax Asset not recognised in the absence of virtual certainty of future profits 4. Non-current investments As at March 37 Losse General Tax Asset not recognised in the absence of virtual certainty of future profits 4. Non-current investments Frade Investments (valued at cost unless stated otherwise) As at March 37 Losse Provision for invalued at cost unless stated otherwise) As at March 37 Losse Provision for invalued at cost unless stated otherwise) As at March 37 Losse Provision for invalued at cost unless stated otherwise) As at March 37 Losse Provision for invalued at cost unless stated otherwise) As at March 37 Losse Provision for invalue of invalue of investments (Refer Note 42) Losse Provision for invalue of investments (Refer Note 42) Losse Provision for invalue of investments (Refer Note 42) Losse Provision for diministric in travels of investments (Refer Note 42) Losse Provision for diministric in travels of investments (Refer Note 42) Losse Provision for diministric in travels of investments (| Interest accrued but not due on horzowings | | _ | | | 2022 | 2021 |
| Advances received from customers & others 234.07 1746 129.91 5 5 5 6 0 110.60 1 110 | Interest accrued and due on security deposits received | | | - | - | 80.48 | 115,18 |
| Employees related dues (Refer note 41) 110.60 1 10.60 1 220.75 5 5 5 5 5 5 5 5 5 | Advances received from customers & others | | | • | - | | 7.28 |
| 110.69 1 1 1 1 1 1 1 1 1 | | | | 234.07 | 177.46 | _ | 553.08 |
| 234.07 171.46 1417.19 1.7 | | | | - | | | 131.45 |
| *Includes Rs. 292.00 Lakhs (Previous year Rs. 292.00 Lakhs) provided for stamp duty on amalgamation effected in the year ended March 31, 2018. 13. Deferred Tax Assets (net) Deferred Tax Asset (net) Defer | Statutory dues - | | _ | - | | | 927.09 |
| 13. Deferred Tax Assets (net) 2022 2021 Deferred tax liabilities 2022 2021 Deferred tax liabilities 440.82 2021 Deferred tax liabilities 440.82 2021 Deferred tax assets 440.82 2021 Deferred Tax Assets (Net) 2021 Deferred Tax Assets (Net) 2021 Deferred Tax Asset not recognised in the absence of virtual certainty of future profits 40.86 Deferred Tax Asset not recognised in the absence of virtual certainty of future profits 40.86 Deferred Tax Asset (Net) 2021 D | * Includes Rs 292 00 Labbs (Previous years Rs 202 on Lab | | | 234.07 | 177.46 | 1,417.19 | 1,734.08 |
| As at March 31 2022 2021 | | s) provided for stamp | duty on amalgamation | effected in the year er | ided March 31, 20 | 018. | |
| Differences in degreciation and other differences in block of Property, plant and equipment & Intangible assets as per lax | 10. Deletted Lax Assets (net) | | | | | | ch 31 |
| As at March 34 As a | | | | | | 2022 | 2021 |
| Deferred tax assets Effect of expenditure debited to Statement of Profit and Loss but allowed for rax purposes in following years Provision for doubtful debts/advances Accumulated tax losses and unabsorbed depreciation Gross deferred tax assets 11.265.06 11.265.06 10.33 Deferred Tax Assets (Net) Deferred Tax Asset not recognised in the absence of virtual certainty of future profits 10.824.24 10.06 11.40 10.824.24 10.06 10.30 10.40 10.824.24 10.06 10.824.24 1 | SOOKS AND THIRDICIAL GOOKS | Property, plant and eq | uipment & Intangible a | ssets as per lax | | 440.82 | 260 83 |
| Deferred tax assets 2,839.64 41 Effect of expenditure debited to Statement of Profit and Loss but allowed for tax purposes in following years 2,839.64 41 Provision for doubtful debits/advances 167.91 16 Accumulated tax losses and unabsorbed depreciation 8,257.51 9,75 Gross deferred tax assets 11,265.06 10,33 Deferred Tax Assets (Net) 10,324.21 10,06 Deferred Tax Asset not recognised in the absence of virtual certainty of future profits (10,824.24) (10,06 14. Non-current investments As at March 31 2022 2021 14. Non-current investments (valued at cost unless stated otherwise) 2022 2021 Uniquoted equity instruments investment in wholly owned subsidiary ADM Agro Industries Kota & Akola Private Limited 20,566.10 20,566 ADM Agro Industries Kota & Akola Private Limited (refer note 42) (20,566.10) 20,566 20,566 ADM Agro Industries Latur & Vizag Private Limited (refer note 43) 24,225.74 2,425 24,225.74 2,425 | Gross deterred tax liabilities | | | | | 440.82 | 260.83 |
| Provision for doubtful debts/advances Accumulated tax losses and unabsorbed depreciation Gross deferred tax assets Deferred Tax Assets (Net) Deferred Tax Asset (Net) Deferred Tax Asset not recognised in the absence of virtual certainty of future profits 10.324.24 10.06 10.024.24 10.06 10.024.24 10.06 10.024.24 10.06 10.024.24 10.06 10.024.24 10.06 10.024.24 10.06 10.024.24 10.06 10.024.24 10.06 10.024.24 10.06 10.024.24 10.06 10.024.24 10.06 10.024.24 10.06 10.024.24 10.06 10.026 | | | | | | | 204.60 |
| Accumulated tax losses and unabsorbed depreciation 8,257.51 9,78 Gross deferred tax assets Deformed Tax Assets (Net) Deferred Tax Asset not recognised in the absence of virtual certainty of future profits 11,265.96 10,33 11,265.96 10,33 Deformed Tax Asset not recognised in the absence of virtual certainty of future profits (10,824.24) (10,86 14. Non-current investments As at March 31 Trade Investments (valued at cost unless stated otherwise) Deformed Tax Asset not recognised in the absence of virtual certainty of future profits Trade Investments (valued at cost unless stated otherwise) Deformed Tax Asset not recognised in the absence of virtual certainty of future profits As at March 31 Trade Investments (valued at cost unless stated otherwise) As at March 31 2022 2021 Deformed Tax Asset not recognised in the absence of virtual certainty of future profits As at March 31 2022 2021 Deformed Tax Asset not recognised in the absence of virtual certainty of future profits As at March 31 2022 2022 As at March 31 2023 2021 Deformed Tax Asset not recognised in the absence of virtual certainty of future profits As at March 31 2022 2021 As at March 31 2022 2021 Deformed Tax Asset not recognised in the absence of virtual certainty of future profits As at March 31 2022 2021 As at March 31 2022 2021 As at March 31 2023 2021 As at March 31 2022 2021 As at March 31 2023 2021 As at March 31 2022 2021 As at March 31 2022 2021 As at March 31 2023 2021 As at March 31 2025 2021 As at March 31 2026 2022 2027 2021 2027 2021 2027 2021 2028 2028 2022 2028 2022 2029 2022 | | but allowed for tax pr | rposes in following ye | ar's | | 2,839.64 | 413 02 |
| Second deferred tax assets Deferred Tax Assets (Net) Deferred Tax Assets (Net) Deferred Tax Asset not recognised in the absence of virtual certainty of future profits 10,324,24 10,06 10,32 10,06 | Provision for doubtful debts/advances | | | | | 167.91 | 162.95 |
| Gross deferred tax assets Deferred Tax Assets (Net) Deferred Tax Asset not recognised in the absence of virtual certainty of future profits 10.324.24 10.06 (10.824.24) (10.06 14. Non-current investments As at March 31 Trade Investments (valued at cost unless stated otherwise) Unquoted equity instruments Investment in wholly owned subsidiary ADM Agro Industries Kota & Akola Private Limited (794.00 Lakhs (previous year 794.00 Lakhs) equity shares of Rs 10 each fully paid up Less: Provision for diminution in value of investments (Refer Note 42) Investment in associates ADM Agro Industries Lstur & Vizag Private Limited (refer note 43) (229 Lakhs (previous year 42.29 Lakhs) equity shares of Rs 10 each fully paid up 2.428,74 2.425 | Accumulated tax losses and unabsorbed depreciation | | | | | | 9,754.78 |
| Deferred Tax Assets (Net) Deferred Tax Asset not recognised in the absence of virtual certainty of future profits 10.05 10.06 10.0824.24 10.0824.24 10.0824.24 10.0824.24 10.0824.24 10.0824.24 10.0824.24 10.0824.24 10.0824.24 1 | Gross deferred tax assets | | | | | | |
| Deferred Tax Asset not recognised in the absence of virtual certainty of future profits 10.824.24 (10.824.24) (10.06 14. Non-current investments As at March 31 Trade Investments (valued at cost unless stated otherwise) Unquoted equity instruments Investment in wholly owned subsidiary ADM Agro Industries Kota & Akola Private Limited 794.00 Lakhs (previous year 794.00 Lakhs) equity shares of Rs 10 each fully paid up Less: Provision for diminution in value of investments (Refer Note 42) (20.566.10) | | | | | - | 11.265.06 | 10,330.74 |
| 14. Non-current investments As at March 31 Trade Investments (valued at cost unless stated otherwise) Unquoted equity instruments Investment in wholly owned subsidiary ADM Agro Industries Kota & Akola Private Limited 794.00 Lakhs (previous year 794.00 Lakhs) equity shares of Rs 10 each fully paid up Less: Provision for diminution in value of investments (Refer Note 42) Limited (20,566.10) Limited | | | | | - | 10.924.24 | 10.440.01 |
| As at March 31 Trade Investments (valued at cost unless stated otherwise) Unquoted equity instruments ADM Agro Industries Kota & Akola Private Limited 794.00 Lakhs (previous year 794.00 Lakhs) equity shares of Rs 10 each fully paid up Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: Provision for diminution in value of investments (Refer Note 42) Less: | Deterred Tax Asset not recognised in the absence of virtual ce | rtainty of future profi | its | | - | | (10,069,91) |
| Trade Investments (valued at cost unless stated otherwise) Unquoted equity instruments Unquoted equity instruments Investment in wholly owned subsidiary ADM Agro Industries Kota & Akola Private Limited 794.00 Lakhs (previous year 794.00 Lakhs) equity shares of Rs 10 each fully paid up Less: Provision for diminution in value of investments (Refer Note 42) 102,566.10 102,5 | | | | | _ | | (10,000,01) |
| Trade Investments (valued at cost unless stated otherwise) Unquoted equity instruments Unquoted equity instruments Investment in wholly owned subsidiary ADM Agro Industries Kota & Akola Private Limited 794.00 Lakhs (previous year 794.00 Lakhs) equity shares of Rs 10 each fully paid up Less: Provision for diminution in value of investments (Refer Note 42) 102,566.10 102,5 | | | | | | | |
| Trade Investments (valued at cost unless stated otherwise) Unquoted equity instruments Unquoted equity instruments Investment in wholly owned subsidiary ADM Agro Industries Kota & Akola Private Limited 794.00 Lakhs (previous year 794.00 Lakhs) equity shares of Rs 10 each fully paid up Less: Provision for diminution in value of investments (Refer Note 42) 102,566.10 102,5 | | | | | | | |
| Trade Investments (valued at cost unless stated otherwise) Unquoted equity instruments Investment in wholly owned subsidiary ADM Agro Industries Kota & Akola Private Limited 794 00 Lakhs (previous year 794 00 Lakhs) equity shares of Rs 10 each fully paid up Less: Provision for diminution in value of investments (Refer Note 42) (20,566.10) (20,566.1 | 14. Non-current investments | | | | | | |
| Trade Investments (valued at cost unless stated otherwise) Jinquoted equity instruments Investment in wholly owned subsidiary ADM Agro Industries Kota & Akola Private Limited 794 00 Lakhs (previous year 794 00 Lakhs) equity shares of Rs 10 each fully paid up Less: Provision for diminution in value of investments (Refer Note 42) 1020,566.10 1020,566 | | | | | | As at Marc | h 31 |
| Unquoted equity instruments Investment in wholly owned subsidiary ADM Agro Industries Kota & Akola Private Limited 794.00 Lakhs (previous year 794.00 Lakhs) equity shares of Rs 10 each fully paid up Less: Provision for diminution in value of investments (Refer Note 42) 102,566.10 102,566.1 | Frade Investments (valued at cost unless stated otherwise) | | | | 1 | | |
| ADM Agro Industries Kota & Akola Private Limited 794.00 Lakhs (previous year 794.00 Lakhs) equity shares of Rs 10 each fully paid up .ess: Provision for diminution in value of investments (Refer Note 42) 120,566.10 120 | Inquoted equity instruments | | | | | | |
| 294 00 Lakhs (previous year 794 00 Lakhs) equity shares of Rs 10 each fully paid up Less: Provision for diminution in value of investments (Refer Note 42) 100,566.10 100,5 | nvestment in wholly owned subsidiary | | | | | | |
| 20,356. 20, | ADM Agro Industries Kota & Akola Private Limited | | | | | | |
| 20,356. 20, | 794.00 Lakhs (previous year 794.00 Lakhs) county charge of D | a 10 anah 6.15 | | | | | |
| nvestment in associates ADM Agro Industries Latur & Vizag Private Limited (refer note 43) 2.29 Lakhs (previous year 42.29 Lakhs) equity shares of Rs 10 each fully paid up 2.428.74 2.428 | ess: Provision for diminution in value of investments (Refer l | o io caon suity paid u Note 42) | ib | | | · | 20,566.10 |
| ADM Agro Industries Latur & Vizag Private Limited (refer note 43) 12.29 Lakhs (previous year 42.29 Lakhs) equity shares of Rs 10 each fully paid up 2,428,74 2,428 | | | | | | (20,566.10) | (20,566.10) |
| 2 29 Lakhs (previous year 42 29 Lakhs) equity shares of Rs 10 each fully paid up 2,428,74 2,428 | | | | | | • | - |
| 2,420,14 2,420 | LDM Agro Industries Latur & Vizag Private Limited (refer no | te 43) | | | | | |
| 2,420,14 2,420 | 2 29 Lakhs (previous year 42 29 Lakhs) comity charge of Da | O anoh S.V | | | | | |
| 2.428.74 2.428 | your season of the states of Rs | A coon tritth bate nb | | | _ | 2,428,74 | 2,428.74 |
| 2,30,77 | CALL E COL | | | | | | |

