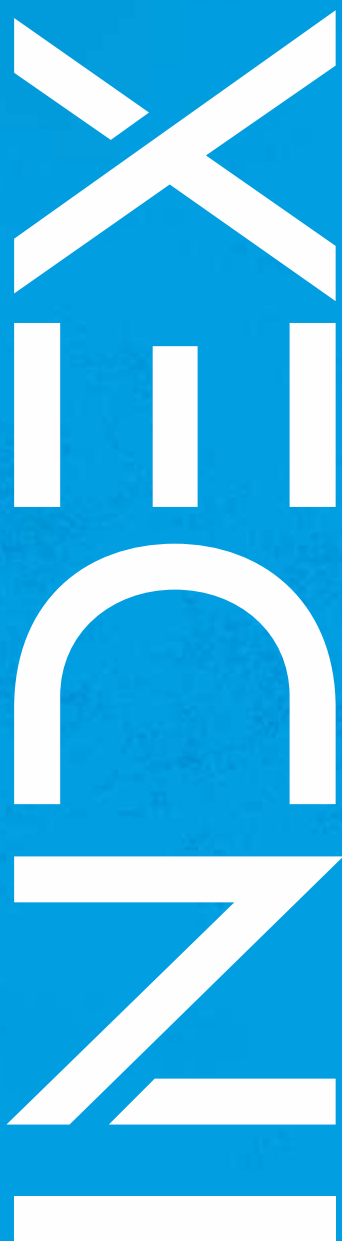


India's leading seeds manufacturing Company

BOMBAY SUPER HYBRID SEEDS LIMITED

ANNUAL REPORT 2022-2023



**01****CORPORATE INFORMATION****03****02****CHAIRMAN MESSAGE TO
SHAREHOLDERS****04****03****NOTICE OF 9TH
ANNUAL GENERAL MEETING****05****04****DIRECTOR'S REPORT****26****05****ANNEXURES TO THE
BOARD'S REPORT****36****06****INDEPENDENT
AUDITOR'S REPORT****110****07****FINANCIAL STATEMENTS ALONG
WITH CASH FLOW STATEMENT****121****08****ATTENDANCE SLIP****152****09****PROXY FORM****153****10****ROAD MAP****155****REGISTERED OFFICE ADDRESS**

SHREENATHJI INDUSTRIAL ESTATE PLOT NO. 11
NATIONAL HIGHWAY 8-B, NEAR KUVADVA GIDC, KUVADVA, RAJKOT, GUJARAT: 360023
www.bombaysuperseeds.com

CORPORATE INFORMATION

MANAGING DIRECTOR & CHAIRMAN

MR. ARVINDKUMAR KAKADIA

EXECUTIVE DIRECTORS

MR. KIRITKUMAR KAKADIA (CFO)
MR. KISHORKUMAR KAKADIA
MR. JADAVJIBHAI KAKADIA
MR. HEMANG BAXI

INDEPENDENT NON EXECUTIVE DIRECTORS

MR. DHARMESH CHOTAI
MRS. RICHA KAUSHAL MASHRU
MR. HARDIK PATEL
MR. AMIT GADHIYA
MR. HARSHIL VASANI

: BOARD COMMITTEES :

AUDIT COMMITTEE

MR. DHARMESH CHOTAI - CHAIRMAN
MR. HARDIK PATEL - MEMBER
MR. ARVINDKUMAR KAKADIA - MEMBER

NOMINATION & REMUNERATION COMMITTEE

MRS. RICHA MASHRU - CHAIRMAN
MR. HARDIK PATEL - MEMBER
MR. AMIT GADHIYA - MEMBER

STAKEHOLDERS RELATIONSHIP COMMITTEE

MR. AMIT GADHIYA - CHAIRMAN
MR. DHARMESH CHOTAI - MEMBER
MR. HARDIK PATEL - MEMBER

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

MR. HEMANG BAXI - CHAIRMAN
MR. KISHORKUMAR KAKADIA - MEMBER
MR. AMIT GADHIYA - MEMBER

RISK MANAGEMENT COMMITTEE

MR. HARSHIL VASANI - CHAIRMAN
MR. HEMANG BAXI - MEMBER
MR. ARVINDKUMAR KAKADIA - MEMBER

MR. KIRITKUMAR KAKADIA - MEMBER
MR. JADAVJIBHAI KAKADIA - MEMBER

COMPANY SECRETARY & COMPLIANCE OFFICER :- CS JALPA N DOSHI

STATUTORY AUDITOR

GAUTAM N ASSOCIATES.,
CHARTERED ACCOUNTANTS
PLOT NO. 30, GNA HOUSE, ADALAT ROAD,
AURANGABAD, MAHARASHTRA.

INTERNAL AUDITOR

H. H. ATKOTIYA & ASSOCIATES,
CHARTERED ACCOUNTANTS
RAJKOT, GUJARAT .

SECRETARIAL AUDITOR

VAST & CO.
COMPANY SECRETARIES LLP.
JAMNAGAR, GUJARAT.

REGISTRAR & SHARE TRANSFER AGENT

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
A/505 DATTANI PLAZA, A K ROAD, SAFED POOL, ANDHERI (EAST), MUMBAI - 400072.
LAND LINE NOS: 022-49721245, 022-28511022 WEBSITE :- WWW.SKYLINERTA.COM



OUR ESTEEMED SHAREHOLDERS,

It is with great pleasure and humility that I address you to discuss the financial performance of our esteemed company in the seed industry over the past year.

First and foremost, I want to express my gratitude to each one of you for your continued trust and investment in our company. Your unwavering support has been the cornerstone of our growth, and your belief in our vision has been a driving force behind our success.

Now, let's dive into the financial highlights of the past year. I am pleased to report that despite the many challenges presented by the global economic landscape, our company has shown resilience and adaptability. We have navigated through uncertain times with a steady hand, achieving strong financial results.

Revenue Growth: Our company's revenue has seen a remarkable increase of almost 20% over the past year. This growth is attributed to various factors, including our commitment to innovation, expanding market reach, and the dedication of our sales and marketing teams. Our products have gained significant traction in both existing and emerging markets, and we continue to see strong demand for our seed varieties.

Profitability: Our commitment to operational efficiency and cost management has borne fruit. Our profit margins have expanded, with a almost 60% increase in net profit compared to the previous financial year. This increase is a testament to our focus on delivering value to our customers and optimizing our operations.

Market Expansion: We have actively pursued opportunities for market expansion. Our efforts to diversify our product offerings and tailor them to specific regional needs have paid off. We have successfully entered new markets, and established ourselves as a trusted name in the seed industry.

Research and Development: Our ongoing investments in research and development continue to drive innovation within our organization. Our researchers have made significant breakthroughs in developing seeds that are not only high-yielding but also adapted to the evolving challenges of climate change and sustainability. These advancements position us as a leader in the industry.

In closing, I want to emphasize that while we celebrate our achievements, we also acknowledge the challenges that lie ahead. The seed industry is dynamic and ever-changing, and we must stay vigilant and adaptable. We will continue to invest in our people, our products, and our values.

Your trust in us has fueled our growth, and your expectations drive us to continually improve and excel.

Together, we are poised to seize the opportunities that await us and overcome any obstacles that may arise.

Thank you for your unwavering support and trust. We are committed to delivering value to our shareholders, and to contributing to the growth and success of the seed industry.

Thank you.

Arvind J Kakadia
Managing Director and Chairman
Bombay Super Hybrid Seeds Limited



NOTICE OF 9TH ANNUAL GENERAL MEETING

**Shreenathji Industrial Estate, Plot No. 11, Near Kuvadva G I D C,
National Highway 8-B, Rajkot-360023, Gujarat**

NOTICE is hereby given that the 9th Annual General Meeting of the members of Bombay Super Hybrid Seeds Limited will be held on **Saturday, September 30, 2022 at 03:00 P.M.** at Shrinathji Industrial Estate, Plot No.-11, Near Kuvadva G I D C, 8 - B, National Highway, Rajkot - 360023, Gujarat to Transact the Following Businesses:

ORDINARY BUSINESS:

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

“RESOLVED THAT the Audited Financial Statements of the Company for the year 2022-23 together with the Reports of the Board of Directors’ and Auditors’ thereon of the Company for the year 2022-23 as presented to the meeting, be and hereby, approved and adopted.”

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

“RESOLVED THAT, Pursuant to Section 152 of Companies Act, 2013 Mr. Hemang Baxi (DIN:07278049), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as a Director of the Company.”

3. APPOINTMENT OF STATUTORY AUDITOR:

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

“RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Gautam N Associates & a Peer Reviewed Firm, having Firm Registration No. 0103117W, be and are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of 9th Annual General Meeting till the conclusion of 14th Annual General Meeting, at such remuneration as mutually agreed between the Auditors and Management of the Company”.

“RESOLVED FURTHER THAT, Board of Directors be and are hereby authorized to do all such acts, deeds and things as may be required in this regard to implement and give effect to this Resolution”.

“RESOLVED FURTHER THAT Mr. Arvindkumar J Kakadia (DIN 06893183), Managing Director, be and is hereby authorised to Certify copy of this Resolution.

SPECIAL BUSINESS:

4. TO ENHANCE THE BORROWING LIMITS OF THE COMPANY:

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

“RESOLVED THAT in supersession of the earlier resolution passed by the Members pursuant to the provisions of Sections 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be

amended from time to time, the Board of Directors of the Company (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) be and is hereby authorised to borrow any sum or sums of monies, from time to time, in both domestic and foreign currency, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the Company (apart from temporary loans obtained from Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total principal amount so borrowed together with the amount(s) already borrowed shall not exceed the aggregate of the paid up share capital, free reserves and securities premium of the company by Rs. 500 Crores (Rupees Five Hundred Crores only) at any point of time.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board Of Directors thereof be and are hereby authorised to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution."

5. TO APPROVE POWERS OF THE BOARD U/S 180(1)(A) OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof and subject to approval of members, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create such mortgages, charges and hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company, on all or any of the immovable and movable properties of the Company whose so ever situated, both present and future, and the whole or any part of the undertaking of the Company together with powers to take over the management of the business and concern of the Company in certain events, in such manner as the Bank may deem fit , to or in favour of all or any of the financial institutions/ banks/ lenders/ any other investing agencies or any other person(s)/ bodies corporate by private placement or otherwise, to secure rupee/ foreign currency loans and/ or the issues of debentures, bonds or other financial instruments (hereinafter collectively referred to as 'Loans'), provided that the total amount of Loans together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidate damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the agreements entered into/ to be entered into by the Company in respect of the said Loans, shall not, at time exceed the limit of Rs. 500.00 Crores - (Rupees Five Hundred Crores Only).

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

6. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY U/S 185 OF COMPANIES ACT, 2013:

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

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

authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any director of the Company is deemed to be interested) or to Managing Director or Whole time director of the company upto an aggregate sum of INR 300 Crores (Rupees Three Hundred Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

7. APPROVAL OF MEMBERS FOR INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE U/S 186 OF THE COMPANIES ACT, 2013.

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

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

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

8. MATERIAL RELATED PARTY TRANSACTION(S) WITH UPSURGE SEEDS OF AGRICULTURE LIMITED

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and in modification of earlier resolution passed by the members in this behalf, the consent of the members of the Company be and is hereby accorded to enter one or more Material Related Party Transactions with Upsurge Seeds of Agriculture Limited up to Rs. 300 Crore in the financial year 2023-24 and subject to the conditions that contract(s)/transaction(s) so carried out shall at all times be on arm’s length basis and in the ordinary course of the Company’s business.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorised to settle any

question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.”

“RESOLVED FURTHER THAT, the Board be and are hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.

9. MATERIAL RELATED PARTY TRANSACTION(S) WITH AMERICAN GENETICS SEEDS LIMITED

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and in modification of earlier resolution passed by the members in this behalf, the consent of the members of the Company be and is hereby accorded to enter one or more Material Related Party Transactions with American Genetics Seeds Limited up to Rs. 100 Crore in the financial year 2022-23 and subject to the conditions that contract(s)/transaction(s) so carried out shall at all times be on arm’s length basis and in the ordinary course of the Company’s business.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.”

“RESOLVED FURTHER THAT, the Board be and are hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.

10. TO APPROVE REMUNERATION OF Mr. ARVINDKUMAR KAKADIA [DIN: 06893183] MANAGING DIRECTOR UNDER SECTION 196 AND 197 READ WITH SCHEDULE V OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the and pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Persons) Rules, 2014 (including any amendments thereto or re-enactment thereof for the time being in force) and such other approvals, permissions, and sanctions of such authorities and/or agencies as may be required in this regard and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, approval of the members be and is hereby accorded for payment of remuneration to Mr. Arvindkumar Kakadia (DIN: 06893183), Managing Director of the Company up to limit of Rs. 5,00,000/- (Rs. Five Lacs Only) per month inclusive of all perquisite, benefits and amenities but excluding Bonus as per the company’s policy, with effect from October 01, 2023 up to the remaining period of his tenure or the revision in remuneration by Board of Directors whichever is earlier.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board, be and is hereby authorised to vary, alter and modify the terms and conditions including designation, remuneration/ remuneration structure of Mr. Arvindkumar Kakadia (DIN: 06893183), Managing Director within the limits approved by the Members.

RESOLVED FURTHER THAT where in any financial year during the currency of term of Mr. Arvindkumar Kakadia (DIN: 06893183), Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Arvindkumar Kakadia (DIN: 06893183), Managing Director, remuneration by way of Salary and Perquisites up to the limit as specified above as remuneration, notwithstanding such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or under any other law for the time being in force, if any.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company, as approved by the resolution passed at the 8th Annual General Meeting of the Company held on September 09, 2022 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors and/ or Committee of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as maybe necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution.”

11. TO APPROVE REMUNERATION OF MR. KIRITKUMAR KAKADIA [DIN: 06893686] WHOLE TIME DIRECTOR UNDER SECTION 196 AND 197 READ WITH SCHEDULE V OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the and pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Persons) Rules, 2014 (including any amendments thereto or re-enactment thereof for the time being in force) and such other approvals, permissions, and sanctions of such authorities and/or agencies as may be required in this regard and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, approval of the members be and is hereby accorded for payment of remuneration to Mr. Kiritkumar Kakadia (DIN: 06893686), Whole Time Director of the Company up to limit of Rs. 5,00,000/- (Rs. Five Lacs Only) per month inclusive of all perquisite, benefits and amenities but excluding Bonus as per the company's policy, with effect from October 01, 2023 up to the remaining period of his tenure or the revision in remuneration by Board of Directors whichever is earlier.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board, be and is hereby authorised to vary, alter and modify the terms and conditions including designation, remuneration/ remuneration structure of Mr. Kiritkumar Kakadia (DIN: 06893686), Whole Time Director within the limits approved by the Members.