| 15. Loans and advances | Non-curr | ant | Curren | |
|--|----------------|----------|----------------|----------|
| | As at March 31 | • | As at March 31 | • |
| | 2022 | 2021 | 2022 | 2021 |
| a. Capital advances | 13,93 | 9.71 | % | |
| Loans and advances to related parties | | | | |
| Unsecured, considered good | • | - | 81.23 | - |
| Doubtful | | - | | |
| | - | - | 81,23 | - |
| c Margin money deposit | - | - | 57.94 | 2 97 |
| d. Advances recoverable in cash or in kind or for value to be received | | | | |
| Unsecured, considered good | • | - | 1,714.96 | 1,365.83 |
| Doubtful | - | - | 6,82 | 10.01 |
| | | - | 1,721.78 | 1,375 83 |
| Less: Provision for doubtful advances | | • | (6.82) | (10.01) |
| Oderber of Life or | • | - | 1.714.96 | 1,365.82 |
| e. Other loans and advances | 1,132.46 | 942 24 | - | |
| - Advance Tax *[(Net of Provision for income tax Rs. 1,183.93 Lakhs) (previous year Rs. 1, | t | | | |
| - Balance with statutory/government authorities** | 3,702.87 | 3,411.27 | 71 | - |
| | 4.849.26 | 4,363,22 | 1.854.13 | 1.368.79 |

16. Other assets

| | Non-current As at March 31 | | Current As at March 31 | |
|---|----------------------------|---------|------------------------|---------|
| | 2022 | 2021 | 2022 | 2021 |
| Security deposits | 168.35 | 151.63 | 1.62 | 10.99 |
| Unsecured, considered good | 29.95 | 28.12 | 1.02 | 10.77 |
| Doubtful | 198.30 | 179 75 | 1,62 | 10.99 |
| 2000 | (29.95) | (28,12) | 1.02 | 10.33 |
| Less Provision for doubtful advances | 168.35 | 151 63 | 1.62 | 10.99 |
| Interest receivable on deposits and others | - | v | 10.79 | 13 43 |
| Clauns receivable | - | - | 40.94 | 40 79 |
| Less: Provision forclaim receivable | | | (14.26) | (14.26) |
| | 0 | | 26.68 | 26.53 |
| Export benefit receivable | | - | | |
| Unsecured, considered good | • | - | 158.48 | 188 88 |
| Doubtful | | - | 36.19 | 56.26 |
| | | • | 194.68 | 245.14 |
| Less Provision for Export benefit receivable | | | (36.19) | (56.26) |
| | | | 158.48 | 188 88 |
| Deposits with original maturity for more than 12 months (Refer Note 19) | 72.02 | 67.39 | - | |
| | 2.10.37 | 210.02 | 107.67 | 220.02 |

17. Inventories (valued at cost or NRV, whichever is lower)

| | As at Mar | ch 31 |
|---|-----------|-----------|
| | 2022 | 2021 |
| Raw materials [includes goods-m-transit Rs 96 73 Lakhs (previous year Rs 41 22 Lakhs)] | 6,416.17 | 3,517 22 |
| Work-in-progress | 599.34 | 522 78 |
| Finished goods [includes in goods-in-transit Rs. 456.47 Lakhs (previous year Rs. 112.90 Lakhs)] | 4,130.26 | 4,793 86 |
| Stock-in-trade [includes in goods-in-transit Rs 124.24 Lakhs (previous year Rs 90 60 Lakhs)] | 1,412.23 | 1,552 10 |
| Stores and spares | 938.92 | 724 85 |
| By products | 48.09 | 31.70 |
| | 13 645 01 | 11 142 50 |

18. Trade receivables

| | As at M | irch 31 |
|-----------------------------------|----------|----------|
| Trade receivables | 2022 | 2021 |
| Secured | 690.58 | 775.01 |
| Unsecured, considered good | 2,854,25 | 1,464.89 |
| Unsecured, considered doubtful | 465.20 | 462.25 |
| | 4,010.04 | 2,702,15 |
| Less Provision for doubtful debts | (465.20) | (464,07) |
| | 3.544.84 | 2,238.07 |
| DANA A A A | 3,544.84 | 2,238.07 |



^{**}This amount includes Rs.502 26 Lakhs (previous year Rs. 502.26 Lakhs) paid under protest

| Trade Receivables ageging schedule as at M | an Cir 31, 2022 | | Outstanding for following periods from due date of partitions | | | | | | |
|--|-----------------|--------------------|---|-----------|-----------|-------------------|----------|--|--|
| Particulars | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total | | |
| (i) Undisputed Trade receivables – considered good | 1,978.18 | 1,013.19 | 244.74 | | | 5 2.005 | 3,236.12 | | |
| (ii) Undisputed Trade Receivables – considered doubtful | 506.67 | 20.80 | 3.35 | • | • | 0.51 | 531.31 | | |
| (iii) Disputed Trade Receivables considered good | • | - | • | - | - | 27,35 | 27.35 | | |
| (iv) Disputed Trade Receivables considered doubtful | - | - | | | 0.35 | 214,90 | 215.25 | | |
| Gross Trade Receivable | 2,484.86 | 1,033.99 | 248.08 | - | 0.35 | 242.76 | 4,010.04 | | |
| Less : Provision for trade receivable | (1.40) | (0.22) | (247.83) | | (0.35) | (215, 41) | (465.20 | | |
| 112 | 2.483.46 | 1.033.77 | 0.25 | | | 27.35 | 3,544,84 | | |

| Trade Receivables ageging schedule as at M | rade Receivables ageging schedule as at March 31, 2021 | | | Outstanding for following periods from due date of payment | | | | |
|--|--|--------------------|-------------------|--|-----------|-------------------|----------|--|
| Particulars | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total | |
| (i) Undisputed Trade receivables – considered good | 1,326 45 | 523 66 | 304 00 | 0.45 | - | 0.05 | 2,154.61 | |
| (ii) Undisputed Trade receivables - considered doubtful | 57 83 | 0 25 | 40 11 | 1.56 | 204 85 | 0.31 | 304.91 | |
| (iii) Disputed Trade receivables considered good | | | - | • | - | - | • | |
| (iv) Disputed Trade receivables considered | - | | ٠ | 0.35 | - | 242. 7 | 242 62 | |
| Gross Trade receivable | 1,384 28 | 523 91 | 344 11 | 2.36 | 204.85 | 242.63 | 2,702.14 | |
| Less Provision for trade receivable | (1.36) | (0.47) | (40 11) | (2.01) | (204.85) | (215, 26) | (464,07 | |
| | 1.382.92 | 523 44 | 304.00 | 0.35 | | 27.37 | 2,238.07 | |

19. Cash and bank balances

| 19. Cash and pank batances | | | | |
|--|----------------|---------|----------------|--------|
| | Non-curre | ent | Curre | nt |
| | As at March 31 | | As at March 31 | |
| | 2022 | 2021 | 2022 | 2021 |
| Cash and cash equivalents | | | | |
| Balances with banks: | | | | |
| On current accounts | - | - | 97,40 | 215 92 |
| Cash on hand | | - | 0.17 | 0.17 |
| | | | 97.57 | 216.09 |
| Other bank balances* | | | | |
| Deposits with original maturity for more than 12 months | 72.02 | 67.39 | - | _ |
| Deposits with original maturity for more than 3 months but less than 12 months | - | - | - | 200 00 |
| | 72.02 | 67,39 | | 200 00 |
| Less: Transferred to Non-current assets (Refer Note 16) | (72.02) | (67 39) | - | - |
| | | - | 97.57 | 416 09 |
| | | | | |

^{*}Pledged as security in favour of Government Authorities of Rs 4 03 Lakhs (previous year Rs 4 03 Lakhs). Further, fixed deposit of Rs 43 36 Lakhs (Previous Year Rs. 33.71 Lakhs) kept in ICICI Bank Ltd, Howrah, security against guarantee against custom department for advance license

20. Revenue from operations

| | For the year ended | |
|--|--------------------|--|
| | March 31, 2022 | March 31, 2021 |
| | | |
| | 112,185.89 | 113,845 62 |
| | 17,688.26 | 34,913.86 |
| | | |
| | 86.67 | 72.78 |
| | 99.60 | 232.22 |
| | 130,060,41 | 149,064,49 |
| | | |
| | For the year ended | |
| | March 31, 2022 | March 31, 2021 |
| | | |
| | | 35,978.17 |
| | | • |
| | | 74,638.73 |
| | | 456.66 |
| | | 2,772.05 |
| | 112,185.89 | 113,845.62 |
| | 4,612.38 | 15,699.54 |
| | 4,300.62 | 14,482 51 |
| | 574.71 | 676.97 |
| | 3,344.08 | 861.02 |
| | 3.94 | 172.25 |
| | 2,003.65 | 987.61 |
| | 947.11 | - |
| | 1,901.77 | 2,033 96 |
| | | 34,913.86 |
| | | 112,185.89 17,688.26 36,67 99,60 130,060,41 For the year ended March 31, 2022 31,572.35 642.84 75,113.15 511.85 4,345.69 112,185.89 4,612.38 4,300.62 574,71 3,344.08 3.94 2,003.65 947.11 |

| 21. Other income | (All amounts in INR Lakhs, unless other | rvise stated) |
|--|---|--|
| | For the year e | |
| Interest income on | March 31, 2022 | farch 31, 2021 |
| Bank deposits | 4.21 | |
| Others | 33,20 | 43.9 |
| Net gain on settlement of contracts | 61.06 | 904 2 62 2 |
| Liabilities written back Excess provisions written back | 39.31 | 34.7 |
| | 153.26 | 188,9 |
| Provision for doubtful debts written back Income from management service* (Refer Note 32) | - | 67,4 |
| Miscellaneous Income | 897.35 | 954.2 |
| | 54.08 | 215.0 |
| Net gain on sale/diseard of property, plant and equipment Commission income ** | 513.30 | 17.2 |
| Commission meeting 1 | 89.73 | 10.0 |
| * Included De 207.25 Lable (Decision of the Control | 1,845,50 | 2.498.1 |
| * Included Rs. 897 35 Lakhs (Previous year Rs. 954.23 Lakhs) in respect of debit note raised to group companies **Commission income on the basis of credit note received from group companies. | | 2.43 0.1 |
| 22. Cost of raw materials consumed | | |
| Inventorio esta la | For the year es March 31, 2022 M | arch 31, 2021 |
| Inventories at the beginning of the year | 3,517,22 | 5,663 8 |
| Add: Purchases during the year | 104,560.14 | 102,883.3 |
| meet Insumania and harand a Cal | 108,077.36 | 108,547.2 |
| Less: Inventories at the end of the year Cost of raw materials consumed | (6.416.17) | (3.517.2) |
| TOW WHITE CONSUME | 101,661.19 | 105,030.0 |
| Details of Materials Consumed | For the year on | |
| Raw-Materials | March 31, 2022 M | arch 31, 2021 |
| Seed | | |
| Crude oil | 44,103.98 | 52,167.59 |
| Refined Oil | 12,754.38 | 19,421.71 |
| Dihers | 42,576.48 | 31,608.5 |
| | 2,226.35 | 1,832.19 |
| Details of Inventories | 101,567.19 | 105,030.05 |
| Naw-Materials | For the year en | ded |
| oed | | arch 31, 2021 |
| Crude Oil | 4,878,57 | 1,573.53 |
| Refined Oil | 409.95 | 485.86 |
| eppermint oil | 142.53 | 275.36 |
| pearmint oil | 20.70 | 97,18 |
| trensis oil | 236.14 | 109.96 |
| Dementholised oil | 22.57 | 36.45 |
| Others | 100.66 | 103.19 |
| NIIO12 | 603.05 | 835.69 |
| | 6,416.17 | 3,517.22 |
| 3. Purchases of Stock in Trade | | 255 |
| | March 31, 2022 Ms | |
| eed | 4,117.16 | erch 31, 2021 |
| De oiled cake | 3,344,60 | 14,379.59 |
| rude oil | 571.65 | 1,217.26 |
| efined oil | 4,334.80 | 372.53 852,32 |
| laize | - | 4 30 |
| /heat | | 0.23 |
| trad and Tur and Yellow Peas | 986.63 | 0.23 |
| ihana Brees Gram | 1,421.92 | 1,185,72 |
| entil | - | 9.06 |
| thers | 76.96 | 739 49 |
| dets. | 1,593.24 | 1,638.51 |
| | 16,446.96 | 20,399.00 |
| 4. Changes in inventories of finished goods, work-in-progress and stock-in-trade | 120.40 May 1 4.50 | 201 |
| | Month 27, 2022 | |
| rentories at the end of the year | March 31, 2022 Ma | rch 31, 2021 |
| Stock-in-trade | | |
| Work-in-progress | 1,412.23 | 1,552 10 |
| By products | 599,34 | 522.78 |
| Finished goods | 48.09 | 31.70 |
| | 4,130,26 6,189,93 | 4,793.86 6,900.43 |
| | | |
| SVBBOVICE at the herinaism of the years | As at March 31 | |
| ventories at the beginning of the year | As at March 31 March 31, 2022 Mar | |
| Stock-in-trade | March 31, 2022 Mar | rch 31, 2021 |
| Stock-in-trade Work-in-progress | March 31, 2022 Mar 1,552.10 | 17,373 98 |
| Stock-in-trade Work-in-progress By products | March 31, 2022 Maz 1,552.10 522.78 | 17,373 98 491.14 |
| Stock-in-trade Work-in-progress | March 31, 2022 Mar 1,552.10 522.78 31.70 | 17,373 98 491.14 42.37 |
| Stock-in-trade Work-in-progress By products | March 31, 2022 Mar 1,552.10 522.78 31.70 4,793.86 | 17,373 98 491.14 42.37 1,602.85 |
| Stock-in-trade Work-in-progress By products | March 31, 2022 Mar 1,552.10 522.78 31.70 | 17,373 98 491.14 42.37 |
| Work-in-progress By products | March 31, 2022 Mar 1,552.10 522.78 31.70 4,793.86 | 17,373 98 491.14 42.37 1,602.85 |

| Daniel of Co. 1 a | | |
|--|-----------------------------|--------------------|
| Details of Stock-in-trade Inventories | For the ye | ar ended |
| Seed | March 31, 2022 | March 31, 2021 |
| De oiled cake | 367,73 | 2.2 |
| Refined Oil | 16.67 | 176 |
| Maize | 107.48 | LLO |
| Lentil Chara Too Kill on D | | 4.3 |
| Chana, Tur, Yellow Peas Others | 500.68 | 739.5 |
| Collets | 399.66 | 5144 |
| By Products | 1,412.23 | 262.8 1,552.1 |
| Soar Oil | | 1,702.1 |
| Fatty Distrilate Oil | 20.23 | 6.6 |
| Crude Oil Studge | 19.78 | 21.4. |
| Others | 7.86 | 2.8- |
| | | 0.7 |
| Finished goods | 48.09 | 31.70 |
| De oiled Cake | | |
| Crude Oil | 1,644.49 | 1,670.76 |
| Refined Oil | 2 404 00 | |
| Others | 2.485.77 | 2,887 1 |
| | 4,130,26 | 4 702 9 |
| 25. Employee benefits expense | | 4,793.80 |
| | | |
| | For the yea | r coded |
| Salaries and wages * | March 31, 2022 | March 31, 2021 |
| Contribution to provident and other funds | 3,386.61 | 3,066,65 |
| Gratuity expenses (Refer Note 29) | 90.11 | 176.27 |
| Staff welfare expenses | 73.35 | 174.83 |
| # Implication of the Implication | 3,655,35 | 85.0-1 |
| * Includes contract labour charges of Rs. 236.40 Lakhs (previous year Rs. 330.12 Lakhs) | | 3,502.7% |
| 26. Finance costs | | |
| evi Fulance CVS | | |
| | For the year | rended |
| Interest on borrowings from banks | March 31, 2022 | March 31, 2021 |
| Interest on others | 362.31 | 1,159,50 |
| | 506.47 | 496.62 |
| | 868.78 | 1,656,12 |
| | | |
| 27. Other Expenses | | |
| | E. a. | |
| | For the year ended F | or the year ended |
| Consumption of stores and spare parts | 310.72 | March 31, 2021 |
| Consumption of packing materials | 3,090,45 | 384.33 |
| Processing and refining charges Power and fuel | 228.95 | 2,998,58 212.19 |
| Freight and forwarding charges | 654.98 | 1,251.92 |
| Rent (Refer Note 30) | 1,213.98 | 1,114.66 |
| Rates and taxes | 217.43 | 598.28 |
| Insurance | 63-6.50 | 47.17 |
| Repairs and maintenance | 297.62 | 249 70 |
| -Plant and machinery | | |
| -Buildings | 302,86 | 260.89 |
| -Others | 1.80 | 0.61 |
| Management charges (including Information system expenses)* | 41.15 | 59.92 |
| Bank charges | 668.89 | 530.17 |
| Sales commission | 25.25 | 26.03 |
| Travelling and conveyance | 39,49 68,93 | 81.89 |
| Communication costs Legal and professional fees | 73.63 | 30.79 |
| Degrand professional rees | 228.81 | 54.72 |
| Payment to auditor (Refer details below) Exchange differences (net) | 23.31 | 148.85 |
| Security charges | 0.46 | 21.00 11.06 |
| Business promotion expenses | 203.60 | 208.33 |
| Loss on hedging activity on commodity (net) | 0.16 | 4,55 |
| Loss on hedging activity on foreign exchange (net) | 999.97 | 1,097.75 |
| Bad debt and advance written off | 29.84 | 10.52 |
| Provision for doubtful advances and deposits | - | 0.61 |
| Miscellaneous expenses | 1.24 | 5.43 |
| | 514.51 | 852.43 |
| * Included Rs. 1,146.72 Lakhs (Previous year Rs. 444.18 Lakhs) in respect of debit note received from ultimate holding company | 9,874.53 | 10,262.38 |
| | | |
| Payment to Auditors . | | |
| | For the many to be | |
| As amiliano. | For the year ended For 2022 | the year ended |
| As auditors: | 7027 | 2021 |
| Audit fee Tax ment fee | 21.09 | 10.00 |
| 1 ax most tee | 2.22 | 19.00 |
| | 23.31 | 21.00 |
| | | 21.00 |
| 1 200 | | |