RESOLVED FURTHER THAT where in any financial year during the currency of term of Mr. Kiritkumar Kakadia (DIN: 06893686), Whole Time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Kiritkumar Kakadia (DIN: 06893686), Whole Time Director, remuneration by way of Salary and Perquisites up to the limit as specified above as remuneration, notwithstanding such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or under any other law for the time being in force, if any.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company, as approved by the resolution passed at the 8th Annual General Meeting of the Company held on September 09, 2022 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors and/ or Committee of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as maybe necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution.”

Regd. Office:
Shreenathji Industrial Estate, Plot No. 11,
Near Kuvadava G I D C, 8-B,
National Highway,

By Order of the Board
For Bombay Super Hybrid Seeds Limited

Date: 07/09/2023
Kuvadva, Rajkot.

SD/-
CS Jalpa Doshi
Company Secretary & Compliance Officer Place:

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The instrument appointing a proxy must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A member would be entitled to inspect the proxies lodged at any time, except the date of AGM, during the business hours of the Company. The required statutory registers will be made available at the AGM venue for inspection by the members at the AGM.
4. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
5. Members/Proxies are requested to bring their attendance slip for attending the meeting. Members should bring their copy of the Annual Report to the meeting.
6. Members, who hold shares in Physical / Dematerialized Form, are requested to bring their Folio No./ Depository Account Number and Client ID Number for identification.
7. Members seeking any information with regard to accounts of the Company are requested to write to Company at its Registered Office, so as to reach at least 10 days before the date of Meeting to enable Management to keep information ready.
8. Members are requested to intimate the Registrar and Share Transfer Agent of the Company – Skyline Financial Services Pvt. Ltd., A/505 Dattani Plaza, A K Road, Safeed Pool, Andheri (East), Mumbai - 400072., immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect of equity shares held in dematerialized form.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Registrars and Share Transfer Agent of the Company.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, September 24, 2023 to Saturday, September 30, 2023 (both days inclusive) in connection with the Annual General Meeting. Cut-off date for shareholders eligible to attend the meeting will be September 22, 2023.
12. Section 20 of the Companies Act, 2013 permits service of documents on members by a company through electronic mode. Accordingly, as a part of the Green Initiative, electronic copy of the Annual Report for F.Y. 2022-23 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication

purposes unless any member has requested for a physical copy of the same. Members who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses with Skyline Line Financial Services Private Limited at Pravin.cm@skylinerta.com. Members may also note that the Annual Report for F.Y. 2022-23 will also be available on the Company's website www.bombaysuperseeds.com for download.

13. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
14. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to Skyline Financial Services Private Limited a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting 48 hours before the date of AGM.
15. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by System Support Services i.e. CDSL, on all resolutions set forth in this Notice.
17. Notice of the 9th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants(s) for communication purposes through electronic mode. The Notice of the 8th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
18. Vijay Anadkat & Associates, Company Secretaries having FRN: 12051 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Board has also authorised Chairman to appoint one or more scrutinizers in addition to and/or in place of Vijay Anadkat & Associates.
19. A route map giving directions to reach the venue of the 9th Annual General Meeting is given at the end of the Notice.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **September 27, 2023 (09: 00 AM IST) and ends on September 29, 2023 (05:00 PM IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 23, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting

venue.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non- institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e- voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdsiindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdsiindia.com and click on login & New System Myeasi Tab and then click on registration option.

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e- Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e- Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in Demat mode) Login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company Name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during E-voting period.</p>

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

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

Login type	Helpdesk details
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Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholder holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However,

shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Bombay Super Hybrid Seeds Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@bombaysuper.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Special Businesses set out in the Notice.

ITEM No.: 02

Details of Director(s) seeking re-appointment at the Annual General Meeting

Name of the Director	Mr. Hemang Chandrakant Baxi
DIN No.	07278049
Date of Birth	16.11.1965
Type of appointment	Executive Director
Date of Appointment/ Reappointment	07/11/2016
Areas of Specialization & brief Resume	He has rich and vast experience of 30 years in agriculture and related field. He looks after Research & development activities of our company.
List of Directorship held in outside Public Limited Companies	Nil

Accordingly, the Board recommends passing of the Resolution at Item No. 2 of the Notice as an Ordinary Resolution. None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution.

ITEM NO. 03:

In item no. 3 the company has proposed appointment of M/s. Gautam N Associates, Chartered Accountants (FRN: 0103117W) in the notice, from the Conclusion of 9th Annual General Meeting till the Conclusion of 14th Annual General Meeting. The board of directors has proposed the resolution for approval of Members. None of the directors and key managerial personnel are interested in this resolution.

M/s. Gautam N Associates, Chartered Accountants (FRN: 0103117W), have conveyed their consent to be appointed as the Statutory Auditor of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Brief Profile of M/s. Gautam N Associates, Chartered Accountants is as under:

Name of Firm	M/s. Gautam N Associates
Constitution of Firm	Partnership Firm
Name of Auditor	CA Gautam Nandawat
Membership No.	032742
Firm Registration No	0103117W
Qualification	F.C.A. , F.C.S. , Diploma in Information System Audit
Accomplishments	<ul style="list-style-type: none"> Chartered Accountants firm formed in the Year 1980. Ranked No.1 Firm in Marathwada region by Prime Academy Research on Top CA Firms in India. The firm is based at Mumbai and Aurangabad providing services in the field of audit, direct and Indirect taxes and advisory to domestic and foreign entities.

Accordingly, the Board recommends passing of the Resolution at Item No. 3 of the Notice as a Ordinary Resolution. None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or

interested, financial or otherwise, in the resolution.

Item No. 4 & 5:

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limits for the Board and authorize the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs. 500 Crores (Rupees Five Hundred Crores Only).

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustees. Further, the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013. Hence it shall be necessary to obtain approval for the same from the Shareholders. The Board of Directors recommend for Shareholders approval through Special resolution.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

Item No. 6:

The Company is expected to render support for the business requirements of other companies/entities in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities. Hence, in order to enable the company to advance loan to Managing Director/Whole Time Director/Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members.

Except Mr. Arvindkumar Kakadia (DIN: 06893186), Mr. Kiritkumar Kakadia (DIN: 06893686), Mr. Kishorkumar Kakadia (DIN: 07412684) 06893 and Mr. Jadavji Kakadiya (DIN:07412605) and their relative, None of the Director, KMP and their relatives is in any way concerned or interested financially or otherwise in this resolution except to the extent of their shareholding.

Item No.7:

As per the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body

corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for the same.

The Board of Directors Recommend the Special Resolution for approval by the members.

Except Mr. Arvindkumar Kakadia (DIN: 06893186), Mr. Kiritkumar Kakadia (DIN: 06893686), Mr. Kishorkumar Kakadia (DIN: 07412684) 06893 and Mr. Jadavji Kakadiya (DIN:07412605) and their relative, None of the Director, KMP and their relatives is in any way concerned or interested financially or otherwise in this resolution except to the extent of their shareholding.

Item No. 8:

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") all material related party transactions require shareholders' approval and a transaction with related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company. Since the said transaction(s) is/ are material in nature, if taken together, during a financial year, in terms of provisions of Listing Regulations thus require the approval of the shareholders through resolution and all related parties shall abstain from voting on the said resolution.

Therefore, keeping in view the intent of Companies Act, 2013, Listing Regulations and for better Corporate Governance, the Company seeks approval of the shareholders for the transaction(s)/ arrangement(s) entered into or to be entered with Upsurge Seeds of Agriculture Limited. The key details regarding the transaction(s)/arrangement(s) and disclosures as required under Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 are given below for perusal:

DETAILS OF TRANSACTION(S)/ ARRANGEMENT(S)				
1.	Name of Related Party	Upsurge Seeds Of Agriculture Limited		
2.	Nature of Relationship	Directors of the Company are interested in the related party		
3.	Name of Directors or key managerial personnel who is related, if any	Name of Director	Designation	Relationship
		Mr. Arvindkumar J Kakadia	Managing Director	Director & Member
		Mr. Jadavjibhai D Kakadia	Executive Director	Member
4.	Nature, material terms, monetary value and particulars of the said Transaction	Purchase of Raw Materials	Rs. 150 Crore	
		Sale of Finished Goods	Rs. 150 Crore	

In terms of Section 188 of the Companies Act, 2013, Mr. Arvindkumar J Kakadia, Managing Director & Mr. Jadavjibhai D Kakadia, Directors of the Company and their relatives shall be deemed to be interested in this resolution.

The Board recommends the resolution for approval of the Members. Also, the Members are further informed that no related party shall be entitled to vote on this resolution.

Item No. 9:

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") all material related party transactions require shareholders' approval and a transaction with related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company. Since the said transaction(s) is/ are material in nature, if taken together, during a financial year, in terms of provisions of Listing Regulations thus require the approval of the shareholders through resolution and all related parties shall abstain from voting on the said resolution.

Therefore, keeping in view the intent of Companies Act, 2013, Listing Regulations and for better Corporate Governance, the Company seeks approval of the shareholders for the transaction(s)/ arrangement(s) entered into or to be entered with American Genetics Seeds Limited. The key details regarding the transaction(s)/arrangement(s) and disclosures as required under Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 are given below for perusal:

DETAILS OF TRANSACTION(S)/ ARRANGEMENT(S)				
1.	Name of Related Party	American Genetics Seeds Limited		
2.	Nature of Relationship	Director of the Company is interested in the related party		
3.	Name of Directors or key managerial personnel who is related, if any	Name of Director	Designation in	Relationship
		Mr. Arvindkumar J Kakadia	Managing Director	with Related Party Director & Member
4.	Nature, material terms, monetary value and particulars of the said Transaction	Purchase of Raw Materials	Rs. 50 Crore	
		Sale of Finished Goods	Rs. 50 Crore	

In terms of Section 188 of the Companies Act, 2013, Mr. Arvindkumar J Kakadia, Managing Director and their relatives shall be deemed to be interested in this resolution.

The Board recommends the resolution for approval of the Members. Also, the Members are further informed that no related party shall be entitled to vote on this resolution.

Item No. 10 :

Mr. Arvindkumar J. Kakadia (DIN: 06893183) was re-appointed as the Managing Director of the company for a period of five years with effect from November 01, 2022, after obtaining due approval of the members of the company in their

Annual General Meeting held on September 09, 2022.

The Company is in progressive stage and developing year to year and therefore the board at its, meeting held on September 07, 2023 on recommendation of Nomination and remuneration Committee, approved remuneration up to limit of Rs. Rs. 5,00,000/- (Rs. Five Lacs Only) per month inclusive of all perquisite, benefits and amenities with effect from October 01, 2023 up to

the remaining period of his tenure or the revision in remuneration by Board of Directors whichever is earlier, subject to approval of shareholders of the company at general meeting of the company.

Brief particulars of the terms of remuneration payable to Mr. Arvindkumar J. Kakadia (DIN: 06893183) are as under:

I. GENERAL INFORMATION;

Sr. No.	Particulars	Details
01.	Nature of Industry	Processing & Supplying of wide range of seeds
02.	Date Of Commercial Production	Commence business on 28/07/2014
03.	In Case New Companies, Expected Date of Commercial Activities	NA
04.	Financial Performance	As per Financial summary in Board's Report
05.	Foreign Investment	Not Applicable

II. INFORMATION ABOUT MANAGING DIRECTOR:

Sr. No.	Particular	Details
01	Back ground Details	Mr. Arvindkumar. J. Kakadia (DIN: 06893183) is appointed as Director of the company since incorporation i.e.28/07/2014 and subsequently designated as Managing Director w.e.f. November 01, 2017 for the period of 5 years and then re-appointed as a Managing Director w.e.f November 01, 2022 for the further period of 5 Years. He is also one of the founder of the business, he has contributed his knowledge, experience and his valuable assets at the same level for creating the business of the Company.
02.	Past Remuneration	12,00,000 /- P.A. as on 31/03/2023
03.	Recognition and Award	He has received an award from All India Business Development Association for Individual Achievement & National Development.
04.	Job and Profile Suitability	Mr. Arvindkumar. J. Kakadia (DIN: 06893183) is 38 year old and has a very wide knowledge in the field of Agriculture and other relevant activity related to the same business. He is in this field since year 1999.
05.	Proposed Remuneration	Rs. 5,00,000/- per month
06.	Incentive / Commission	-----
07.	Perquisites	As per rules of Company

08.	Leave & Encashment of leave	As per rules of Company
09.	Remuneration Comparison	The remuneration is proposed after comparison of remuneration package of other industry working on the same level.
10.	Pecuniary Relationship	Directors, their relatives and Members of the Company, may be deemed to be concerned or interested in this Resolution to their respective shareholding in the Company to the same extent as that of every other member of the company.

III. Other Information

01	Reason of loss or inadequate profits	Company is Profit making company but for better compliance the board passed the resolution under schedule V of Section II of Part II.
02	Steps taken or proposed to be taken for improve	The Management is taking continuous and progressive step to improve the performance
03	Expected increase in Productivity and Profit in Measurable terms	The Management expecting 40% to 50 % increase in productivity. The profit will also increase accordance with turnover subject to other distinct features and other aspect prevailing in the business.

Mr. Arvindkumar J. Kakadia (DIN: 06893183) has been associated with the company since its incorporation and has contributed a great value in the growth and success of the company with his rich expertise in the industry where the company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to revise his remuneration as the Managing Director.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Arvindkumar J. Kakadia (DIN: 06893183) as the Managing Director of the company.

Save and except Mr. Arvindkumar J. Kakadia (DIN: 06893183), and their relatives to the extent of their shareholding interest, if any, in the company, none of the other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board commends the Special Resolution set out at Item No.10 for the approval of Members.

Item No. 11:

Mr. Kiritkumar. J. Kakadia (DIN:06893686), Whole Time Director of the Company has been re-appointed as a Whole Time Director of the Company for a period of 5 years w.e.f. November 01, 2022. Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and exposure in the industry, the Board of Directors of the Company at its meeting held on September 07, 2023, has approved the revision in remuneration of Mr. Kiritkumar. J. Kakadia (DIN: 06893686), as a Whole Time Director, subject to approval of the members of the Company. Mr. Kiritkumar. J. Kakadia (DIN: 06893686), aged 43 years, is also one of the founder of the business, he has contributed his knowledge, experience and valuable assets at the same level for enhancement of business of company. He has wide experience of Agriculture Industry.