28. Earnings per Share (EPS)

| 20. Derinings per Share (EFS) | aniess on | ierwise stated) |
|--|---|--------------------|
| The following reflects the Profit/(Loss) and share data used in the basic and diluted EPS computation | 3 | |
| | For the Year end- | ed March 31 |
| Net loss for the year attributable to equity shareholders | 2022 | 2021 |
| Weighted average number of equity shares | | |
| Net loss for the year attributable to equity shareholders (Rs.) | 2,491,97 | 2,491.0 |
| | (1,587.46) | (2,041.7 |
| Basic and diluted earnings per share (Rs.) | (0.64) | (0.4 |
| 29. Granuity | | 3.0) |
| The Company has a defined benefit gratuity plan. Every employee who has completed five years or completed year of service or part thereof in excess of six months. | | |
| The following tables summaries the components of net benefit expense recognized in the Statement of Profit and Loss are as follows: | nt of Profit and Loss and the funded status and Present Values of c | bligation taken in |
| | | |
| Cherapt company | For the Year ende | |
| Current service cost | 2022 | 2021 |
| Interest cost on benefit obligation | 81.78 | 73.5 |
| Net actuarial (gain) /loss recognized in the year | 41.21 | 31,1 |
| Past service cost | (49.65) | (18 9 |
| Net benefit expense | | 88.4 |
| Polonia di sa | | 174.8 |
| Balance sheet | | |
| Details of Provisions for graduity | As at Marci | h 31 |
| Defined benefit obligations | 2022 | 2021 |
| Fair value of plan assets | 659.70 | 606.0 |
| Less: Unrecognized Past Service Cost | 659.70 | |
| | 437.10 | 606.0 |
| Plan liability / (asset) | 659,70 | 606,0 |
| | | |
| Changes in the present value of the defined benefit obligation are as follows: | For the Very | |
| Opening defined benefit obligation | For the Year ended | |
| Interest cost | 606,09 | 2021 |
| Past service cost | | 467.91 |
| | 41.21 | 31.8 |
| Current service cost | 01.70 | 88.4 |
| Benefits paid | 81.78 | 73.5 |
| Actuariai (gains) / losses on obligation | (19.74) | (36.7 |
| Closing defined benefit obligation | (49.65) | (18.93 |
| | 659.70 | 606.09 |
| The principal assumptions used in determining gratuity for the Company's plans are shown belo a) Economic Assumption | 7: | |
| i) Discount rate | For the Year ended 2022 | |
| | 7.22% | 2021 |
| ii) Future Salary Increase | | 6.80% |
| iii) Expected Rate of return on plan assets | 8.00% NA | 8.009 NA |
| b) Demographic Assumption | ···- | IVA |
| i) Retirement Age | | |
| ii) Withdrawal rate | 60 Years | 60 Years |
| Up to 30 years | ** * * * * * * * * * * * * * * * * * * | ov rears |
| Up to 44 years | 5.00% | 5.00% |
| Above 44 years | 2.00% | 2.00% |
| | ±.00% | 7 41/19/ |

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

| Particulars 1 2022 1 | | For the Year ended March 31 | | | |
|--|----------|-----------------------------|----------|----------|--------|
| Defined benefit obligation | 2022 | 2021 | 2020 | 2019 | 2010 |
| Plan used | 659.70 | 606.09 | 467,98 | 385.75 | 2018 |
| | | | 407,50 | 363.73 | 363.5 |
| urplus / (deficit) | (659.70) | (606.09) | (467.00) | | |
| aperience adjustments on plan liabilities | 49.65 | | (467.98) | (385.75) | (363.5 |
| xperience adjustments on plan assets | 45.03 | 18.93 | 0.04 | 35.58 | 39.3 |
| xperience adjustments on change in assumptions | | - 1 | - | | - |
| THE GOULDINALS | - | | | | |

Note | During the financial year the company has changed it's policy regarding provision for gratuity to no limit as earlier there was the limit of maximum gratuity amount of Rs. 20 Lakhs

b. Contribution to Defined Contribution Plans:

| Particulars | | |
|-------------------------|---------------------------|-----|
| Employer's contribution | to provident and other fu | nds |

| For the Year | ended March 31 |
|--------------|----------------|
| 2022 | 2021 |
| 90.11 | 176.27 |

2.00%

1.00%

IALM 2012-14

2.00%

1.00%

IALM 2012-14



Above 44 years

iii) Mortality Table

30. Lease:

a) Operating Lease

The Company has taken residential, office premises and warehouse under operating lease agreements. These are cancellable except for initial lock in period representation one to two years and are renewable by mutual consent and on mutually agreed terms. There are no restrictions imposed by lease agreement. There are no sub-leases. The aggregate has a rentally payables are charged as rent and disclosed in note 27.

b) The future minimum lease payments under non-cancellable operating leases (i.e. Lock in period of lease agreements)

| Particulars | 2022 | 2021 |
|--|-------|-------|
| Not later than one year | 31.36 | 26.06 |
| Later than one year but not later than five year More than five years | 20.83 | 9 3 5 |
| worle man rive years | | |

31. Segment Information

Primary Segment

The Company is primarily in the business of and refining of edible oils from oil seeds and trading of certain and imported products and manufacturing and supply of menthol, munt oils and flavours to the oral care, confectionery, chewing gum and pharmaceutical industry. Management considers in risk and rewards associated with these products to be similar in nature. Accordingly, the entire operations of the Company are governed by the same set of risk and rewards and thus, it in a single primary segment. Since the Company's business activity falls within a single business segment, there are no additional disclosures to be provided under Accounting Standard-17. Reporting' other than those already provided in the Financial Statements.

Secondary Segment

The Company mostly sells it products to customers located in India and does not have any operation in economic environment with different risk and returns. There are no additional disclosures to be provided under Accounting Standard-17 'Segment Reporting' other than those already provided in the Financial Statements

32. Related party disclosures

| Reliated parties where control exists | |
|---|---|
| Ultimate Holding Company | -Archer Daniels Midland Company, U.S.A. |
| Holding Company | -Archer Daniels Midland Singapore Pte Ltd |
| Wholly owned Subsidiary Company | -ADM Agro Industries Kota & Akola Private Limited |
| rellow Subsidiaries (with whom the transactions have taken place during the current year) | ADM Asia Pacific Singapore Adm Asia-pacific Trading Pte Ltd.,SINGAPORE Archer Damels Midland Company, USA ADM Cocoa Sifea ADM Expatriate Adm Germany Gmbh ADM Hamburg(Gen) ADM Hedge Center ADM International, Sarl (Switzerland) ADM Interoceanic Limited ADM Japan Ltd. Adm Matsutani Singapore Pte Ltd ADM Sarl Global Hedge Center ADM Treasury Admi Treasury Center-corporate-HO ADM Wild Europe GmbH & Co KG ADM (winnipeg, Mb)-bhp, Evalis India Limited Global Cocoa Holding Invivo Nsa Sa WILD Flavor Inc. A.M. Todd WILD Flavor Inc., Erlanger Wild Flavors (Beijing) Co.Ltd. Wild Intermare GmbH |
| | Wild Valencia S.A.U. |
| Associates | ADM Specialty Ingredients Europe (B.V.) |
| Associates Cey Management Personnel (KMP) | -ADM Agro Industries Latur & Vizag Private Limited |
| cey management repondret (KMP) | -Mr. Amrendra Swaroop Mishra (DIN: 08125868) (Managing Director) -Mr. Sanjay Prakash Laud (DIN: 06920090) (Whole Time Director) -Mr. Prabhat Kumar Gupta (DIN: 07432747) (Whole Time Director) -Mr. Animesh Ballabh (DIN:07491421) (Whole Time Director) -Mr. Kshirodh Aggarwal (DIN 00: 07290927) (Whole Time Director) -Mr. Keshav Kumar Sharma (DIN: 07635977) (Whole Time Director) -Ms. Sampada Narang (DIN: 08125820) (Whole Time Director) -Mr. Ankit Jain (Company Secretary) |

Notes:

- a. The related party relationships have been determined on the basis of the requirements of the Accounting Standard (AS) 18 'Related Party Disclosures' and the same have been relied upon by the auditors.
- b. The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the year, except where control exist, in which case the relationships have

ADM Agro Industries India Private Limited Notes to financial statements for the year ended March 31, 2022

32. Related party disclosures

| 1 | | | | 202 | 2021-22 | | | | | | 2020-21 | | |
|--------|--|--------------------------------|------------|----------------------|-------------------------------|-----------------------------|----------|--------------------------------|------------|----------------------|----------------------------|--------------------------------|----------------------|
| လ် လို | Particulars | Ultimate Holding Company | Associates | Fellow Subsidiary | Wholly Owned Subsidiary | Key Managerial personnel | Fotal | Ultimate Holding Company | Associates | Fellow Subsidiary | Wholly Owned Subsidiary | Key Menagerial personnel | Total |
| R | Transactions | | | | | | | | | | | | |
| - | _ | 50.20 | | | | | 60,20 | 362 57 | • | | | | 362.57 |
| | ADM Agro Industries Kota & Akola Pvt Ltd | • | • | | 2,697.53 | | 2,697.53 | | | | 6,475 11 | • • | 6,475 11 |
| | A.M. Todd | | | 400.67 | | , | 400.67 | ı | | 102.82 | | • | 102 82 |
| | ADM Wild Europe GmbH & Co. KG | • | • | 10.93 | • | • | 10.93 | | | 3,75 | | , | 3.75 |
| c | Purchase of England and | | | | | | | | | 20.00 | | | |
| 4 | Furchase of Financial goods ADM Agro Industries Latur & Vizag Private ADM Specially Ingradients Furge (B.V.) | | 3,186.66 | | | | 3,186.66 | | 17,852 93 | 0.62 |) | 1 1 | 17,852 93 |
| er. | Purchase of Traded Material | | | | | | | | | | | | |
| , | A.M. Todd | • | • | 21.45 | ٠ | • | 21.45 | • | ٠ | 2.36 | • | • | 236 |
| | WILD Flavor Inc. ADM Wild Funce GmbH & Co. KG | | . , | 23.02 | | | 23.02 | 1 1 | | 19.69 | | | 19 69 |
| | Wild Valencia S.A.U. ADM Specialty Ingradiants Firms (R.V.) | | | 3.41 | | | 3,41 | | 1 > | 18.25 | | , . | 18.25 |
| 4 | Purchase of Stores & Spares | | | | | | | | | | | | |
| | ADM Agro Industries Latur & Vizag Private ADM Agro Industries Kota & Akola Pvt Ltd | | 66.85 | | | , , | 66.85 | | | | | 1 1 | |
| 10 | Purchase of fixed assets Evials India Limited | | | 8.84 | | , | 8,84 | | | | , | | , |
| | ADM Agro Industries Kola & Akola Pvt Ltd | | | • | • | | | - | | | 129 | • | 1 29 |
| φ | Sale of Raw Material & Traded Goods ADM Agro Industries Kots & Akols Part Ind | | | | 773.10 | | 773.10 | | | | | | |
| - | Sale of Finished Goods | | | | | | | | | | | | |
| | ADM International Sart-Switzerland ADM Agro Industries Latur & Vizag Private | | 2,410.88 | 51,88 | ٠. | , . | 51.88 | 4 1 | 5,360,90 | 55 02 | • 1 | | 5,360 90 5,360 90 |
| 00 | Sales of Stores & Spares ADM Acro indistries Latin & Vizao Private | | 1.57 | | | | 1.57 | | 1 59 | | | | 1 59 |
| on | Sale of Fixed Assets | | | | | | | | | 100 | | | 631 |
| | Evialis India Limited ADM Agro Industries Latur & Vizag Private | | 7.01 | | | | 7.01 | . , | 13.64 | 2. | | | 13.64 |
| 5 | _ | | | | | | | | | | | | - |
| | Will Flavor Inc. | , , | • • | 1,976,48 | | | 1,9/6.46 | • 1 | | 136.52 | . , | | 136 52 |
| | ADM WILD Europe GmbH & Co. KG | , | | 0.56 | • | • | 99'0 | , | 1 | 5.25 | • | • | 525 |
| | ADM Japan Lid. | • | • | 293.02 | , | | 293,02 | | ŀ | 200 09 | • | | 200 09 |
| | ADM Wild Gras San. ve Tic. Ltd. Sti | • | | 0,88 | | , | 0.88 | | | , | - | , | |
| = | Sale of MEIS License ADM Agro Incustries Kota & Akola Pvt Ltd | | | | 4,94 | | 4.94 | | | | 190.68 | | 190 68 |
| 12 | _ | | | | | | | | | | | | |
| | (Expenses) Net ADM Agro Industries Latur & Vizag Private ADM Agro Industries Kota & Akola Pvt L(d | , , | 20.47 | | | | 20.47 | | 0.01 | 1 1 | 118 00 | | 118 00 |
| 5 | _ | | | | | | | | 740.46 | | 85.42 | 1 1 | 85 42 740 46 |
| 4 | - | | | | | | | | 2 | | | | |
| | | • | 9.10 | | • | • | 9.10 | | i | - 00 | ' | 1 | - 00 |
| | ADM Treasury Evialis India Limited | | | 24.00 7.5 1.6 | | | 71.64 | | | 406.00 | | | 406 00 60 51 |
| | Arche Dense Midland Company, USA | | - 1 | | | | | | | | | | |

ADM Agro Industries India Private Limited Notes to financial statements for the year ended March 31, 2022

32. Related party disclosures

| Income from management service | | | Line Landan | | | | | | | | | |
|--|---------|------------|-------------|----------|-----|----------------------------|--------|-----------|----------|-----------|---|----------------------------|
| ADM Agro Industries Latur & Vizag Private Evialis India Limited ADM Agro Industries Kota & Akola Pvt Lid | | 248.65 | 126,43 | 522.27 | | 248.65 126.43 522.27 | | 378.42 | 147.50 | | | 378.42 147.50 564.38 |
| Loans Given ADM Agro Industries Kota & Akola Pvt Ltd ADM Agro Industries Latur & Vizag Private | | | | | | | | 28 525 00 | | 29,800 00 | | 29,800.00 |
| Loans Recovered ADM Agro Industries Kota & Akola Pvi Lid ADM Agro Industries Latur & Vizag Private | | | | | | | | 42,725 00 | | 29,800.00 | | 29,800 00 42,725 00 |
| Loan Taken ADM Agro Industries Latur & Vizag Private Evialis India Limited | | (2,650.00) | 2,776.00 | , , | | (2,650.00) | | | 1,000.00 | | | 1,000,00 |
| Loan Repaid Evialis India Limited ADM Agro Industries Latur & Vizag Private | | 2.650.00 | 2,573.18 | | . , | 2,673,18 | | | ., | | | |
| Reimbursement of expenses from Archer Daniels Midland Company, USA | 46.70 | | | | | 48.70 | 6 10 | · | 1 | • | , | 6 10 |
| ADM International Sart | | | 0.07 | | | 70.0 | | | 0.12 | • 1 | | 1.21 |
| ADM Agro Industries Kota & Akola Pvt Ltd | | • | | | | , į | | 1 0 | | 39.33 | - | 39.33 |
| ADM Agro Industries Latur & Vizag Private ADM Expatriate | | 67.73 | 0.02 | | , , | 67.73 | | 289.26 | 2.79 | | | 239.26 |
| Invivo Nsa Sa | , | | , 48,73 | a | • | 48.93 | | | 1.21 | | | 76.54 |
| Adm Matsutani Singapore Pie Lid Adm Matsutani Singapore Pie Lid | | | 90.0 | | | 90'0 | ١. | 1 > | | , , | | |
| ADM Wild Europe Gribti & Co. No Reimbursement of expenses to | 1 | | | | | 4 4 4 | | | | 94069 | | 640.69 |
| ADM Agro Industries Kota & Akola Pyt Ltd ADM Agro Industries Latur & Vizao Private | | 479 19 | | 1,145,68 | , , | 1,149,65 | | 68.85 | | 200 | | 68 85 |
| ADM Asia-Pacific Trading Pte Ltd. Singapore | • | , | 62.10 | • | • | 62.10 | - | • | t | | | 1 |
| Evialis India Limited | | • | 269.26 | • | | 259.26 | 1 | , | 24.48 | 1 | | 24 48 |
| Adm Matsutani Singapore Pte Ltd | | | 0.14 | | | 0.14 | , | | 00.00 | | | 0000 |
| Adm Germany Gmbn ADM International Sarl | | . , | 0.82 | . , | . , | 0.82 | | | 3.00 | , , | | 300 |
| Information System Expenses Archer Daniels Midland Company USA | 549.67 | | | | | 549.67 | 444 18 | | | | , | 444 18 |
| Commission Expenses/(Income) | | | (73.53) | | , | (73.63) | | | 10 09 | | | 10 09 |
| Adm Matsutani Singapore Pte Ltd | | | (32.39) | • | | (32.39) | • | • | ' | | | 1 |
| ADM International Sarl | 1 | 1 | 1 | + | 1 | | | | 1 | | | I |
| Miscellaneous Expenses/ {Income} Archer Daniels Midland Company, USA ADM Wild Furne GmbH & Co. KG | (97.96) | . , | | | , . | (97.96) | 86.15 | 1 1 | | | | 86 15 |



ADM Agro Industries India Private Limited Notes to financial statements for the year ended March 31, 2022