Brief particulars of the terms of re-appointment of and remuneration payable to Mr. Kiritkumar. J. Kakadia (DIN: 06893686) are as under:

I. GENERAL INFORMATION;

Sr. No.	Particulars	Details
01.	Nature of Industry	Processing & Supplying of wide range of seeds
02.	Date Of Commercial Production	Commence business on 28/07/2014
03.	In Case New Companies, Expected Date of Commercial Activities	NA
04.	Financial Performance	As per the Financial summary provided in the Board's Report
05.	Foreign Investment	Not Applicable

II. INFORMATION ABOUT THE WHOLE TIME DIRECTOR:

Sr. No.	Particular	Details
01	Back ground Details	Mr. KIRITKUMAR. J. KAKADIA (DIN: 06893686) is appointed as Director of the company since incorporation i.e.28/07/2014. He is also one of the founder of the business, he has contributed his knowledge, experience and his valuable assets at the same level for creating the business of the Company.
02.	Past Remuneration	12,00,000 /- P.A. as on 31/03/2023
03.	Recognition and Award	NIL
04.	Job and Profile Suitability	Mr. KIRITKUMAR. J. KAKADIA (DIN: 06893686) is 43-year-old and has a very wide knowledge in the field of Agriculture and other relevant activity related to the same business. He is in this field since year 1999.
05.	Proposed Remuneration	Rs. 5,00,000/- Per Month
06.	Incentive / Commission	-----
07.	Perquisites	As per rules of Company
08.	Leave & Encashment of leave	As per rules of Company
09.	Remuneration Comparison	The remuneration is proposed after comparison of remuneration package of other industry working on the same level.
10.	Pecuniary Relationship	Directors, their relatives and Members of the Company, may be deemed to be concerned or interested in this Resolution to their respective shareholding in the Company to the same extent as that of every other member of the company.

III. Other Information

01	Reason of loss or inadequate profits	Company is Profit making company but for better compliance the board passed the resolution under schedule V of Section II of Part II.
02	Steps taken or proposed to be taken for improve	The Management is taking continuous and progressive step to improve the performance

03	Expected increase in Productivity and Profit in Measurable terms	The Management expecting 40% to 50 % increase in productivity. The profit will also increase accordance with turnover subject to other distinct features and other aspect prevailing in the business.
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Save and except Mr. Kiritkumar. J. Kakadia (DIN: 06893686), and their relatives to the extent of their shareholding interest, if any, in the company, none of the other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board commends the Special Resolution set out at Item No. 11 for the approval of Members

Regd. Office:
Shreenathji Industrial Estate,
Near Plot No. 11,
Kuvadva G I D C, 8-B, National Highway,
Rajkot-360023, Gujarat

By Order of the Board
For Bombay Super Hybrid Seeds Limited

Date: 07.09.2023
Kuvadva, Rajkot

SD/-
CS Jalpa Doshi
Company Secretary & Compliance Officer Place:

DIRECTORS' REPORT

To,
Members,
Bombay Super Hybrid Seeds Limited

Your directors take pleasure in presenting the 9th (Ninth) Annual Report, together with the Audited Financial Statements, for the financial year ended March 31, 2023.

1. RESULTS OF OUR OPERATIONS AND STATE OF AFFAIRS (2022-23):

The Audited Standalone Financial Statements of your Company as on 31st March, 2023, are prepared in accordance with the relevant applicable Ind AS and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

PARTICULARS	₹. In Lakhs)	
	FOR THE YEAR ENDED ON	
	31.03.2023	31.03.2022
Revenue from Operations	22791.81	19172.42
Other Income	68.70	45.46
Total Revenue	22,860.52	19217.89
Financial Charges	302.67	189.40
Depreciation	134.61	131.35
Profit / (Loss) Before Taxation	1783.33	1102.37
Provision for Current & Deferred Taxation	105.18	51.99
Profit / (Loss) After Taxation	1678.15	1050.38
Other Comprehensive Income	-6.29	-0.5
Net Profit	1684.44	1055.46
EPS	1.61	10.06

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS).

2. COMPANY'S PERFORMANCE AND OPERATIONS:

Your directors are immense happy to inform that the company has broken its own records. The Company's revenue from operations for FY 2022-23 was Rs. 22,860.52 Lakhs as compared to Rs. 19217.89 Lakhs in the previous year which can be considered significant increase in revenue of the Company. The Company's profit before tax was ₹. 1783.33 Lakhs during the year as compared to ₹.1102.37 Lakhs in the previous year, an increase of 61.80 % over the previous year. The Company earned a net profit after tax of ₹. 1684.44lakhs, higher by 59.59% as against a net profit after tax of ₹. 1055.46 Lakhs in the previous year.

3. DIVIDEND:

As your directors wish to plough back profit for future development of the Company, no dividend is recommended or declared for the year ended on March 31, 2023.

4. DEPOSITS:

The Company has not accepted any fixed Deposits during the year under review.

5. SHARE CAPITAL:

The paid-up equity share capital as on March 31, 2023 was Rs.104937280/- divided into 104937280 equity shares of face value of 01/- each. During the year under review, the company has split the 1 Equity Share of Rs. 10 each into 10 Equity share of Rs.1 each. However, there was no public issue, rights issue, bonus issue or preferential issue, etc. during the has not issued shares with differential voting rights, sweat equity shares, nor has initiated any stock options.

6. FINANCIAL STATEMENT:

Full version of the Annual Report 2022-23 containing complete Balance Sheet, Statement of Profit & Loss, other statements, and notes thereto, prepared as per the requirements of Schedule III to the Companies Act, 2013, Directors' Report (including Management Discussion and Analysis, Corporate Governance Report) are being sent via email to all shareholders who have provided their email address(es). Full version of Annual Report 2022-23 is also available for inspection at the registered office of the Company during working hours up to the date of ensuing Annual General Meeting (AGM). It is also available at the Company's website at www.bombaysuperseeds.com.

7. RESERVES & SURPLUS:

The company has closing balance of ₹. 4584.18 Lakhs as reserve and surplus including Security Premium as on Financial Year ended on 31st March,2023 as Compare to ₹. 2899.74 Lakhs in Previous Year.

8. ANNUAL SECRETARIAL COMPLIANCE REPORT:

The Company has undertaken an audit for the Financial Year 2022-23 for all Applicable Compliances as per Securities and Exchange Board of India Regulations, Circulars/guidelines issued thereunder. The Annual Secretarial Compliance Report issued by M/s Vast & Co., Company Secretaries has been submitted to the Exchange within the prescribed Time.

9. STATUTORY AUDITORS AND AUDITOR'S REPORT THEREON:

M/s. Gautam N Associates, Chartered Accountants having FRN: 0103117W have been appointed in the 8TH Annual General Meeting of the Company till the conclusion of 9TH Annual General Meeting. Further the said firm has conveyed their consent to be Re-appointed as statutory auditor of the company, along with confirmation that their Re-appointment, if approved by shareholders in 9TH Annual General Meeting would be within the prescribed limit under the act.

The Statutory Audit Report is annexed to this Annual Report. There are no qualifications, reservation or adverse remarks made by the statutory auditors in their report or by the Practicing Company Secretary in the Secretarial Audit Report for the year ended 31st March 2023. During the year, there were no instances of frauds reported by auditors under Section 143(12) of the Companies Act, 2013.

10. SECRETARIAL AUDITORS:

Pursuant to Section 204 of the Companies Act, 2013 the Board of Directors had appointed M/s. VAST & Co., Company Secretaries LLP, to undertake the Secretarial Audit of the Company for the F.Y. 2022-23. The Secretarial Audit Report is attached to this report as "ANNEXURE-I"

11. INTERNAL AUDITORS

The Board of Directors of the Company has re-appointed M/s. H.H. Atkotiya & Associates. Chartered Accountants as an Internal Auditors to conduct Internal Audit of the Company.

12. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

As on March 31, 2023, The Company has neither subsidiary nor Joint Venture Company nor Associate Company.

13. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. For more details, refer to the 'Internal control systems and their adequacy' section in the Management's discussion and analysis, which forms part of this Annual Report.

14. DIRECTORS' RESPONSIBILITY STATEMENTS:

Pursuant to requirement under section 134(3)(C) of the Companies Act, 2013 with respect to Director's Responsibility Statement, it is hereby confirmed that :

- a) that in preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- b) that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2022-23 and of the profit of the Company for that year;
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) that the directors have prepared the annual accounts on going concern basis.
- e) That The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operation efficiently.
- f) That The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. DECLARATION FROM INDEPENDENT DIRECTORS

The independent Directors have submitted the declaration of independence, as required pursuant to section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub section (6) of Section 149.

16. MEETINGS OF THE BOARD:

The Meetings of the Board are held at regular intervals to discuss, deliberate and decide on various business policies, strategies, governance, financial matters and other businesses. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013, Secretarial Standards – 1 (SS-1) issued by the Institute of Company Secretaries of India and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. For more details, please

refer to the report on corporate governance, which forms part of this Annual Report in the form of **Annexure-II**.

17. COMMITTEES OF THE BOARD:

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following Committees constituted by the Board function according to their respective roles and defined scope in terms of the provisions of the Companies Act, 2013 & SEBI (LODR) Regulations 2015 read with rules framed thereunder:

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders' Relationship Committee
- Complaints Committee for Sexual Harassment Complaints Redressal

Details of composition, terms of reference and number of meetings held for respective committees given in the Report on Corporate Governance, which forms a part of this Annual Report as **Annexure II**. During the year under review, the Board has accepted all recommendations made by the various committees.

18. MEETING OF INDEPENDENT DIRECTORS:

In terms of requirements of Schedule IV of the Companies Act, 2013, The Independent Directors of your Company meet before the Board Meetings without the presence of the Executive Chairman or the Managing Director or other Non-Independent Director or Chief Financial Officer or any other Management Personnel. The Independent Directors of the Company met separately on to inter alia review the performance of Non-Independent Directors (including the Chairman), the entire Board and the quality, quantity and timeliness of the flow of information between the Management and the Board. All the Independent directors were attended the meeting.

19. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS/NON-EXECUTIVE DIRECTORS:

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement. Executive Directors and Senior Management provide an overview of the operations and familiarize the new Non-Executive Directors on matters related to the Company's values and commitments. The Directors are provided with all the documents to enable them to have a better understanding of the Company, its various operations and the industry in which it operates. The Director is also explained in detail the Compliance required from him/her under the Companies Act, 2013, the Listing Regulations and other relevant regulations and affirmation taken with respect to the same.

Pursuant to Regulation 25(7) of the Listing Regulations, the Company imparted various familiarization programmes for its Directors including review of Industry Outlook at the Board Meetings, Regulatory updates at Board and Audit Committee Meetings covering changes with respect to the Companies Act, 2013, Listing Regulations, Taxation and other matters, Presentations on Internal Control over Financial Reporting, Operational Control over Financial Reporting, Prevention of Insider Trading Regulations, Framework for Related Party Transactions, Plant Visit, Meeting with Senior Executive(s) of your Company, etc. Pursuant to Regulation 46 of the Listing Regulations. The details required are available on the website of your Company at www.bombaysuperseeds.com

20. ANNUAL EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, its Committees and individual Directors pursuant to the requirements of the Act. Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the guidance Note on Board Evaluation issued by the SEBI on 5th January 2017, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its committees.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc., The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings etc.,

In a separate meeting of independent directors, performance of non-independent directors, the chairman of the company and the board as whole was evaluated, taking into account the views of executive directors and non-executive directors. The Board and the nomination and remuneration committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and valuable inputs in meetings etc.,

In the board meeting that followed the meeting of the independent directors and meeting of nomination and remuneration committee, the performance of the board, its committees, and individual directors was also discussed. The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

21. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report has been attached to this report as an Annexure – III.

22. DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:

The Company has adopted a Remuneration Policy for the Directors, KMP and other employees, pursuant to the provisions of the Act and the SEBI Listing Regulations. In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules.

Pursuant to above mentioned regulations kindly refer ANNEXURE IV.

23. RELATED PARTY TRANSACTIONS:

During the year your company has entered into certain related party transaction, which were in ordinary course of Business and on arms' length basis, Details of the transactions pursuant to compliance of clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014:

Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the form AOC-2 as ANNEXURE V.

Suitable disclosures as required are provided in AS- 18 which is forming the part of the notes to financial statement.

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

• CONSERVATION OF ENERGY:

In accordance with the requirements of section 134(3)(3) of the Companies Act, 2013 read with rule 8(3) the Companies (Accounts) Rules, 2014 and forming part of the Report of the Directors, the particulars with respect to Conservation of Energy Technology Absorption and Foreign Exchange Earnings and Outgo are presented here under:

I. the steps taken or impact on conservation of energy :

Company has constructed Cold Storage facility having facility of 10,000 Metric Ton, The plant is constructed with Combination of our ancient temperature control in addition to modern structures, which results in less electricity consumption and seeds can be stored for long period and viability of the seeds can be extended.

II. the capital investment on energy conservation equipment :

Company has implanted solar panel for conservation of Energy. This has resulted in savings in cost by use of alternate source of energy. This investment in Solar Plant has helped the Company to generate electricity as an alternate source of energy and reduce electricity cost incurred in factory to a great extent.

• TECHNOLOGY ABSORPTION:

- (i) The benefits derived like product improvement, cost reduction, product development or import substitution :

High quality standards helps in maintaining a better image in the market and has helped in improving the marketability of the products. There is a comprehensive quality control to ensure that the Company's products meet international standards.

- (i) the expenditure incurred on Research and Development :

Your company is having strong Research & Development activities and has experienced R & D Team. During the year your company has spent approx. ₹. 181.91 lakhs for Research & Development Activities.

Further, as your company has treasured prestigious recognition to R & D Units of the company by which company can avail custom / central excise duty exemption on the purchase/import of equipment, consumables, instruments and spares there of used for Research & development activities during the period of recognition by The Department of Scientific and Industrial Research (DSIR) of Ministry of Science & Technology, New Delhi.

• FOREIGN EXCHANGE EARNING AND OUTGO :

There is a no Foreign Exchange Earnings during the year. However the company has spent worth of ₹. 130.03 Lakhs for purchase of Seeds.