32. Related party disclosures

| L | | | | 202 | 2021-22 | | | | | | 2020-21 | | |
|----|---|-------|--------|----------|---------|--------|----------|--------|------|----------|---------|-------|--------------|
| 52 | _ | | | | | | | | | | | | |
| | Foss | : | | | | | | | | | | | 0 |
| | Archer Daniels Midland Company, USA | 20.33 | | r | • | • | 20.33 | 4.55 | | | ' | | 66 4 66 4 |
| | ADM Asia-Pacific Trading Pte Ltd Singapore | | | (0.62) | , | • | (0.62) | | | 200 | | 1 | 990 |
| | ADM Expatriate | • | | (0.30) | , | | (0.30) | | • | 50. | | | 150 |
| | ADM international Sarl | | • | 0.42 | • | | 0.42 | | | 1 45 | | | 145 |
| | WILD Flavor Inc | | | | • | • | | | , | 259 | | | 2.59 |
| | ADM Hamburg(Gen) | • | | | | | | • | | 0.03 | | | 50.0 |
| | ADM Hedge Center | | , | (0,16) | | | (0.16) | | , | 0.13 | | | 0.13 |
| | Adm Germany Gmbh | , | ٠ | • | • | | | | , | 690 | | | 690 |
| | ADM Specialty Ingredients Europe (B.V.) Adm Matsutani Shosapore Pie Lid | | ٠. | 0.00 | | | 0.03 | | | 7 00 | | | 7.96 |
| 8 | - | ı | | | | | | | | | | | |
| 4 | | • | • | • | | 120.07 | 120.07 | 1 | • | • | • | 98 13 | 98 13 |
| | - Kshirodh Aggarwal | | , | • | • | 84.53 | 84.53 | | 1 | • | • | 73.20 | 73 20 |
| | - Mr Sanjay Prakash Laud | , | | • | , | 68,32 | 68.32 | • | • | • | | 59.71 | 12 69 |
| | Mr Prabhat Kumar Gupta | • | | • | • | 71.27 | 71.27 | • | • | | | 57 33 | 67 33 |
| | - Mr Keshav Kumar Sharma | | | ٠ | • | 51.85 | 51.85 | | | • | | 37.90 | 37.90 |
| | - Mr Ankit Jain | , | • | • | | 21.35 | 21.35 | | | 1 | | 16 93 | 16 93 |
| ő | Ralances at the year and: | Ī | ŀ | ŀ | I | 1 | | | Ī | 1 | | | I |
| á | | | | | | | | | Ī | İ | | İ | |
| 77 | ADM Acro Industries Kota & Akola Pvr I to | | | • | 568.32 | • | 568.32 | | | • | 407 60 | , | 407 60 |
| | ADM Set Global Hedge Center | , | ٠ | 434 | , | • | 4.34 | | ٠ | 4 19 | | | 4 19 |
| | ADM Acro Industries Later & Vizan Private | | 244.84 | , | , | • | 244.84 | | • | | • | | |
| | ADM JAPAN LTD | | | 49.29 | , | • | 49.29 | | • | 0.75 | • | • | 0.75 |
| | ADM Expatriate | • | | 8.42 | , | • | 8.42 | • | | 8.13 | 1 | • | 8 13 |
| | Global Cocoa Holding | • | , | 1.27 | • | • | 1.27 | | • | 1 27 | • | ' | 1.27 |
| | Invivo Nsa Sa | , | • | 1.27 | | ٠ | 1.27 | • | | 1.27 | | • | 127 |
| | Evialis India Limited | • | | 150.03 | | • | 150,03 | • | | 202 36 | | | 202 36 |
| | Wild Flavors (Beijing) Co.Ltd | • | | 0.34 | , | • | 0.34 | | | 17.96 | | | 98.4 |
| | Wild Flavors Inc | • | | 817,63 | | | 817.63 | • | | 120 43 | | | 120 43 |
| | ADM WILD Europe GmbH & Co. KG | • | • | 3,95 | | | 3.85 | | | 9000 | r | | 0000 |
| | ADM International Sarl | , | , | , 00 | | | . 00 00 | | ' | 0000 | | | 33.33 |
| 18 | _ | 1 | 1 | (00'0) | Ī | 1 | [00:00] | | • | 500 | 1 | 1 | à |
| 87 | Archer Daniels Midland Company 11SA | 47.99 | | 72.99 | , | | 103.75 | 583.05 | | | ٠ | , | 583 05 |
| | ADM International Sarl | , | • | 23,04 | | | 23.04 | | ' | | • | | |
| | Wild Valencia S.A.U | • | • | 3.46 | • | • | 3.46 | | , | | • | | , |
| | ADM Asla-Pacific Trading Pte Ltd. Singapore | • | | 84.20 | • | | 84.20 | • | • | 22 20 | • | • | 22 20 |
| | A.M Todd | • | | 186.20 | , | • | 186.20 | • | , | 78 57 | • | | 78.57 |
| | WILD Flavor IncErlanger | • | | 13.64 | , | | 13.64 | • | | . ; | , | | 1 ' |
| | ADM WILD Europe GmbH & Co. KG | • | • | 31,46 | | | 31.46 | | • | 6/ /1 | | | 11.19 |
| | Wild Intermale Gribh | • | , | 41.30 | | • | 90'1# | _ | 7 00 | B • | | | 8 8 |
| | ADM Agro II kuda ka Latut o vizag Frivaka ADM Operations from Administrations (P.V.) | , | , | • | • | | | | 6 , | 16.50 | ' ' | | 25.55 |
| | ADM JAPAN LTD | | | 18,86 | . 1 | | 18.86 | , | • | 18.41 | ٠ | | 18 41 |
| 53 | Loans Payable | | | | | | | | | | | | |
| | | | ٠ | 5,800.00 | • | | 5,800.00 | - | 1 | 5,800 00 | | | 5,800 00 |
| | - | • | - | 1,200.00 | 1 | | 1,200.00 | | 1 | 000001 | - | 1 | ON OND L |
| 8 | Interest Payable | | 1 | 20 02 | | | 90 69 | | | 90.85 | | | 90.69 |
| | Admi Treasury Center-corporate-no | | | 21.42 | | | 21.42 | | | 55.97 | | r | 55 97 |
| | EVIGIIS II MIG Entitles | 1 | 1 | A | 1 | | | | | | | | |



33. Contingent Liabilities*

Contingent liabilities not provided for are as follows:

The Company has estimated contingent liabilities in respect of show-cause notices/demands received from Government Authorities and others in respect of the following:

| S. No. | | As at March 31, 2022 | So at Blouch 24 200 |
|--------|--|----------------------|---------------------|
| a) | Claim against the Company not acknowledged as debt | 5.48 | |
| b) | Miscellaneous litigations under labour laws, under Food Safety and Standard Authority of India Act (FSSAI) & | 9.40 | 6.4 |
| | Islandards for Weight and Measurement Act (SWMA) and other matters. (Note-1) | 784 00 | |
| c) | Demand raised by Sales Tax Authority from various states | 764.89 | 764.89 |
| d) | Liquidated damages (Note 2) | 1,328.89 | 1,328.89 |
| e) | Income tax matters under appeal for assessment years 2001-02 and 2002-03 | 78.54 | 78.54 |
| f) | Income tax demand for assessment year 2011-12. Appeal filed with Tribunal. Application has been filed under | 44.24 | 44.24 |
| | amnesty scheme Jamount paid under protest Rs. 122.85 lakhs (March 31, 2021; Rs. 122.85 lakhs)] | 400.00 | |
| 0) | TDS demands from assessment year 2007-08 to 2021-22 | 150.61 | 150,61 |
| h) | Transfer Pricing adjustment made in respect of contract cancellation charges under amnesty scheme has been | 54.67 | 54.67 |
| | filed and matter is pending for disposal [amount paid under protest Rs. 426 lakhs (March 31, 2021, Rs. 426 | | |
| i) | VAT-CST assessment order issued for Wild India in the State of Maharashtra for the period FY 2014-15. | 823.94 | 823.94 |
| | On January 01, 2020, the Food Sofety Officer had the state of manarashtra for the period FY 2014-15. | 14.54 | - |
| ,, | On January 01, 2020, the Food Safety Officer had taken samples of the product "Soyabean Seeds" It is alleged that Products are non-compliant with plantaged for lawy had been samples of the product "Soyabean Seeds". | | |
| | that Products are non-compliant with standard for "soya bean" in Regulation 2.4.6;15 of the Food Safety and | | |
| | Standards (Food Product Standards and Food Additives) Regulations, 2011 ("FSS Standards and Additives | | |
| | Regulation"). Consequently, proceedings have been initiated against the Respondents under Section 51 of the | | |
| k) | FSSAI Act (as amended) and Rules made thereunder for sub-standard food product | 5.00 | |
| к) | In the matter of Nilesh P, Dakone V/s, ADM (24 Ex-employees challenged their termination and claimed requisite | | |
| | compensation) Order has been passed against ADM, ADM had paid the amount to 21 employees, 1 care has | | |
| | been dismissed by the Labour Court due to no-evidence from the Complainant, | 2.90 | |
| 1) | In the matter of Manoj Janmala V/s. ADM India (Dharwad) 4 Workmen were charged for safety violation leading | 2.90 | |
| | to amputation of leg of a co-worker, Mr. Dinesh Nakl. Labour Court passed order against ADM, ADM, has | | |
| | challanged the Labour Court Order before the Karnataka High Court via writ petition. | | |
| | Total | 56.35 | |
| |) V(a) | 3,331.05 | 3,252,26 |

^{*} The company has been advised that the demand is likey to be either deleted or substiantially reduced and accordingly no provision has been considered necessary

Note 1:

In view of large number of cases, it is not practicable to disclose individual details. Above amounts are affected by numerous uncertainties and timing of economic benefit outflow will depend upon timing of decision of these cases.

Note 2

The Company had received a claim for liquidated damages amounting to Rs. 94.40 lakks from the liquidator of Shri Ambica Mills Limited, its erstwhile landlord. This claim relates to liquidated damages for the period December 01, 1996 to March 17, 1999. Based on the legal opinion obtained, the management is of the view that the Company is Accordingly, no further provision is considered necessary in this regard.



34. Transfer Pricing

The Company is required to comply with the transfer pricing regulations under Section 92-92F of the Income Tax-Act, 1961. The management is of the opinion that its international transactions with its associated enterprises are at arm's length and that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation. The transfer pricing adjustments, if any, will be made in the books of account of the following financial year.

35. Particulars of Unhedged and Hedged Foreign Currency exposure as on date

| | Foreign | | March 31, 2022 | | 71 | March 31, 2021 | |
|------------------------------------|----------|---------------|----------------------------------|------------|---------------|----------------------------------|--------|
| I. Assets | Currency | Exchange Rate | Amount in Foreign currency | Amount | Exchange Rate | Amount in Foreign currency | Amount |
| Other recoverable | USD | 75.87 | (16.982.02) | (12.88) | 73 14 | 83,28 75 | 60,91 |
| Trade receivables | USD | 75.87 | (1.657.320.23) | (1.257.46) | | 241,672.90 | 176.75 |
| Total recoverble (A) | USD | 75.87 | (1.674.302.25) | (1.270.34) | 73 [4 | 324.954 64 | 237.66 |
| Hedges by derivative contracts (B) | USD | 75.87 | (1.976.000.00) | (1.499,25) | 73 14 | 262,000.00 | 191.62 |
| Unhedged recoverable (C=A-B) | USD | 75.87 | 301.697.75 | 228.91 | 73 14 | 62.954.64 | 46.04 |

| | | | March 31, 2022 | | | March 31, 2021 | |
|------------------------------------|---------------------|---------------|----------------------------------|----------|---------------|----------------------------------|---------|
| II. Liabilities | Foreign Currency | Exchange Rate | Amount in Foreign currency | Amount | Exchange Rate | Amount in Foreign currency | Amount |
| Trade pavable | USD | 75.87 | 1.354.453.43 | 1.027.66 | 73 14 | 980,725.04 | 717.27 |
| Interest payable | USD | 75.87 | | - 1 | 73 14 | | 117.27 |
| Buyer's credit loan | USD | 75.87 | | | 73.14 | | |
| Total payables (A) | USD | 75.87 | 1,354,453,43 | 1,027.66 | 73 14 | 980,725,04 | 717.27 |
| Hedges by derivative contracts (B) | USD | 75.87 | 406,000,00 | 308.04 | 73 14 | 119.000.00 | 87 03 |
| Unhedged payables (C=A-B) | USD | - | 948.453.43 | | | 861.725.04 | 630.24 |
| Trade payable | EURO | 84.25 | 90.126.17 | 75.93 | 85 82 | 94,163-96 | 80 81 |
| Total payables (D) | EURO | 84.25 | 90.126.17 | 75.93 | 85 82 | 94 163 96 | 80.81 |
| Hedges by derivative contracts (E) | EURO | 84.25 | 162,000,00 | 136.48 | 85 82 | 200,000 00 | 171.64 |
| Unhedged payables (F=D-E) | EURO | 84.25 | (71.873.83) | (60.55) | 80.44 | (105.836 04) | (90.83) |

36. Open commodity/currency futures Contracts (Hedged)

| Commodity/Currency | Net open Posit Purchase/ (Sh (Qty. in MT)-Curr | ort-sales) | | |
|---------------------|--|------------|--|--|
| | As at Mar | reh 31 | | |
| | 2022 | 2021 | | |
| Soya Seed | | - (0.04) | | |
| Channa | | (0.00) | | |
| Soya Refined Oil | | 0.01 | | |
| Currency (USD)-net | (0.00) | (0.00) | | |
| Currency (EURO)-net | 0.00 | 0.00 | | |

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

| | As at Marc | h 31 |
|--|------------|-------|
| Details | 2022 | 2021 |
| The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year | 266.22 | 286.6 |
| The amount of interest paid by the buyer in terms of Section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year | Nil | Nil |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006 | Nil | Nil |
| The amount of interest accrued and remaining impaid at the end of each accounting year; and | Nil | Nil |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006 | Nil | Nıl |

^{*}The above disclosure is based on information available with the Company regarding status of the suppliers as defined under the Section 2 of the Micro. Small and Medium Enterprises Development Act, 2006.