Sr. No.	Particulars	(₹.)
(A)	Foreign Exchange Earnings	3.18 Lakhs
(B)	Import of Seeds (Outgo)	126.85 Lakhs

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The loan given or guarantee provided, or investment made by the Company during the Financial year 2022-23 as per Section 186 of the Companies Act, 2013 have been given in the Balance Sheet and Audit Report.

26. CORPORATE SOCIAL RESPONSIBILITY:

The brief outline of the Corporate Social Responsibility (CSR) policy of the Company and the initiatives under taken by the Company on CSR activities during the year under review are set out in Annexure VI of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this report.

27. HUMAN RESOURCES:

Our professionals are our most important assets. We are committed to hiring and retaining the best talent and being among the industry's leading employers. For this, we focus on promoting a collaborative, transparent and participative organization culture, and rewarding merit and sustained high performance. Our human resource management focuses on allowing our employees to develop their skills, grow in their career and navigate their next.

Our Human Resource (HR) team ensures that the employee benefits form an integral part of our work culture. Our company team consist of veteran R & D Expert who is having more than 25 years of experience in field of Agriculture along with this all other team members are well experienced and has developed skill in the agriculture field.

None of employee has received remuneration exceeding the limit as stated in rule (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

28. FARMER ENGAGEMENT

The Company believes in empowering the farmers and providing them with necessary knowledge. During the year, through its Farmer Engagement Programme in both Crop Care as well as the Seeds division and also provided some useful knowledge about sowing seeds in time, techniques for growing seeds, adding nitrogen & gyp-sum, using proper irrigation techniques, etc which helps farmers to increase the productivity.

29. DIVIDEND DISTRIBUTION POLICY:

Pursuant to regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has approved and adopted the Dividend Distribution Policy. The same is available at the Website of the Company and also annexed to this report as an Annexure VII

30. CODE FOR PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code for practices and procedures for fair disclosure of unpublished price sensitive information, which has been available on the Company's website www.bombaysuperseeds.com

31. CHANGE IN NATURE OF BUSINESS

During the year under consideration, there being no Change in nature of the Company.

32. CHANGE IN DIRECTORS AND KEY MANAGEMENT PERSONNEL:

During the year under consideration, your Company has regularised the appointment of Mr. Harshil B Vasani as Non-Executive Independent Director having DIN: 09633025 of the Company at the Annual General Meeting of the Company held on September 09, 2023.

Further at the 8th Annual General Meeting held on September 09, 2023, following agendas for reappointment of Directors has been approved by the shareholders of the Company:

1. Re-appointment of Mr. Arvindkumar J Kakadia (DIN: 06893183) as Managing Director of the Company.
2. Re-appointment Mr. Kiritkumar Kakadia (DIN: 06893686) As Whole Time Director of The Company.
3. Re-appointment Of Mr. Dharmesh Dineshbhai Chotai (DIN: 06651983) as an Independent Director Of The Company for the second term.
4. Re-appointment Of Mr. Hardikkumar Manilal Patel (DIN: 08041881) as an Independent Director Of The Company for the second term.

During the year under review, There was no change in the Key Managerial Personal of the Company.

33. MATERIAL CHANGES BETWEEN DATE OF THE BOARD REPORT AND END OF THE FINANCIAL YEAR

There have been no other material changes and commitments, which affect the financial position of the Company that have occurred between the end of the financial year to which the financial statements relate and the date of this report.

34. BUSINESS RISK MANAGEMENT

In today's economic environment, risk management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your company's risk management is embedded in the business processes. Your company has identified certain risks like price risk, uncertain global economic environment, interest rate, human resource, competition, compliance and industrial health and safety risk and has also planned to manage such risk by adopting best management practices.

35. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a strong step on prevention, prohibition, and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules and no complaint has been received on sexual harassment during the financial year 2022-23.

36. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

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

37. FIXED DEPOSITS

The company has not invited /accepted any fixed deposits under the provisions of section 73 of the companies Act, 2013 and rules made there under.

38. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, there were no instances incurred pursuant to which Company would require to transfer any amount to Investor Education and Protection Fund. Hence no reporting under this is required.

39. SECRETARIAL STANDARDS

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

40. LISTING ON STOCK EXCHANGES

The Company's shares are listed on the Main Board of the National Stock Exchange of India Limited with Script Code "BSHSL"

41. CREDIT RATING:

For Financial year 2022-23, Credit rating is not applicable to the company.

42. ANNUAL RETURN:

Pursuant to the provision of Section 134(3(a) and Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for F.Y. 2022-23 is uploaded on the website of the Company at www.bombaysuperseeds.com.

43. CORPORATE GOVERNANCE:

At Bombay Super, we ensure that we evolve and follow the corporate governance guidelines and best practices diligently, not just to boost long-term shareholder value, but also to respect rights of the minority. We consider it our inherent responsibility to disclose timely and accurate information regarding the operations and performance, leadership, and governance of the Company.

Pursuant to Regulation 34 of the SEBI Listing Regulations, Report on Corporate Governance along with the certificate from Vast & Co. Company Secretaries certifying compliance with conditions of Corporate Governance is part to this Report. The Report on the Corporate Governance is annexed herewith as Annexure -II.

44. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR):

Pursuant to Regulation 34 (2) (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Business Responsibility and Sustainability Report ("BRSR") for the year ended 31st March, 2023 is applicable to the company, being included in the Top 1000 Companies as per Market Capitalisation as on March 31, 2023. The said report is attached to this report as an Annexure VIII.

45. INSURANCE:

All the insurable interest of the company, including Inventories, Buildings, Machinery etc., is adequately insured.

46. GENERAL DISCLOSURE:

The Directors state that no disclosure or reporting is required in respect of the following items, as there were no transactions/events related to these items during the financial year under review:

1. There was no revision made in Financial Statements or the Board's Report of the Company;
2. The Company has not come up with any Right issue, Issue of Employee Stock Options, Issue of Sweat Equity Shares, Issue of Debentures, issue of Bonds etc.
3. Issue of equity shares with differential rights as to dividend, voting or otherwise;
4. Issue of sweat equity shares to employees of the Company under any scheme;
5. Made any change in voting rights;
6. Raising of funds through Preferential Allotment, Rights Issue or Qualified Institutional Placement;
7. Suspension of trading of equity shares of the Company;
8. No application for Bankruptcy under the Insolvency & Bankruptcy Code, 2016 was made against the Company during the financial year under review nor are there any pending proceedings for the same.

47. APPRECIATION AND ACKNOWLEDGEMENTS:


The Board of Directors wishes to express its gratitude and record its sincere appreciation for the commitment and dedicated efforts put in by executives, officers, and staff for their contribution and for making the Company what it is. The Directors likes to take this opportunity to thanks Shareholders, customers, vendors, dealers, suppliers, Bankers, government authorities for the support, encouragement, and their confidence in the management during the year.

Place: KUVADVA
Date: 07/09/2023

FOR AND ON BEHALF OF THE BOARD
BOMBAY SUPER HYBRID SEEDS LIMITED

Sd/-
Mr. Arvindkumar J Kakadia
Managing Director
DIN: 06893183

Sd/-
Mr. Kiritkumar J Kakadia
Whole Time Director
DIN: 06893686



SECRETARIAL AUDIT REPORT

2022-23

**Given By:
VAST & CO. COMPANY SECRETARIES LLP**

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration Personnel)
Rules, 2014]*

To,
The Members,
BOMBAY SUPER HYBRID SEEDS LIMITED
(CIN: L01132GJ2014PLC080273)
SHRINATHJI INDUSTRIAL ESTATE,
PLOT NO.-11, NEAR KUVADAVA G I D C,
8 - B, NATIONAL HIGHWAY,
RAJKOT - 360023, GUJARAT, INDIA

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BOMBAY SUPER HYBRID SEEDS LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **BOMBAY SUPER HYBRID SEEDS LIMITED** ("the Company") for the financial year ended on 31st March, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder.
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, transfer and transmission of shares.
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable** as the Company has not made any ESOP.
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable** as the Company has not issued such debt securities.
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. However, still all activities related to physical share transfer facilities are maintained In-House by Company.
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable**.
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable** as the company has not processed any buy back of its securities.
- (v) Since the company is engaged in Manufacturing and Supply of seeds, there is no specific law applicable to the Company:

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as per applicability.

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period under review, Changes took place in the composition of the Board of Directors is in compliance with the provision of the Companies Act, 2013.

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

All decisions at Board Meetings and Committee Meetings have been carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be. There were no dissenting views on any matter.

We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the respective Head of Departments of the company, we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

**FOR, VAST & CO. COMPANY SECRETARIES LLP,
PEER REVIEW CERTIFICATE NUMBER: 2282/2022,**

VIJAY BHARATBHAI ANADKAT
DESIGNATED PARTNER
DIN: 09578670
ACS No: 32795
C P No: 12051
UDIN: A032795E000930331

Date: 4th September, 2023
Place: Rajkot

**To,
The Members
BOMBAY SUPER HYBRID SEEDS LIMITED**

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records.

We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR, VAST & CO. COMPANY SECRETARIES LLP,
PEER REVIEW CERTIFICATE NUMBER: 2282/2022,**

**VIJAY BHARATBHAI ANADKAT
DESIGNATED PARTNER
DIN: 09578670
ACS No: 32795
C P No: 12051
UDIN: A032795E000930331**

**Date: 4th September, 2023
Place: Rajkot**

Annexure 2

REPORT ON CORPORATE GOVERNANCE

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE.

Bombay Super Hybrid Seeds Limited is committed to good corporate governance and endeavors implement the Code of Corporate Governance in its true spirit. The philosophy of the Company on corporate governance is to ensure transparency in all its operations, provide disclosures, and enhance stakeholder value without compromising in any way on compliance with the laws and regulations. The Company believes that good governance brings sustained corporate growth and long-term benefits for all its stakeholders.

Bombay Super believes in implementing corporate governance practices in letter and in spirit and has adopted practices mandated by the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and has established procedures and systems to remain compliant with it. This report provides the Company's compliance with the provisions of the Act and SEBI LODR as on 31st March, 2023.

2. BOARD OF DIRECTORS:

a) Composition and category of directors, for example, promoter, executive, non-executive, independent non-executive, nominee director, which institution represented as lender or as equity investor.

The Board comprises of members having varied skills, experience, and knowledge. The Board has a mix of both Independent and Non-independent Directors. As on March 31, 2023, the Board of Directors of the Company comprised of Ten Directors, with Five Independent Directors and Five Non-Independent Directors. The Chairman of the Company is Executive Director. None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees (as specified under Regulation 26 (1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, across all the companies in which they are Directors. Necessary disclosures regarding Committee positions have been made by the Directors. The Independent Directors are independent of the management and fulfill the requirements as stipulated in Section 149 (6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) No. of Board Meetings held During the year, attendance of each director at the meeting of the board of directors and the last annual general meeting and Number of Directorship in other Companies;

Further, During the year under review, 14 (Fourteen) Board Meetings were held dated April 04, 2022, April 20, 2022, May 20, 2022, June 11, 2022, July 14, 2022, July 22, 2022, August 04, 2022, September 12, 2022, October 03, 2022, October 20, 2022, November 08, 2022, December 08, 2022, January 23, 2023, March 15, 2023.

The composition of the Board of Directors as on March 31, 2023 and attendance of the Board of Directors in the meeting conducted during the F.Y. 2022-23 is as follows:

Sr. No.	Name Of Director	Designation	Inter-se relationship amongst Directors	No. of Shares held by Directors	No. of Board Meeting Attended	Attendance at the last AGM held on 09.09.2022	No. of Directorship in Other Companies (Private/Public) As on date
1	Mr. Arvindkumar Kakadia	Managing Director	Son of Mr. Jadavjibhai Kakadiya and Brother of Mr. Kiritkumar Kakadiya	2,98,97,750	14	Yes	4**
2	Mr. Kiritkumar Kakadia	Whole Time Director	Son of Mr. Jadavjibhai Kakadiya and Brother of Mr. Arvindkumar Kakadiya	2,81,48,345	11	Yes	1
3	Mr. Jadavjibhai Patel	Executive Director	Father of Mr. Arvindkumar Kakadia and Kiritkumar Kakadia Brother of Mr. Kishorkumar Kakadiya	59,12,000	10	Yes	0
4	Mr. Kishorbhai Kakadia	Executive Director	Brother of Mr. Jadavjibhai Kakadiya	85,99,180	12	Yes	0
5	Mr. Hemang Baxi	Executive Director	---	---	10	Yes	0
6	Mr. Dharmeshbhai Chotai	Non-Executive Independent Director	---	---	12	Yes	2
7	Mr. Hardikkumar Patel	Non-Executive Independent Director	---	---	7	Yes	1
8	Mr. Amit Gadhiya	Non-Executive Independent Director	---	---	11	Yes	0
9	Mrs. Richa Kaushal Mashru	Non-Executive Independent Director	---	---	10	Yes	0
10	Mr. Harshil B. Vasani*	Non-Executive Independent Director	---	---	7	No	0

*Mr. Harshil Vasani has been appointed as an Additional Independent Director of the Company w.e.f. June 11, 2022 and regularized in the 8th Annual General Meeting of the Company held at September 09, 2023

** Mr. Arvindkumar J Kakadia is a Managing Director of Upsurge Seeds of Agriculture Limited, which is listed on NSE Emerge Platform. No Other Director is hold directorship in other Listed Company Except Bombay Super Hybrid Seeds Limited.

The gap between two Meetings did not exceed 120 days in F.Y. 2022-23. The necessary quorum was present for all the Board Meetings.

FAMILARISATION PROGRAMMES FOR INDEPENDENT DIRECTOR ARISATION PROGRAMMES FOR INDEPENDENT DIRECTOR ARISATION PROGRAMMES FOR INDEPENDENT DIRECTOR.

Independent Directors inducted on the Board are given a formal introduction about the Company and its operations. This is enabled through a meeting with the Managing Director and Whole Time Directors. The objective is to provide them an insight about the industry in which the Company operates and comprehensive information

about Company's business and management.

Various familiarization initiative are carried out throughout the year on an on-going basis which include comprehensive update at Board and Committee meetings on Company's performance & industry scenario, and amendments in the laws and regulations applicable to the Company through presentations by Company executives.

The aim of familiarization programs is to give independent directors an update on:

- i. nature of the industry in which the Company operates;
- ii. the business model of the Company;
- iii. the roles, rights, responsibilities of independent directors; and
- iv. other relevant/ significant information pertaining to or affecting the Company to enable them take informed decisions. Independent directors on the Board of the Company have diverse background with rich experience and expertise in their respective domains.

They have an aptitude to keep themselves abreast with changes in the industry and applicable regulations. The Company undertakes following initiatives to apprise them with significant and relevant information which helps in effective discharge of their duties and responsibilities as independent directors of the Company:

The Familiarization Programmes imparted to Independent Directors of the Company has been disclosed on its website at www.bombaysuperseeds.com

Matrix of Core Skills/ Expertise/ Competencies of Directors in context of business of the Company:

Your Company recognizes the importance of having a Board comprising of Directors who have a range of experiences, capabilities and diverse point of view which helps in creating an effective and well-rounded Board.

The list of core skills / expertise / capabilities for the Board members have been outlined by the Nomination and Remuneration Committee and approved by the Board of Directors, which are as under:

1. Strategy & Business - Is or has been the Chief Executive Officer, Chief Operating Officer or held any other leadership position in an organization leading to significant experience in strategy or business management. Brings ability to identify and assess strategic opportunities and threats in the context of the business.
2. Industry Expertise - Expertise with respect to the sector the organization operates in. Has an understanding of the 'big picture' in the given industry and recognizes the development of industry segments, trends, emerging issues and opportunities.
3. Market Expertise - Expertise with respect to the geography the organization operates in. Understands the macro-economic environment, the nuances of the business, consumers and trade in the geography, and has the knowledge of the regulations & legislations of the market(s) the business operates in.
4. Technology Perspective – Expertise with respect to business specific technologies such as in the field of R&D, Manufacturing etc.; Has experience and adds perspective on the future ready skills required by the organization such as e-commerce, digital, sustainability etc.
5. People & Talent Understanding - Experience in human resource management such that they bring in a considered approach to the effective management of people in an organization.

6. Governance, Finance & Risk - Has an understanding of the law and application of corporate governance principles in a commercial enterprise of similar scale. Capability to provide inputs for strategic financial planning, assess financial statements and oversee budgets for the efficient use of resources. Ability to identify key risks for the business in a wide range of areas including legal and regulatory.
7. Diversity of Perspective - Provides a diversity of views to the Board that is valuable to manage our customer, consumer, employee, key stakeholder or Shareholders.

Sr. No.	Directors Name	Strategy & Business	Industry Expertise	Market Expertise	Technology Perspective	Diversity of Perspective	Governance, Finance & Risk	People & Talent Understanding
1	Mr. Arvindkumar Kakadia	✓	✓	✓	✓	✓	✓	✓
2	Mr. Kiritkumar Kakadia	✓		✓	✓	✓	✓	
3	Mr. Jadavjibhai Patel	✓	✓	✓		✓		
4	Mr. Kishorbhai Kakadia	✓				✓		
5	Mr. Hemang Baxi	✓	✓	✓	✓	✓	✓	
6	Mr. Dharmeshbhai Chotai				✓	✓	✓	✓
7	Mr. Hardikkumar Patel	✓	✓	✓	✓	✓	✓	✓
8	Mr. Amit Gadhiya	✓	✓		✓	✓	✓	
9	Mrs. Richa Kaushal MAshru				✓	✓		✓
10	Mr. Harshil B. Vasani	✓			✓	✓		

Resignation of Independent Director before expiry of his term/tenure:

During the year under review, No Independent Director has resigned from the Company.

In the opinion of the Board, all the Independent Directors of the Company, fulfill the conditions specified in these regulations and are independent of the management.

3. COMMITTEES OF THE BOARD:

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulation; which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practice. The Chairman of the respective Committee(s) informs the Board about the summary of the discussions held in the Committees Meetings. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.

The Board has established the following statutory Committees:

i. AUDIT COMMITTEE:

The Board has constituted a “Audit Committee” pursuant to the provisions of Section 178 of the Companies Act, 2013. The Composition of the Committee is as under

Sr. No.	Name	Designation in Company	Designation in Committee
1.	Mr. Dharmesh D. Chotai	Independent Director	Chairman
2.	Mr. Arvindkumar J. Kakadia	Managing Director & Executive Director	Member
3.	Mr. Hardikkumar Patel	Independent Director	Member

The recommendations of the Audit Committee were accepted by the Board of Directors of the Company from time to time. Company Secretary of the Company acts as a Secretary to the Committee.

During the year Six meetings of the committee was held dated May 20, 2022, June 11, 2022, July 22, 2022, August 04, 2022, October 20, 2022, January 23, 2023. Necessary Quorum were present at all Committee Meetings.

The primary objective is to monitor and provide effective supervision of the management’s financial reporting process with a view to ensure accurate timely and proper disclosures and transparency integrity and quality financial reporting.

Charter of Audit Committee is available at https://www.bombaysuperseeds.com/pdf/Charter-of-Audit-Committee_BSHSL.pdf

Further, pursuant to Regulation 18(2)(c) of the SEBI Listing Regulations, the Audit Committee is empowered to investigate any activity within its terms of reference, seek information it requires from any employee, obtain outside legal or other independent professional advice and secure attendance of outsiders with relevant expertise, if considered necessary. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

ii. NOMINATION & REMUNERATION COMMITTEE: -

The Board has constituted a “Nomination and Remuneration Committee” pursuant to the provisions of Section 178 of the Companies Act, 2013. The Composition of the Committee is as under

Sr. No.	Name	Designation in company	Designation in committee
1.	Mrs. Richa K Mashru	Independent Director	Chairperson
2.	Mr. Amit K Gadhiya	Independent Director	Member
3.	Mr. Hardikbhai M. Patel	Independent Director	Member

During the year Four meetings of the committee was held dated June 11, 2022, July 14, 2022, August 04, 2022, March 15, 2023. All members were present at all the Four Meetings.

The recommendations of the Nomination and Remuneration Committee were accepted by the Board of Directors of the Company from time to time. Company Secretary of the Company acts as a Secretary to the Committee.

The Board on the recommendation of the Nomination & Remuneration Committee adopted the Remuneration policy for Directors, Key Managerial Personnel (KMP) and other employees of the company. The Nomination & Remuneration Policy of the Company is also available at company's website <https://www.bombaysuperseeds.com/pdf/Nomination-Remuneration-Policy-.pdf>

The Board has also adopted a policy on Board diversity. The said Policies are available at https://www.bombaysuperseeds.com/pdf/Policy_on_Board-Diversity_BSHSL.pdf

iii. **STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Board had constituted a "Stakeholders Relationship Committee" pursuant to the provisions of Section 178 of the Companies Act, 2013. The Composition of the stakeholder's relationship committee is as under:

Sr. No.	Name	Designation	Designation in committee
1.	Mr. Amit K Gadhiya	Independent Director	Chairman
2.	Mr. Hardik M. Patel	Independent Director	Member
3.	Mr. Dharmesh D. Chotai	Independent Director	Member

The recommendations of the Stakeholders Relationship Committee were accepted by the Board of Directors of the Company from time to time. Company Secretary of the Company acts as a Secretary to the Committee.

During the year one meetings of the committee were held dated August 04, 2022. All members were present at the Meeting.

iv. **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE.**

This Committee is constituted in line with the provisions of Section 135 of the Act.

1. Role of the Committee.

- Formulate and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act.
- Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy.
- Monitor the CSR Policy.

?

2. Frequency of Meeting held.

Two Corporate Social Responsibility Committee meeting were held during the year 2022-23. The dates on which the Board meetings were held are August 04, 2022 and March 15, 2023.

3. Composition and Meetings and Attendance of CSR Committee.

Name of Director	Category	Status	No of Meetings Held	No. of Meetings Attended
------------------	----------	--------	---------------------	--------------------------

Mr. Hemang Baxi	Executive Director	Chairman	2	2
Mr. Kishorkumar Kakadia	Executive Director	Member	2	2
Mr. Amit Gadhia	Independent Director	Member	2	2

v. Senior Management:

The particulars of the senior Management are as under. However, there was no change during the year under review:

Sr. No	Name	Designation
1	Arvindkumar Kakadia	Managing Director & Chairman
2	Kiritkumar Kakadia	Whole Time Director & Chief Financial Officer
3	Hemang Baxi	Director and R&D Head
4	Jalpa Doshi	Company Secretary & Compliance Officer

vi. Remuneration of Directors:

(i) Details of Remuneration paid to the Directors for the financial year ended 31st March, 2023.

Sr. No	Name of Director	Salary	Benefits	Commission	Bonus/Stock option/Sitting Fees	Others	Total
1	Arvindkumar Kakadia	12,00,000	---	---	----	---	12,00,000
2	Kiritkumar Kakadia	12,00,000	---	---	----	---	12,00,000
3	Hemang Baxi	9,00,000	---	---	----	4,00,000	13,00,000
4	Jadavjibhai Kakadia	12,00,000	---	---	----		12,00,000
5	Kishorbhai Kakadiya	12,00,000	---	---	----		12,00,000

The Company has not paid any sitting fees for attending the meeting of the Board/Committees to the Non-Executive Directors including Independent Directors of the Company.

The appointment of Executive Directors, Key Managerial Personnel and other employees is by virtue of their employment with the Company therefore, their terms of employment vis-à-vis salary, variable pay, service contract, notice period and severance fee, if any, are governed by the applicable policies at the relevant point in time.

(ii) Criteria of making payments to Non-Executive/ Independent Director(s):

The criteria of making payments to Non-Executive Director/Independent Director(s) is appearing on the website of the Company and the web link of the same is as under:

<https://www.bombaysuperseeds.com/pdf/Nomination-Remuneration-Policy-.pdf>

(iii) Pecuniary Transactions:

There are no pecuniary relationships or transactions of Non-Executive Directors vis-a-vis the Company that have a potential conflict with the interests of the Company.

4. GENERAL BODY MEETINGS.

a) Location, date and time of Annual General Meetings held during the last 3 years:

Sr. No	Year	Date	Venue	Time
1	2021-22	09/09/2022	Shreenathji Industrial Estate, Plot No. 11, Near Kuvadava G I D C, 8-B, National Highway, Rajkot-360023, Gujarat	11:00 A.M.
2	2020-21	30/09/2021	Shreenathji Industrial Estate, Plot No. 11, Near Kuvadava G I D C, 8-B, National Highway, Rajkot-360023, Gujarat	11:00 A.M.
3	2019-20	17/08/2020	Through h Video Conferencing / Other AudioVisual Means	11:00 A.M.

b) Special Resolutions passed in previous three Annual General Meetings:

- I. At the Annual General Meeting held on September 09, 2022, Following Special Resolutions were Passed.
 1. Appointment of MR. HARSHIL VASANI (DIN: 09633025) as Non-Executive Independent Director of the company to hold office for a period of five years with effect from June 11, 2022. (SPECIAL RESOLUTION)
 2. Reappointment of Mr. DHARMESH DINESHBHAI CHOTAI (DIN: 06651983) as an Independent Director of the company for a second term with effect from January 05, 2023 to January 04, 2028 (SPECIAL RESOLUTION)
 3. Reappointment of Mr. HARDIKKUMAR MANILAL PATEL (DIN: 08041881) as an Independent Director of the company for a second term with effect from January 05, 2023 to January 04, 2028 (SPECIAL RESOLUTION)
 4. Approval to Alteration of Clause V of Memorandum of Association of the Company due to subdivision of Equity Shares of the Company. (SPECIAL RESOLUTION)
 5. Approval to Material Related Party Transaction(s) with Upsurge Seeds of Agriculture Limited (Special Resolution)
 6. To approve enhancement of the borrowing limits of the Company. (Special Resolution)
 7. Approval for change in structure of remuneration/professional fees to be paid to Mr. HEMANG Baxi (Din: 07278049) executive director of Company. (Special Resolution)
- II. At the Annual General Meeting held on September 30, 2021, no special resolution was passed.
- III. At the Annual General Meeting held on August 17, 2020, no special resolution was passed.

c) Details of Postal Ballot were conducted during the financial year 2022-23:

No special resolution was passed through postal ballot during the financial year 2022-23.

5. DISCLOSURES.

- (i) There are no materially significant Related Party Transactions during the year that have potential conflict with the interests of the Company at large. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee.

The Company has formulated a policy on Related Party Transactions and the same is available on the Company's website https://www.bombaysuperseeds.com/pdf/Policy_Relate_Party_Transactions_BSHSL.pdf.

- (ii) During the year under review, Fine has been imposed on the Company by the National Stock Exchange of India Limited; Details of the same is as under:

Regulation	Quarter	Fine Per day	Days of Non Compliance	Fine Amount (Rs.)
23(9)	March 31, 2022	5000	2	10,000 + @18% GST

The Company has paid fine amount to the Exchange within due time.

- (iii) Compliance with Mandatory requirements and adoption of Non-Mandatory requirements:
The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (iv) Establishment of Vigil mechanism, Whistle Blower Policy and affirmation:
The Whistle Blower Policy is available on the website of the Company. No person has been denied access to the Audit Committee for any grievance.
- (v) Web-link for policy on Material Subsidiaries:
At present, the Company does not have any Subsidiary.
- (vi) Web-link for policy on Related Party Transaction:
The policy on dealing with related party transactions is available on the website of the Company at https://www.bombaysuperseeds.com/pdf/Policy_Relate_Party_Transactions_BSHSL.pdf.
- (vii) Commodity Price risks and hedging activities:
Commodity price risk is a financial risk on an entity's financial performance upon fluctuations in the prices of commodities that are beyond the control of the entity, since they are primarily driven by external market forces. Any Sharp fluctuations in prices will create significant business challenges, impacting the profitability of the company. To meet the price fluctuations in the price of these commodities, company secures materials to meet around six months of its operational requirement.
- (viii) Details of Utilisation of fund raised through preferential allotment:
The Company does not issued shares on Preferential basis during the Last 3 years.
- (ix) The guidelines/accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in the preparation of the financial statements of the Company.
- (x) disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Sr. No	Particulars	Figures
1	number of complaints filed during the financial year	0
2	number of complaints disposed of during the financial year	0
3	number of complaints pending as on end of the financial year	0

- (xi) The Company has adopted a Whistle Blower Policy and has established the necessary mechanism in line with the requirements under the Companies Act, 2013, Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (xii) The corporate governance report shall also disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted:
During the year under review, The Company has not adopted any discretionary requirements as specified in Part E of Schedule II.
- (xiii) Transfer of Shares to Investor Education and Protection Fund (IEPF):
Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 ('the Act'), read with relevant Rules, the Company is required to transfer the shares for which dividend has not been paid or claimed for 7 consecutive years or more to Investor Education and Protection Fund (IEPF). As of 31st March, 2023, the Company has not required to transfer of share to Investor Education and Protection Fund (IEPF).