38. (a) CIF Value of import (on accrual basis)

| | For the year ended | on March 31 |
|---|--------------------|-------------|
| | | 2021 |
| Stock-in-trade | 611.05 | 1,648 82 |
| Raw Materials | 2,769.25 | 895 75 |
| Stores and Spares | 3.88 | 19.80 |
| | 3,384.18 | 2,564.37 |
| | For the year ended | on March 31 |
| 38 (b) Expenditure in foreign currency during the year | 2022 | 2021 |
| Salaries (including staff welfare) | 25.50 | 28.36 |
| Management charges (including Information system expenses) | 1.146.73 | 444 18 |
| Travelling & conveyance | 13.79 | |
| Legal & professional charges | 18.13 | L56 |
| Membership & Subscription | • | 0.66 |
| Miscellaneous expenses | 64.02 | 51 72 |
| Commercial | 1,268,16 | 526.48 |

VOIDA 1

| | Year ended on Mar- | ch 31, 2022 | Year ended on | March 31, 2021 |
|--|--------------------|---------------|---------------|----------------|
| | Percentage | Amount in Rs. | Percentage | Amount in Rs. |
| 8 _(c) Total value of all imported and indigenous raw materials and Stores & Spares consumed | | | | |
| -Raw Materials | | | | |
| -Imported | 2.72% | 2,769.25 | 0.85% | 895.7 |
| -Indigenous | 97.28% | 98,891.94 | 99.15% | 104,134.3 |
| | 100,00% | 101,661.19 | 100,00% | 105,030.0 |
| -Stores & Spares (excluding capitalised during the year) | | ··· ··- | | |
| -Imported | 1,25% | 3.88 | 5.15% | 19.8 |
| -Indigenous | 98.75% | 306.84 | 94.85% | 364.5 |
| | 100.00% | 310.72 | 100,00% | 384.3 |

| | For the sear ended | on March 31 |
|-----------------------|--------------------|-------------|
| | 2022 | 2021 |
| Miscellenous Income | 99.86 | 88 71 |
| Commission Income | 89.73 | 10 09 |
| Compensation Received | - | |
| FOB value of Export | 3,054,35 | 1,982.37 |
| | 3,243,93 | 2,081.16 |
| 40 Financial Daties | | |

| Ratio | Numerator | Denominator | Current Year | Previous year | % variance | Reason for variance |
|--------------------------------------|---|---|--------------|---------------|------------|--|
| (a) Current ratio | Current assets | Current liabilities | 67% | 92% | -21% | |
| (b) Debt-equity ratto | Borrowings+Inte rest Accrued | Total Equity | 2004% | 563% | 1441% | Due to decrease in working capital |
| (c) Debt service coverage ratio | Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc. | Interest & Lease Payments + Principal Repayments | 24% | -6% | 30% | Due to additional loan borrowed and current maturities of long term borrowings |
| (d) Return on equity ratio | Net Profits after taxes | Average Shareholder's | -21% | -56% | 34% | Due to loss after tax is less in comparison to |
| (e) Inventory turnover ratio | Cost of goods sold OR sales | Average Inventory Average inventory is (Opening + Closing balance /2) | 1054% | 807% | 247% | Due to Increase in raw material |
| (f) Trade receivables turnover ratio | Net Credit Sales | Avg Accounts Receivable | 4498% | 7046% | -2548% | Due to increase in trade receivable |
| (g) Trade payables turnover ratio | Net Credit Purchases | Average Trade Payables | 2108% | 1710% | 398% | Due to decrease in average trade payable |
| (h) Net capital turnover ratio | Net Sales | Working Capital | -1347% | -10588% | 9241% | Due to consequential impact of current maturties of long term borrowings & decrease |
| (i) Net profit ratio | Net profit | Net Sales | -1% | -1% | 0% | NA |
| (j) Return oπ capital employed | interest and taxes | Capital Employed | -68% | -17% | -50% | Due to impact of loss during the year leads to decrease in capital |
| (k) Return on investment | NA | NA | NA | NA | NA | NA |

41. The Company has incurred accumulated losses as at March 31, 2022 amounting to Rs.32,745.81 Lakhs (as at 31 March 2021 Rs. 31,158.34 Lakhs) which has resulted in substantial erosion of net worth of the Company

As at March 31, 2015, there is an indication of impairment of one of cash generating unit - Nagpur Plant "CGU" of the Company on account of continuing operational losses. Further, the Board of Directors / many one of the Company vide Board Resolution dated August 07, 2015 has decided to close down the activities of the CGU and discontinued its operations including but not limited to the full and final settlement of the workmen of the plant

On August 10, 2015, the Company filed for closure of its cash generating unit at Nagpur with relevant labour authorities in the state of Maharashtra. In the state of Maharashtra, the relevant law provides for an approval mechanism where there are more than 100 workers on an average in the preceding 12 months, which was not applicable since the worker's number did not cross such threshold.

The company complied with all the legal requirements and paid the closure compensation to all its workers. By the letter dated January 20, 2016, the Director of Department for Industrial Health and Safety confirmed that they had visited the plant to this effect. The workers have filed two litigation pertaining to the closure i.e. ULP NO. 251/2015 and ULP No. 381/2015. In ULP No. 251/2015, the court had passed an interim order on October 13, 2015 in favor of the company rejecting the worker's demand regarding stay on the closure process. Both the matters are subjudice and have yet to attain finality. Management is of the view that, in time the matters will be decided in its favor based on facts and merit.

the Board of Directors /Management of the company vide Board Resolution dated August 31, 2018 has impaired Nagpur Plant fixed assets for an amount equivalent to L. 2018 amounting to Rs. 2,134 88 Lakhs after reduction of estimated net realizable value, if any, except the land and building at Nagpur plant (Refer note 11 & 12).

However, these fameual statements have been prepared on a "going concern" basis as the necessary financial support is committed by its holding company towards its operations and assets and liberary in the continue as going concern.

42. In respect of Company's long term unquoted investments in shares of its wholly owned subsidiary company i.e., ADM Agro Industries Kota & Akola Private Limited "ADM KA" for dimunition in the value (amount was not ascertained) of investments whose net worth as at the year-end has been croded and ADM Akola plants have been closed down and discontinued its operation including but not limited to the full and final settlement / compensation of workers of both the plants. Thus, the closure application of one of the plant. Akola" is still pending before the labour department and the Company is hopeful to get a positive order from Honourable High Court shortly,

Considering such decision, the Board of Directors /Management of the 'ADMKA' vide Board Resolution dated August 29, 2018 has impaired both the plants fixed assets for an amount equivalent to book value as at March 31, 2018 amounting to Rs. 4,546 95 Lakhs after reduction of estimated net realizable value, if any, except the land and building at Kota plant. Further the board of Directors/Management of the "company" vide Board Resolution dated August 30, 2019 has created the provision for diminution to recognise a decline, other than temporary, in respect of Company's long term unquoted investments in the shares of "ADM KA" for an amount equivalent to book value as at March 31, 2019 amounting to Rs. 20,566 099 Lakhs

43. No provision has been made in the carrying value of Rs 2,428.74 Lakhs (previous year Rs 2,428.74 Lakhs) in respect of Company's long term unquoted in the shares of its associate company i.e. ADM Agro Industries Latur & Vizag Private Limited ('ADM LV") for diminution in the value of investments which is having accommended losses at the year-end, owing to future profit projections and anticipated operational growth. Thus, in the opinion of the management, no provision for diminution is considered necessary at this stage

Further, no provision has been considered necessary in respect of loans including interest accrued given to the "ADM LV" amounting to Rs. Nil (Previous year Rs. Nil), as the management is hopeful of recovering the same in due course of time.

44. Capital and other commitments

As at March 31

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)

2022 2021 314,64 103.98 314.64 103.98

45 Balances of certain trade receivables, trade payables and advance are subject to confirmation / reconciliation, if any. The management does not expect any management and the management does not expect any management. difference affecting the financial statements on such reconciliation / adjustments.