- (xiv) Disclosures with respect to demat suspense account/ unclaimed suspense account:
During the year review, No shares of the company lying in the D-mat suspense account or unclaimed suspense account.
- (xv) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: Not Applicable
- (xvi) Disclosure of certain types of agreements binding listed entities as per clause 5A of paragraph A of Part A of Schedule III of SEBI (LODR) Regulation, 2015: Not Applicable
- (xvii) The Senior Management Personnel of the Company have confirmed to the Board of Directors that they do not have any personal interest relating to material, financial and commercial transactions entered with the Company that may have a potential conflict with the interests of the Company at large.
- (xviii) The Chairman & Managing Director and Chief Financial Officer have certified to the Board, interalia the accuracy of financial statements and adequacy of Internal Controls for the financial reporting purpose as required under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended 31st March, 2023. The Annual Certificate given by the Chairman & Managing Director and the Chief Financial Officer is published in this report.
- (xix) Your Company has comprehensive guidelines on Prohibition of Insider Trading and the Company has adopted the Code of Conduct for Prevention of Insider Trading as mandated by SEBI. The policies are available at https://www.bombaysuperseeds.com/pdf/Prohibition-Of-Insider-Trading- Policy_BSHSL.pdf
- (xx) None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. Certificate from VAST & CO. Company Secretaries LLP, has been included as an Annexure to the Directors' Report.
- (xxi) The Disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 are as follows:

Regula	Particulars	Compliance Status (Yes/N
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Vigil Mechanism	Yes
23	Related Party Transaction	Yes
24	Corporate Governance requirement with respect to subsidiary of Listed entity	Yes
25	Obligation with respect to Independent Director	Yes
26	Obligation with respect to directors and Senior management	Yes
27	Other Corporate Governance requirement	Yes
46	Functional Website	Yes

(xxii) Auditors Fees.

Total Fees for all services paid by the Company to the Statutory Auditors and all entities in this network firm/network entity of which the statutory Auditor is part is given below.

Payment to Statutory Auditors FY 2022-23:

1. Audit Fees	7,32,000/-
2. Tax Audit Fees	1,77,000/-
2. Others	1,48,000
Total	10,57,000/-

6. MEANS OF COMMUNICATION

Your Company uses several modes for communicating with its external stakeholders, such as announcements and press releases in newspapers, circular letters and other reports to the members, posting information on its website (www.Bombaysuperseeds.com), intimation to the Stock Exchanges.

The quarterly, half-yearly and annual results are displayed on the Company's website www.Bombaysuperseeds.com and also disseminated through all the modes mentioned above. Financial Express (English daily) and Sanj samachar (vernacular daily) are usually the papers in which the quarterly results are published.

Your Company's Management Discussion & Analysis of the Business for the year ended March 31, 2023 forms part of the Directors' Report and is given under the section so captioned.

7. GENERAL SHAREHOLDER INFORMATION

Sr. No.	Item of Interest	Particulars
1	AGM Date, Time, and Venue	September 30, 2023, Saturday at 04:00 pm at Registered Office of the Company Situated at Shreenathji Industrial Estate Plot No. 11, Near Kuvadva GIDC, Kuvadva, Rajkot, Gujarat: 360023
2	Financial Calendar	April 01, 2022 to March 31, 2023
3	Date of Book Closure	September 24, 2023 to September 30, 2023 (Both Days Inclusive)
4	Listing on Stock Exchanges	National Stock Exchange of India Limited Exchange Plaza Plot No.C/1, G Block, Bandra-KurlaComplex, Bandra (East), Mumbai – 400 051, India Tel. : +91-22-26598100 Fax : +91-22-26598237 The listing fee has been paid to NSE for the FY 2021-22
5	Stock Code	BSHSL
6	Registrar & Share transfer Agent	Skyline Financial Services Private Limited A/505, Dattani Plaza, Andheri Kurla Safeed Pool, Mumbai-400072 Tel :022- 49721245 E-mail : subhashdhingreja@skylinerta.com
7	Share Transfer System	As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. The transfer through demat mode takes place instantaneously between the transferor, transferee, and the Depository
8	Dematerialisation of shares and liquidity	10,49,37,220 shares were held in dematerialised mode, as at March 31,2023. The Company's equity shares are actively traded on NSE.

9	Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on Equity	Not Applicable
10	Plant Location	Bombay Super Hybrid Seeds Limited Shreenathji Industrial Estate Plot No. 8,9,10,& 11, Near Kuvadva GIDC, Kuvadva, Rajkot, Gujarat :360023, IN.
11	Address of Communication	Shreenathji Industrial Estate Plot No. 11, Near Kuvadva GIDC, Kuvadva, Rajkot, Gujarat : 360023,IN
12	Contact No.:	9687967096
13	Website	www.bombaysuperseeds.com
14	CIN	L01132GJ2014PLC080273

8. MARKET PRICE DATA: HIGH/LOW DURING EACH MONTH OF 2022-23 ON THE FOLLOWING EXCHANGE:

MONTH	HIGH	LOW
APR	46.10	37.65
MAY	45.45	38.15
JUNE	44.19	37.00
JULY	44.00	38.10
AUG	50.12	38.86
SEP	113.85	51.51
OCT	131.70	96.00
NOV	146.80	103.10
DEC	244.40	133.05
JAN	547.75	225.50
FEB	665.70	312.40
MARCH	411.30	207.40

9. CATEGORIES OF SHAREHOLDING AS ON MARCH 31, 2023:

Shareholding Details				
Share or Debenture holding Nominal Value	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount	% to Total Amount
(Rs.)			(Rs.)	
1	2	3	4	5
Up to 5,000	14759	97.96	3023655	2.88
5,001 to 10,000	114	0.76	833515	0.79
10,001 to 20,000	69	0.46	965795	0.92
20,001 to 30,000	25	0.17	609675	0.58
30,001 to 40,000	24	0.16	806503	0.77
40,001 to 50,000	8	0.05	353288	0.34
50,001 to 1,00,000	16	0.11	998539	0.95
1,00,001 and & Above	51	0.34	97346310	92.77

Category wise Bifurcation	No. of shares Held	% to capital
Promoter & Promoters Group	7,74,52,518	73.80839107
Foreign Portfolio Investors Category I	5,742	0.00547184
Directors and their Relatives	5,09,930	0.485937886
Key Managerial Personnel	344	0.000327815
Non Institutional Individual Shareholders holding Nominal Share Capital Up to 2 Lacs	78,24,183	7.456056608
Non Institutional Individual Shareholders holding Nominal Share Capital Above 2 Lac	1,86,65,696	17.78747839
Bodies Corporate	34,329	0.032713827
Non Resident Indians	9,332	0.008892931
Resident Indian HUF	3,70,503	0.353070901
Clearing Members/House	38,898	0.037067856
Firms	25,805	0.024590879
Total	104937280	100.00

Performance in comparison to broad-based indices NSE NIFTY

Bombay Super Hybrid Seeds Ltd, India, NSE:BOBA, W



**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

September 07, 2023

The Members,

Bombay Super Hybrid Seeds Limited Kuvadava,
Rajkot

Subject: Declaration regarding compliance with the Company's code of conduct for its Directors and Employees.

Ref: Regulation 34 (3) read with Part D of Schedule V to the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

I, Arvind Kakadia, Managing Director of the Company, hereby declare that as provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended 31st March 2023.

For Bombay Super Hybrid Seeds Limited

SD/-
Arvindkumar Kakadia
Managing Director
DIN-06893183

CEO/CFO CERTIFICATION IN RESPECT OF FINANCIAL STATEMENTS AND CASH FLOW

(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015 for the financial year ended for the financial year ended March 31, 2023).

We hereby certify that:

- a. We have reviewed financial statements and the cash flow statement for the Financial Year ended 31st March 2023 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee that there are no:
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

For, Bombay Super Hybrid Seeds Limited

SD/-
Arvind Kumar Kakadia
Managing Director
DIN: 06893183

SD/-
Kiritkumar Kakadia
Chief Financial Officer
DIN: 06893686

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

TO,
THE MEMBERS OF
BOMBAY SUPER HYBRID SEEDS LIMITED,
SHRINATHJI INDUSTRIAL ESTATE,
PLOT NO.-11, NEAR KUVADAVA G I D C, 8 - B,
NATIONAL HIGHWAY, RAJKOT - 360023, GUJARAT, INDIA

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of BOMBAY SUPER HYBRID SEEDS LIMITED having CIN L01132GJ2014PLC080273 and having registered office at SHRINATHJI INDUSTRIAL ESTATE, PLOT NO.-11, NEAR KUVADAVA G I D C, 8 - B, NATIONAL HIGHWAY, RAJKOT - 360023, GUJARAT, INDIA (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S.N.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT IN COMPANY
1.	DHARMESH DINESHBHAI CHOTAI	06651983	05/01/2018
2.	ARVINDKUMAR JADAVJIBHAI KAKADIA	06893183	28/07/2014
3.	KIRITKUMAR JADAVJIBHAI KAKADIA	06893686	28/07/2014
4.	HEMANG CHANDRAKANT BAXI	07278049	07/11/2016
5.	JADAVJI DEVRAJ KAKADIYA	07412605	28/01/2016
6.	KISHORKUMAR DEVRAJBHAI KAKADIYA	07412684	28/01/2016
7.	HARDIKKUMAR MANILAL PATEL	08041881	05/01/2018
8.	RICHA KAUSHAL MASHRU	09302729	30/09/2021
9.	AMIT KISHORBHAI GADHIYA	08708845	17/08/2020
10.	HARSHIL BHAVESHKUMAR VASANI	09633025	11/06/2022

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

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

**FOR, VAST & CO. COMPANY SECRETARIES LLP,
PEER REVIEW CERTIFICATE NUMBER: 2282/2022,**

SD/-

VIJAY BHARATBHAI ANADKAT

DESIGNATED PARTNER

DIN: 09578670

MEM. NO.: ACS 32795

C P NO.: 12051

ICSI UDIN: A032795E000927810

DATES: 04.09.2023

PLACE: RAJKOT

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

**TO
THE BOARD OF DIRECTORS
BOMBAY SUPER HYBRID SEEDS LIMITED
SHRINATHJI INDUSTRIAL ESTATE,
PLOT NO.-11, NEAR KUVADAVA G I D C, 8 - B,
NATIONAL HIGHWAY, RAJKOT – 360023, GUJARAT, INDIA**

We have examined the compliance of conditions of Corporate Governance by Bombay Super Hybrid Seeds Limited (“the Company”) for the year ended on March 31, 2023 as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, pursuant to the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementations thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the Efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR, VAST & CO. COMPANY SECRETARIES LLP,
PEER REVIEW CERTIFICATE NUMBER: 2282/2022,**

SD/-

**VIJAY BHARATBHAI ANADKAT
DESIGNATED PARTNER
DIN: 09578670
MEM. NO.: ACS 32795
C P NO.: 12051
ICSI UDIN: A032795E000927854**

**DATE: 04.09.2023
PLACE: RAJKOT**

ANNEXURE -3 MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDIAN SEED INDUSTRY STRUCTURE AND DEVELOPMENTS:

- **An Overview:**

The Indian agricultural seed industry is a crucial component of the country's agriculture sector. It plays a vital role in providing farmers with high-quality seeds for various crops, thus influencing agricultural productivity and overall food security. To understand the structure of the Indian agricultural seed industry in detail, let's break it down into key components:

- **Seed Types:**

Open-Pollinated Varieties (OPVs):

Traditional seeds that are saved from one generation to the next.

Hybrid Seeds: Produced by cross-breeding two different parent plants, resulting in improved crop characteristics. Hybrids often offer higher yields and uniformity.

Genetically Modified (GM) Seeds: Although not widely adopted, GM crops like Bt cotton have been introduced in India. These seeds have been genetically engineered to resist pests or tolerate herbicides.

- **Seed Companies:**

Public Sector: Government agencies and institutions like the Indian Council of Agricultural Research (ICAR) and state agricultural universities are involved in seed production, research, and distribution.

Private Sector: Private seed companies, both domestic and multinational, play a significant role in the industry. They invest in research and development (R&D), marketing, and distribution of seeds.

Seed Research and Development:

Public Research: Public sector institutions conduct research on crop breeding, seed technology, and biotechnology. This research often leads to the development of new seed varieties.

Private Research: Private seed companies invest heavily in R&D to develop hybrid seeds and biotech traits. They often collaborate with international partners for access to technology.

Seed Production:

- **Seed Distribution:**

Seeds are distributed through a network of dealers, distributors, and retailers. In some cases, companies have their own retail outlets.

Government agencies often distribute seeds through public distribution systems and government-owned seed corporations.

- **Developments:**

The Indian seed industry was undergoing several developments and changes. Such as

Biotechnology and Genetically Modified (GM) Crops: India had seen increased adoption of GM crops, primarily Bt cotton, despite regulatory challenges and debates around other GM crops like Bt brinjal. The government continued to regulate GM crops cautiously.

Hybrid Seed Technology: The development and adoption of hybrid seed varieties were on the rise for various crops like rice, maize, and vegetables. Private seed companies were actively involved in research and development efforts to create high-yielding hybrid seeds.

Technology and Digitalization: There was a growing emphasis on the use of technology in seed production, distribution, and farm management. Digital platforms and apps were being used for crop monitoring, seed selection, and market access.

Sustainability and Organic Seeds: There was an increasing interest in sustainable and organic farming practices. Some seed companies were focusing on developing organic seed varieties to cater to this growing demand.

Seed Certification and Quality Standards: The Indian government continued to enforce strict seed quality standards through regulatory bodies like the Seed Control Order and the National Seeds Corporation (NSC).

Exports: The Indian seed industry had been exploring export opportunities for various seed varieties, especially vegetables and high-value crops. Exporters had to comply with international phytosanitary standards.

Public-Private Partnerships (PPP): Collaborations between government research institutions and private seed companies were becoming more common, particularly in the development and commercialization of new seed varieties.

Seed Startups and Entrepreneurship: Several startups and entrepreneurial ventures were entering the seed industry, focusing on niche markets and innovative seed technologies.

Government Initiatives: The Indian government had been implementing various initiatives to promote seed production, including the National Food Security Mission (NFSM) and the National Mission on Oilseeds and Oil Palm (NMOOP), which aimed to enhance oilseed production through improved seed varieties.

The seed industry is dynamic, and developments can change rapidly due to policy changes, market dynamics, and technological advancements.

BUSINESS OVERVIEW:

We are a technology driven seeds manufacturing Company engaged in business of growing, developing, processing and marketing of variety of seeds for a range of field crops and vegetables. We are primarily involved in seed processing wherein the improved genetic materials of the breeder seed is grown and multiplied into foundation seed. Thereafter, the foundation seed undergoes next level of processing in which the foundation seed is grown and multiplied into commercial seeds, which is then sold in market for crop production. We have different variants of seeds being sold for each crop depending upon suitability of our seeds for varying agro-climatic conditions, such as water availability, crop duration and soil attributes, across different geographic regions in India.

Breeder seeds are genetically pure seed with physical purity produced from basic nucleus seed stock and

procured from original breeder. Some of the state Government agricultural universities from which we procure breeder seeds include Mahatma Phule Krishi Vidapeeth, Rajasthan Agricultural Research Institute, Indian Agricultural Research Institute etc.

Our company enters into seed grower production agreement with seed growing farmers for leasing his land on lease rentals to develop and produce the foundation and commercial seeds. Under these agreements, the farmer is engaged to carry out agricultural operations over the leased agricultural land, however the ownership of the entire crop and the risk of crop failure is retained with our company. The farmers are compensated for their services of producing such seeds and for all production expenses such as land preparation, irrigation, sowing, fertilization, combat against pests and diseases, weeding, harvesting, thrashing etc. During large-scale production, we monitor the crops under given field conditions and have the farmers carry out all the required steps until maturity to produce the seeds to be sold at the desired levels of quality. We choose the location for production of the seeds to be sold based on the agro-climatic conditions required for different crops, availability of skilled labour and other related infrastructure etc. Such grown commercial seeds are then processed at our processing unit, which is equipped with modern technology and is spread across an area of more than 85000 sq.ft having ultra modern seed processing unit at N H 8 B, Village:Kuchiyadad, Rajkot and research farm of 25 acres at Village : Kuvadva, N.H. 8, Dist. Rajkot, Gujarat.

THE WAY FORWARD:

Our Company's endeavour is to increase its presence in the value-added seeds-agriculture product and to expand its operations across India with the eventual aim to become India's leading seed processing unit of groundnut seeds, Field crop seeds and different varieties of vegetable seeds.

Following the pathway of aggressive growth, we have grown up from a single product – single state company in 1983 to a nationally integrated oracle with the turnover target of Rs. 500 Crores in the forthcoming years.

PRODUCTION & RESEARCH & DEVELOPMENTS:

For a productive harvest, the agricultural sector is highly dependent on the availability and quality of seeds. Therefore, to increase the quantity and quality of produce, efforts are being made to introduce enhanced varieties of seeds with the help of advanced technology and modern agricultural methods. With the team of expert Research & Development personnel, The Company has developed and received government approval/Registration of 100 plus Varieties for the products that meets the diverse agro-climate conditions and soil composition, providing the farmers' security and choice to sustain and grow in a challenging Agri ecosystem with high yield Capacity. This strategy is controlling fluctuation in our business which happens due to climate and monsoon pattern. Additionally, due to availability of in house fully high-tech storage facilities, the basic factor of price fluctuation is minimized.

The management is happy to share that we operate with almost 60 Crops with more than 110 varieties.

The Company has R & D of seeds of various crops. It has own R & D farm with full infrastructure including poly house for own germplasm screening, maintenance, nucleus seed production, selection of promising lines & evaluation against check lines for various crops.

During the year under review, the Company has entered into the new crop market in India, which has largest market in Indian Region i.e. Cotton Seed Market. Your Company is in continuous endeavour to research and innovate new products for the sake of stakeholders of the Company.

SWOT Analysis



INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

As required under Section 134(3)(q) of the Companies Act, 2013 read with Rule 8(5)(viii) of Companies (Accounts) Rules, 2014 the Company has in place proper and adequate internal financial control system commensurate with the size, scale, complexity and nature of its business operations. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

The internal financial control systems of the Company are monitored and evaluated by the Directors with senior management on need based periodicity, deviations are identified and corrective actions are taken, wherever necessary. Present internal financial control measures are tested over time and no reportable material weakness in the design or operation was observed.

RISKS AND CONCERNS

Every business has both Risk and Return and they are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts. Our senior management identifies and monitors the risk on regular basis and evolves process and system to control and minimize it. With regular check and evaluation business risk can be forecasted to the maximum extent and thus corrective measures can be taken in time.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Human resource has the key role in the growth and development of our organization. The Company aims to develop the potential of every individual associated with the Company as a part of its business goal. Respecting the experienced and mentoring the young talent has been the bedrock for the Company's successful growth. We upskill our workforce to equip them with digital and non-digital skills, which further helps honing their existing set of skills.

We believe that our human capital is our greatest strength and is the driver of growth, efficiency and productivity. Constant efforts are made to create a working environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of employees. The Company's performance on the Industrial Relations front continues to be quite satisfactory.

FINANCIAL PERFORMANCE:

The Company's revenue from operations for FY 2022-23 was Rs. 22,860.52 Lakhs as compared to Rs. 19,217.89 Lakhs in the previous year which can be considered significant increase in revenue of the Company. The Company's profit before tax was ₹. 1,783.33 Lakhs during the year as compared to ₹. 1,102.37 Lakhs in the previous year, an increase of 61.80 % over the previous year. The Company earned a net profit after tax of ₹. 1,684.44 lakhs, higher by 59.59% as against a net profit after tax of ₹. 1,055.46 Lakhs in the previous year.

PRODUCT WISE REVENUE EARNED BY THE COMPANY AS DETAILED BELOW:

Crop Wise sale:-	2022-23	2021-22
Groundnut Seeds	12,154.44	10,238.51
Gram Seeds	2,718.44	3,378.17
Rajka Seeds	995.57	922.94
Wheat Seeds	1,327.24	1,101.80
Soyabean Seeds	1,356.81	1,075.03
Cumin Seeds	657.93	375.07
Coriander Seed	209.49	250.64
Guar Seed	161.16	123.47
Mung Seed	472.22	283.90
Metha Seed	370.89	347.07
Tur Seed	481.61	160.86
Udid Seed	355.95	142.29
Others	1,530.06	772.68
	22,791.81	19,172.42

ANALYSIS OF SIGNIFICANT RATIOS:

Name of Ratio	2022-23	2021-22	Variation	Reasons for variation
Current Ratio (Times)	1.67	1.59	4.72	No explanation needed
Debt-Equity Ratio (Times)	0.94	1.00	-6.18	No explanation needed
Debts Service Ratio (Times)	30.32	165.83	-81.72	A new vehicle loan is availed during the year resulting into lower coverage.
Return on Equity Ratio (%)	159.92	100.10	59.77	The profitability has increased due to increase in production activities resulting into higher return on equity.
Inventory Turnover Ratio (Days)	182.00	133.00	36.84	In view of increased business activities, the company is holding sufficient goods in hands for dispatches resulting into increased in ratio
Trade Receivables Turnover Ratio, (Days)	14.00	31.00	-54.84	The credit period has been reduced.
Trade Payables Turnover Ratio, (Days)	19.00	14.00	35.71	The creditors have been paid well within the time frame during the year; however, larger purchases made in the month of February and March have yet to become due.
Net Capital Turnover Ratio (times)	0.22	0.17	24.27	The company has ploughed back its profit and long term resources.
Net Profit Ratio (%)	7.36	5.48	34.39	The profitability has increased due to increase in production activities resulting into higher return on equity.
Return on Capital Employed (%)	29.79	26.60	12.00	
Return on Investment (%)	29.79	26.60	12.00	

Annexure 4

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION MANAGERIAL PERSONNEL RULE 2014.)

The percentage increase in Remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year 2022-23 and ratio of remuneration of each key managerial personnel (KMP) against the performance are as under: -

Sr. No.	Name of Director/KMP	Designation	Remuneration of Director/KMP for the financial year 2022-23 (In Rs.)	Percentage Increase in Remuneration for the Financial Year 2022-23	Ratio of Remuneration of each Director To the Median Remuneration of Employees
1	Mr. Arvindkumar Kakadia	Managing Director	12,00,000/-	Nil	3.11:1
2	Mr. Kiritkumar Kakadia	Whole Time Director /CFO	12,00,000/-	Nil	3.11:1
3	Mr. Jadavjibhai Patel	Executive Director	12,00,000/-	Nil	3.11:1
4	Mr. Kishorbhai Kakadia	Executive Director	12,00,000/-	Nil	3.11:1
5	Mr. Hemang Baxi	Executive Director	13,00,000/-	Nil	3.11:1
6	Ms. Jalpa Doshi	Company Secretary	3,81,000/-	Nil	1:1

- The number of employees on the rolls of Company: **49 Employees**
- The percentage increase in the median remuneration of employees in the financial year: **No Significant Increase in the Median Remuneration**
- **Average percentile increases in salaries of Employees other than Managerial personnel in the last financial year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and any exceptional circumstances for increase in thereof and any exceptional circumstances for increase in the Managerial Remuneration (if any):**

The percentage increase in the salaries of employees other than the managerial personnel in the last financial year is NIL.

- **The ratio of the remuneration of the highest paid director to that of the employees who are not Directors but receive remuneration in excess of the highest paid director during the year**

Not applicable. There is no non managerial employee who are getting paid more than the highest paid Director during the current financial year.

- **Affirmation that remuneration is as per remuneration Policy of the company:**

It is affirmed that remuneration is as per remuneration policy of the company.

Place: KUVADVA

Date: 07/09/2023

For, BOMBAY SUPER HYBRID SEEDS LIMITED

Sd/-

Mr. Arvindkumar J Kakadia
Managing Director
DIN: 06893183

Sd/-

Mr. Kiritkumar J Kakadia
Whole Time Director
DIN: 06893686

ANNEXURE: 5

Form No. AOC-2

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

All related party transactions that were entered into during the financial year were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the SEBI Listing Regulations.

- (1) Details of contracts or arrangements or transactions not at arm's length basis: Nil
 (2) Details of material contracts or arrangement or transactions at arm's length basis :

Name(s) of the related Party &	Nature of Relationship	Duration of the Contracts/ arrangements/ transactions	Silent terms of the contracts or arrangements or transactions including the value, if any.	Date(s) of the approval by the board/Member, if any.	Amount paid as advances, if any.
Upsurge Seeds of Agriculture Limited	Sister Concern	No Contract Made	Purchase of Seeds amounting to Rs. 1,44,000/- Sale of Seeds amounting to Rs. 17,40,55,000/-	As per Regulation 23 of SEBI (LODR) Regulations, 2015, Approval of Members taken dated September 09, 2022	---

Place: KUVADVA
Date: 07/09/2023

FOR AND ON BEHALF OF THE BOARD
BOMBAY SUPER HYBRID SEEDS LIMITED

Sd/-

Mr. Arvindkumar J Kakadia
Managing Director
DIN: 06893183

Sd/-

Mr. Kiritkumar J Kakadia
Whole Time Director
DIN: 06893686

Annexure 6

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2022-23

1. Brief outline on CSR Policy of the Company.

Bombay Super Hybrid Seeds Limited [herein after referred as “Company”] seeks to be a good corporate citizen in all aspects of its operations and activities. We commit to operating in an economically, socially, and environmentally responsible manner whilst balancing the interests of diverse stakeholders. The way company does business reflects its commitment to profitable growth, sustainable development and integrity.

Our vision is to drive ‘holistic empowerment’ of the community through implementation of sustainable initiative which will have maximum societal impact by identifying the critical needs and gaps.

We shall remain committed to the following operating principles –

- Conducting business in a socially responsible and ethical manner;
- Protecting the environment and the safety of people;
- Supporting human rights; and
- Engaging, learning from, respecting, and supporting the local communities and cultures with which we work.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Hemang Baxi	Executive Director	2	2
2	Mr. Kishorkumar Kakadia	Executive Director	2	2
3	Mr. Amit Gadhiya	Independent Director	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. <https://www.bombaysuperseeds.com/corporate-governance-policy.html>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any : Not Applicable

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1		NIL	
	Total	NIL	

6. Average net profit of the company as per section 135(5) : **Rs. 6,77,56,060.33/-**

7. (a) Two percent of average net profit of the company as per section 135(5) : **Rs. 13,55,121.21/-**

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. **NIL**

(c) Amount required to be set off for the financial year, if any: **NIL**

(d) Total CSR obligation for the financial year (7a+7b-7c): **Rs. 13,55,121.21/-**

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
8,07,100	NIL				

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project.		Project duration	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (inRs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number.
1.	NIL											

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (inRs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.
				State.	District.			Name.
								CSR registration number.

1	Educational institutions and a drug-free nation by educating the young breed of India about the evil effects of drugs & reinforcing the message for inspiring, motivating and supporting drug addicts to stay away from the perils of drug abuse	promoting education, including special education and employment enhancing vocationskills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;	Yes	Gujarat	12,60,000	No	KARMAPUTRA CHARITABLE TRUST	CSR00022403
2	Free Education	promoting education, including special education and employment enhancing vocationskills especially among children, women, elderly, and the differently abled and livelihood enhancement project	Yes	Gujarat	1,11,000	Yes	LEUVA PATEL KANYA CHHATRYALAY	CSR00022611
	Total				13,71,000			

(d) Amount spent in Administrative Overheads: **NIL**

(e) Amount spent on Impact Assessment, if applicable : **N.A**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): **Rs. 13,71,000/-**

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 13,55,121.21/-

(ii)	Total amount spent for the Financial Year	Rs. 13,71,000.00/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Rs. 154/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	15,878.79/-

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.	NIL						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
1	Not Applicable							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **Not Applicable**

(Asset-wise details).

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

Not Applicable

12. CSR Committee Responsibility Statement:

The implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

Sd/-

Arvindkumar Kakadia
(Managing Director).

SD/-

Hemang baxi
Chairman of CSR Committee

Annexure 7 Dividend Distribution Policy

1. Background and applicability

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, require the top 1000 listed companies (by market capitalization as on March 31 of every financial year) to disclose a Dividend Distribution Policy on their corporate website and provide a web-link of the same in their annual reports.

The Board of Directors of Bombay Super Hybrid Seeds Limited has adopted this Dividend Distribution Policy at its Board Meeting held on May 01, 2023 to comply with these requirements.

The Policy shall apply to the ordinary equity shares issued and outstanding and shall not apply to determination and declaration of dividend on preference shares or any other class of shares, as and when issued by the Company, as the same will be as per the terms of issue approved by the shareholders.