46. Update on the Code on Social Security, 2020 ('Code')

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective

- (1) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property
- (ii) The Company do not have any transactions with struck off companies.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year,
- (v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Invested funds) with the understanding that the Intermediary shall
 - a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries), or
 - b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party).
- (vii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

48. Corporate Social Responsibility ('CSR')

- (i) Gross amount required to be spent by the company during the year Rs. Nil (March 31, 2021 Rs. Nil)
- 49. Previous year figures have been re-grouped/ re-classified, wherever considered necessary to conform to the current year's presentation

As per our report of even date attached

For SURESH SURANA & ASSOCIATES LLP

Chartered Accountment Firm's Reg No. 121750W/W-100010

20101 Kapil Kedar

(Partner) Membership No. 094902

Place : Gurugram

Date: 20 September 2022

e and on behalf of the Board of Director ADM Agro Indottries India Private Limited

Aggarwal

Director)

DIN No 07290927

neepara Mishra Managing Director

D(19 No: #125844

Amain Jain

Company Secretary Urgaon M. No.: A29499

Place : Gurugrum

Date: 20 September 2022

ADM Agro Industries India Private Limited

CIN: U01403MH2009PTC291309

| | As at December 31, 2022 |
|---|-------------------------|
| I. EQUITY AND LIABILITIES | |
| (1) Shareholders' Funds | |
| (a) Share capital | 24.911 |
| (b) Reserves and surplus | (27,367 |
| | (2,456 |
| (2) Non-current liabilities | |
| (a) Long-term borrowings | 7,278 |
| (c) Long-term provisions | 1,302 |
| | 8,967 |
| (3) Current liabilities | |
| (a) Short-term borrowings | 17.130 |
| (b) Trade payables | - |
| -Total outstanding dues of micro enterprises and small enterprises | _ |
| -Total outstanding dues of creditors other than micro enterprises and small enterpris | 5.658 |
| (c) Other current liabilities | 1,001 |
| (d) Short-term provisions | 590 |
| | 24,379 |
| TOTAL | 30,890 |
| H. ASSETS | |
| (1) Non-current assets | |
| (a) Property, plant and equipment and Intangible assets | |
| (i) Property, plant and equipment | 4,843 |
| (ii) Intangible assets | |
| (iii) Capital work-in-progress | |
| | 4,843 |
| (c) Non-current investments | 2.429 |
| (d) Long-term loans and advances | 1,506 |
| (e) Other non-current assets | 3,893 |
| | 12,671 |
| (2) Current assets | |
| (a) Inventories | 12,624 |
| (b) Trade receivables | 5,158 |
| (c) Cash and bank balances | 5,156 425 |
| (d) Short-term loans and advances | 12 |
| (e) Other current assets | 12 |
| | 18,219 |
| TOTAL | 20.000 |
| IVIAL | 30,890 |

For and on behalf of the Board of Directors ADM Agro Industries India Private Limited

Kshirodh Aggarwal Gurgaon

Wholetime Director

DIN 07290927

A101, IDC Apartment, Sector-11, Plot 8C, Dwarka, Delhi-110075

Place: Curnarem

Place: Gurugram Date: January 10, 2022 Prabhat Kumar Gupta Irgaon

Wholetime Director DIN 07432747

C-1061, SF, Ansal Essencia,

Sector 67, Gurugram- 122101

ADM Agro Industries India Private Limited

CIN: U01403MH2009PTC291309

Un-Audited Supplementry Accounting Statement of Profit and Loss for the period

ended December 31, 2022

| | (Amount in INR Lakhs) For the period ended 31-Dec-22 |
|--|--|
| Income | |
| I. Revenue from operations | 97,718 |
| II. Other income | 404 |
| III. TOTAL INCOME (I+II) | 98,122 |
| Expenses | |
| (1) Cost of raw materials consumed | 41,812 |
| (2) Purchases of Stock-in-trade | 49,990 |
| (3) Changes in inventories of finished goods, work-in- | (687) |
| 4) Employee benefits expense | 2,886 |
| (5) Depreciation and amortization expenses | 198 |
| (6) Finance costs | 894 |
| (7) Other expenses | 6,036 |
| IV. TOTAL EXPENSES | 101,129 |
| V. Loss before tax (III-IV) | (3,007) |
| VI. Exceptional items | |
| VII. Loss before tax (V-VI) | |
| Гах expense: | |
| 1) Current tax | - |
| 2) MAT credit entitlement | |
| 3) Excess provision of tax relating to earlier years | 512 |
| VI. Total tax expense (1 to 4) | 512 |
| VII. Loss for the year (V-VI) | (3,518) |

For and on behalf of the Board of Directors
ADM Agro Industries India Private Limited

Kshirodh Aggarwalrgaon

Wholetime Director DIN 07290927

A101, IDC Apartment, Sector-11,

Plot 8C, Dwarka, Delhi-110075

Piace: Gurugram Date: January 10, 2022 Prabhat Kumar Gupta
Wholetime Director

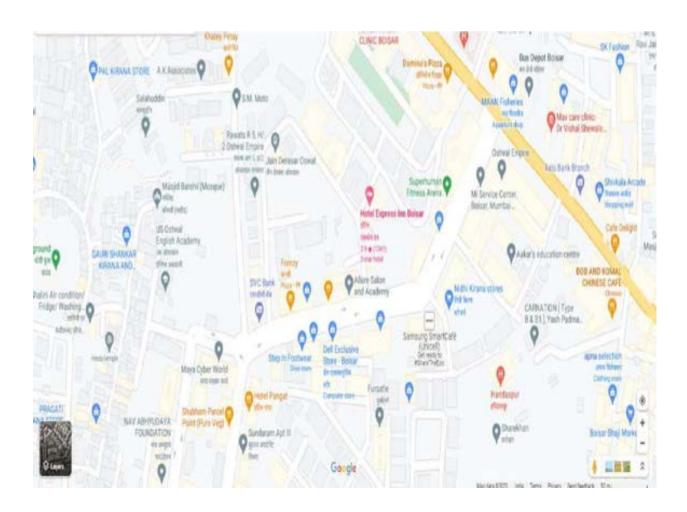
DIN 07432747

C-1061, SF, Ansal Essencia, Sector

67, Gurugram- 122101

Route Map to the Venue of the NCLT Convened Meeting of the Unsecured Creditors of the Company

Venue: Hotel Express Inn Boisar, Next To Big Bazar, Ostwal Empire, Boisar - Tarapur Road, Boisar, Maharashtra 401501





ADM Agro Industries Latur & Vizag Private Limited CIN: U15143MH1991PTC378170

Vatika Professional Point, 3rd Floor, Golf Course Extension Road, Sector-66, Gurgaon – 122 018, Haryana, India Ph. +91 124 4937800, Fax +91 124 4937889 Website – www.adm.com

Form No. MGT-11 Proxy form

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

CIN: U15143MH1991PTC378170

Name of the Company: ADM Agro Industries Latur & Vizag Private Limited Registered office: Plot No. G 75 TO G 86, MIDC, Latur, Maharashtra, India, 413531

Venue of the meeting: Hotel Express Inn Boisar, Next To Big Bazar, Ostwal Empire, Boisar - Tarapur

| | Boisar, Maharashtra 401501 | 1 63.4 | 1 2022 - 11 00 AM ICT | | |
|--------|--|-------------|--|--|--|
| Day, D | ate and Time: Thursday, the 16th | day of Mai | rch 2023 at 11:00 AM IST | | |
| | fill attendance Slip and hand it over | at the entr | ance of the Meeting Venue: | | |
| Name | of the Unsecured Creditors | | | | |
| Regist | ered address Unsecured Creditors | : | | | |
| E-mai | l Id: | | | | |
| I/We h | eing the Unsecured Creditor (s) o | f the above | e named company, hereby appoint: | | |
| 1. | enig the obsecured election (5) of | tile doore | s named company, nercoy appoint. | | |
| Name | : | | | | |
| Addr | | | | | |
| E-ma | il Id: | | | | |
| Signa | nture:,or failing him | | | | |
| | | | | | |
| 2. | | | | | |
| Name | e: | | | | |
| Addr | | | | | |
| E-ma | | | | | |
| Signa | nture:,or failing him | | | | |
| Unsecu | red Creditors of the Company cor | ivened pui | r me/us and on my/our behalf at the meeting of the resuant to the order of the Hon'ble National Companysday, 16 th Day of March, 2023 at 11:00 AM (IST) a | | |
| | | | Ostwal Empire, Boisar - Tarapur Road, Boisar | | |
| | | | reof in respect of such resolutions as are indicated | | |
| below: | , , , , , , , , , , , , , , , , , , , | | • | | |
| S. No. | | Ag | enda | | |
| 1. | TO APPROVE SCHEME OF ARRANGEMENT AMONG ADM AGRO INDUSTRIES LATUR & VIZAG PRIVATE LIMITED ("AMALGAMATING COMPANY 1"), EVIALIS INDIA LIMITED ("AMALGAMATING COMPANY 2"), ADM AGRO INDUSTRIES INDIA PRIVATE LIMITED ("AMALGAMATED COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS | | | | |
| Signed | this day of | 2023 | | | |



ADM Agro Industries Latur & Vizag Private Limited CIN: U15143MH1991PTC378170

Vatika Professional Point, 3rd Floor, Golf Course Extension Road, Sector-66, Gurgaon – 122 018, Haryana, India Ph. +91 124 4937800, Fax +91 124 4937889 Website – www.adm.com

| Sigature of the Unsecured Creditor | : | |
|------------------------------------|---|--|
| | | |
| Signature of the Proxy | : | |
| | | |

Affix revenue stamp of not less than Rupee 1

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- 2. An unsecured creditor may vote either for or against each resolution.



ADM Agro Industries Latur & Vizag Private Limited CIN: U15143MH1991PTC378170

Vatika Professional Point, 3rd Floor, Golf Course Extension Road, Sector-66, Gurgaon – 122 018, Haryana, India Ph. +91 124 4937800, Fax +91 124 4937889 Website – www.adm.com

ADM AGRO INDUSTRIES LATUR & VIZAG PRIVATE LIMITED

Regd. Office: Plot No. G 75 TO G 86 MIDC, Latur Latur Latur MH 413531 IN

ATTENDANCE SLIP

MEETING OF THE UNSECURED CREDITORS OF THE COMPANY CONVENED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

| Venue of the meeting: Hotel Express Inn Boisar, Next To Big Bazar, Ostwal Empire, Boisar - Tarapur Road, Boisar, Maharashtra 401501 Day, Date and Time: Thursday, the 16th day of March 2023 at 11:00 AM IST | | | | | | |
|--|------|---|--|--|--|--|
| Name of the Unsecured Creditor /Proxy / Authorised Representative | : | | | | | |
| Address of the Unsecured Creditor /Proxy / Authorised Representative | : | | | | | |
| Email ID | : | | | | | |
| I/We certify that I/We am/are the unsecured creditor(s) the Company. |)/pr | oxy for the registered unsecured creditor(s) of | | | | |
| I hereby record my presence at the meeting of the Unsecured Creditors of the Company convened pursuant to the order of the Hon'ble National Company Law Tribunal, Mumbai Bench, to be held on Thursday, 16 th Day of March, 2023 at 11:00 AM (IST) at Hotel Express Inn Boisar, Next To Big Bazar, Ostwal Empire, Boisar - Tarapur Road, Boisar, Maharashtra 401501 | | | | | | |
| Name of the Unsecured Creditor /Proxy / Authorised Representative | : | | | | | |
| Signature of the Unsecured Creditor /Proxy / Authorised Representative | : | | | | | |
| *Strike out whichever is not applicable. | | | | | | |
| Signature of Unsecured Creditor/Proxy/ Authorised Representative | | | | | | |
| Note: Please submit the signed attendance sheet along with copy of Identity Proof at the venue of the meeting | | | | | | |

Regd. Office: Plot No. G 75 TO G 86, MIDC, Latur, Maharashtra, India, 413531