2. Objective

The objective of this Policy is to ensure the right balance between the quantum of Dividend paid and amount of profits retained in the business for various purposes. Towards this end, the Policy lays down parameters to be considered by the Board of Directors of the Company for declaration of Dividend from time to time.

3. Definitions

“Applicable Laws” shall mean the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other act, rules or regulations which provides for the distribution of Dividend.

“Board” shall mean Board of Directors of the Company.

“Companies Act or Act” shall mean the Companies Act, 2013 and Rules thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended.

“Company” shall mean Bombay Super Hybrid Seeds Limited. “Dividend” includes any interim dividend.

“Policy” means this Dividend Distribution Policy.

“Regulations” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified by The Securities and Exchange Board of India, as amended, from time to time.

4. Financial Parameters and Internal and external factors that would be considered for declaration of dividend

External Factors	Internal Factors
<p>② State of Economy in case of uncertain or recessionary economic and business conditions;</p>	<p>② Distributable surplus available and liquidity position of the Company;</p>

② Market conditions and consumer trends;	② Present & future capital requirements of the existing businesses including any acquisition;
② Prevailing taxation policy or any amendments expected thereof, with respect to dividend distribution;	② Expansion / Modernization of existing businesses;
② Statutory Obligations, Government Regulations and Taxation policies;	② Outstanding Borrowings and covenants thereof;
② Dividend pay-out ratios of companies in the same industry; and	② Likelihood of crystallization of contingent liabilities, if any; and
② Other external factors.	② Other internal factors.

5. Circumstances under which shareholders may or may not expect dividend

The Dividend for any financial year shall normally be paid out of the Company profits for that year, as calculated in line with the applicable laws. If circumstances require, the Board may also declare dividend out of accumulated profits of any previous financial year(s), subject to compliance of applicable laws.

The shareholders of the Company may not expect Dividend under the following circumstances:

- Whenever it undertakes or proposes to undertake a significant expansion project requiring higher allocation of capital;
- In case of significant higher working capital requirements adversely impacting free cash flow;
- Whenever it undertakes any acquisitions or joint ventures requiring significant allocation of capital;
- In the event of inadequacy of profits or whenever the Company has incurred losses.
- In the event of Adverse market conditions & business uncertainty
- In the event of Changing Government regulations
- For any other reason as the Board may deem fit from time to time.

6. Utilization of retained earnings

Retained Earnings may be used for corporate actions in accordance with applicable law and for investments towards growth of the business.

7. Procedure

Final dividend is declared at the Annual General Meeting (AGM) of the shareholders on the basis of recommendations of the Board. The Board may, at its discretion, also declare an interim dividend.

8. Parameters to be adopted with regard to various class of shares

Since the Company has issued only one class of equity shares with equal voting rights, all the members of the Company are entitled to receive the same amount of dividend per share. The Policy shall be suitably reviewed / amended at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

9. Disclosures

The Dividend Distribution Policy shall be disclosed in the Annual Report and on the website of the Company

10. Modification of this Policy

The Board is authorised to change/amend this policy from time to time at its sole discretion and/or in pursuance of any amendments made in the Companies Act, the Regulations, etc.

11. Disclaimer

This document does not solicit investments in the Company's securities. Nor is it an assurance of guaranteed returns (in any form), for investments in the Company.

ANNEXURE - 8 BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I.	Details of the listed entity		
1	Corporate Identity Number (CIN) of the Listed Entity	L01132GJ2014PLC080273	
2	Name of the Listed Entity	BOMBAY SUPER HYBRID SEEDS LIMITED	
3	Year of incorporation	28-07-2014	
4	Registered office address	SHRINATHJI INDUSTRIAL ESTATE, PLOT NO.-11, NEAR KUVADAVA G I D C, 8 - B, NATIONAL HIGHWAY, RAJKOT	
5	Corporate address	SHRINATHJI INDUSTRIAL ESTATE, PLOT NO.-11, NEAR KUVADAVA G I D C, 8 - B, NATIONAL HIGHWAY, RAJKOT	
6	E-mail	cs@bombaysuper.in	
7	Telephone	9687967796	
8	Website	www.bombaysuperseeds.com	
9	Financial year for which reporting is being done	Start date	End date
	Current Financial Year	01-04-2022	31-03-2023
	Previous Financial Year	01-04-2021	31-03-2022
	Prior to Previous Financial year	01-04-2020	31-03-2021
10	Name of the Stock Exchange(s) where shares are listed		
Details of the Stock Exchanges			
Sr. No.	Name of the Stock exchange	Description of other stock exchange	Name of the Country
1	NSE		
11	Paid-up Capital (In Rs)	104937280.00	
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report		
	Name	ARVINDKUMAR KAKADIA	
	Contact	9687967796	

	E mail	md@bombaysuper.in
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone basis

II.	Products/services			
14	Details of business activities (accounting for 90% of the turnover)			
Details of business activities (accounting for 90% of the turnover)				
Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity	
1	Agricultural crops	Processing and selling of Agricultural seeds and Crops	100.00%	
15	Products/Services sold by the entity (accounting for 90% of the entity's Turnover)			
Products/Services sold by the entity (accounting for 90% of the entity's Turnover)				
Sr. No.	Product/Service	NIC Code	% of total Turnover contributed	
1	Agricultural Seeds	011	100.00%	
NIC Code list link:		https://www.ncs.gov.in/Documents/NIC_Sector.pdf		
III.	Operations			
16	Number of locations where plants and/or operations/offices of the entity are situated			
	Location	Number of plants	Number of offices	Total
	National	1	1	2
	International	0	0	0
17	Markets served by the entity			
A	Number of locations			
	Locations			Number
	National (No. of States)			8
	International (No. of Countries)			0
B	What is the contribution of exports as a percentage of the total turnover of the entity?			0.00%

IV.	Employees							
18	Details as at the end of Financial Year							
A.	Employees and workers (including differently abled)							
Sr. No.	Particulars	Total (A)	Male		Female		Other	
			No. (B)	% (B / A)	No. (C)	% (C / A)	No. (H)	% (H / A)
EMPLOYEES								
1	Permanent (D)	49	40	81.63%	9	18.37%	0	0.00%
2	Other than permanent (E)	0	0	0.00%	0	0.00%	0	0.00%
3	Total employees(D + E)	49	40	81.63%	9	18.37%	0	0.00%
WORKERS								
4	Permanent (F)	0	0	0.00%	0	0.00%	0	0.00%
5	Other than permanent (G)	0	0	0.00%	0	0.00%	0	0.00%
6	Total workers (F + G)	0	0	0.00%	0	0.00%	0	0.00%
B.	Differently abled Employees and workers:							
Sr. No.	Particulars	Total (A)	Male		Female		Other	
			No. (B)	% (B / A)	No. (C)	% (C / A)	No. (H)	% (H / A)
DIFFERENTLY ABLED EMPLOYEES								
1	Permanent (D)	0	0	0.00%	0	0.00%	0	0.00%
2	Other than Permanent (E)	0	0	0.00%	0	0.00%	0	0.00%
3	Total differently abled employees (D + E)	0	0	0.00%	0	0.00%	0	0.00%
DIFFERENTLY ABLED WORKERS								
4	Permanent (F)	0	0	0.00%	0	0.00%	0	0.00%
5	Other than Permanent (G)	0	0	0.00%	0	0.00%	0	0.00%
6	Total differently abled workers (F + G)	0	0	0.00%	0	0.00%	0	0.00%

19	Participation/Inclusion/Representation of women												
		Total (A)	No. and percentage of Females										
			No. (B)	% (B / A)									
	Board of Directors	10	1	10.00%									
	Key Management Personnel	3	1	33.33%									
20	Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)												
		Turnover rate in current FY (2022-23)				Turnover rate in previous FY (2021-22)				Turnover rate in the year prior to the previous FY (2020-21)			
		Male	Female	Other	Total	Male	Female	Other	Total	Male	Female	Other	Total
	Permanent Employees	10.00%	20.00%	0.00%	15.00%	18.00%	25.00%	0.00%	23.00%	13.00%	14.00%	0.00%	13.00%
	Permanent Workers	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
V.	Holding, Subsidiary and Associate Companies (including joint ventures)												
VI.	CSR Details												
22	(i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)								Yes				
	(ii) Turnover (in Rs.)								2279181000.00				
	(iii) Net worth (in Rs.)								563356000.00				

VII.	Transparency and Disclosures Compliances									
23	Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct									
	Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No/NA)	(If Yes, then provide web-link for grievance redress policy)	FY (2022-23)			PY (2021-22)			(If NA, then provide the reason)
				Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	
	Communities	No		0	0	0	0	0	0	
	Investors (other than shareholders)	No		0	0	0	0	0	0	
	Shareholders	Yes	https://www.bombaysuperseeds.com/corporate-governance-policy.html	0	0	0	0	0	0	
	Employees and workers	Yes	https://www.bombaysuperseeds.com/corporate-governance-policy.html	0	0	0	0	0	0	
	Customers	No		0	0	0	0	0	0	
	Value Chain Partners	No		0	0	0	0	0	0	

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No/NA)	Yes	NA	NA	NA	NA	NA	NA	NA	NA
b. Has the policy been approved by the Board? (Yes/No/NA)	Yes	NA	NA	NA	NA	NA	NA	NA	NA
c. Web Link of the Policies, if available	https://www.bombaysuperseeds.com/corporate-governance-policy.html								
2. Whether the entity has translated the policy into procedures. (Yes / No/ NA)	Yes	NA	NA	NA	NA	NA	NA	NA	NA
3. Do the enlisted policies extend to your value chain partners? (Yes/No/NA)	No	No	No	No	No	No	No	No	No
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.									
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.									
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.									

Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)									
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).									
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No/ NA).	No								
If yes, provide details.									

10. Details of Review of NGRBCs by the Company									
Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Director	Director	Director	Director	Director	Director	Director	Director	Director
Description of other committee for performance against above policies and follow up action									
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Director	Director	Director	Director	Director	Director	Director	Director	Director
Description of other committee for compliance with statutory requirements of relevance to the principles and rectification									
Frequency (Annually / Half yearly /Quarterly/ Any other-please specify)									
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Annually	Any other	Any other	Any other	Any other	Any other	Any other	Any other	Any other
Description of other committee for performance against above policies and follow up action									
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Annually	Any other	Any other	Any other	Any other	Any other	Any other	Any other	Any other
Description of other committee for compliance with statutory requirements of relevance to the principles and rectification									

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	No	No	No	No	No	No	No	No	No
If Yes, Provide name of the agency									
Notes									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	Safety Meetings did with all members (First - Aid / Health, Safety & Environment)	100.00%
Key Managerial Personnel	1	Safety Meetings did with all members (First - Aid / Health, Safety & Environment)	100.00%
Employees other than BoD and KMPs	1	Safety Meetings did with all members (First - Aid / Health, Safety & Environment)	100.00%
Workers	0	NONE	0.00%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website):

Monetary

--

Non- Monetary

--

4. Does the entity have anti-corruption or anti-bribery policy?

Yes

If Yes, provide details in brief		The Anti-Bribery and Anti-Corruption Policy defines the Company’s policy on the avoidance of bribery and corruption and ensures that it reflects any changes in applicable laws and developments in acceptable standards for the conduct of business. The Company is committed to maintaining the highest ethical standards and vigorously enforces the integrity of its business practices wherever it operates throughout the world. The Company will not engage in bribery or corruption. Adherence to the clear guidelines set out in this Policy will ensure that the Company and its employees comply with anti-bribery and anti-corruption laws.		
If Yes, Provide a web link to the policy, if available - Web link anti corruption or anti bribery policy is place		https://www.bombaysuperseeds.com/corporate-governance-policy.html		
5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:				
	FY (2022-23)		PY (2021-22)	
Directors	0		0	
KMPs	0		0	
Employees	0		0	
Workers	0		0	
6. Details of complaints with regard to conflict of interest:				
	FY (2022-23)		PY (2021-22)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	NIL	0	NIL
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	NIL	0	NIL
7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/				

law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.		
Leadership Indicators		
2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board?		
Provide details of the entity have processes in place to avoid/ manage conflict of interests involving members of the Board.		
Notes		

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY (2022-23)	PY (2021-22)	Details of improvements in environmental and social impacts
R&D	15.00%	14.00%	The Company is continuous endeavours to improve the quality of Seeds and investing high talents in R&D
Capex	0.00%	0.00%	NA

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

No

b. If yes, what percentage of inputs were sourced sustainably?

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

(a) Plastics (including packaging)

(b) E-waste

(c) Hazardous waste

(d) other waste

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No).

No

If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?

If not, provide steps taken to address the same.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)?

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY (2022-23)	PY (2021-22)
--	--------------	--------------

	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)						
E waste						
Hazardous waste						
Notes						

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	43	43	100.00%	43	100.00%	0	0.00%	0	0.00%	0	0.00%
Female	6	6	100.00%	6	100.00%	0	0.00%	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	49	49	100.00%	49	100.00%	0	0.00%	0	0.00%	0	0.00%
Other than permanent employees											
Male	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%

Total	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Other than permanent workers											
Male	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	0	0	0.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
2. Details of retirement benefits											
Benefits	FY (2022-23)					PY (2021-22)					
	No.of employees covered as a % of total employees	No.of workers covered as a % of total workers		Deducted and deposited with the authority (Y/N/N.A.)		No.of employees covered as a % of total employees	No.of workers covered as a % of total workers		Deducted and deposited with the authority (Y/N/N.A.)		
PF	26.00%	0.00%		Yes		25.00%	0.00%		Yes		
Gratuity	100.00%	0.00%		NA		100.00%	0.00%		NA		
ESI	0.00%	0.00%		NA		0.00%	0.00%		NA		
3. Accessibility of workplaces											
Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?									Yes		
If not, whether any steps are being taken by the entity in this regard.											
4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?									No		
If so, provide a web-link to the policy.											
5. Return to work and Retention rates of permanent employees and workers that took parental leave.											
Gender	Permanent employees					Permanent workers					
	Return to work rate		Retention rate			Return to work rate			Retention rate		
Male	0.00		0.00			0.00			0.00		
Female	0.00		0.00			0.00			0.00		
Other	0.00		0.00			0.00			0.00		

Total	0.00	0.00	0.00	0.00		
6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker?				No		
If yes, give details of the mechanism in brief.	Yes/No		(If Yes, then give details of the mechanism in brief)			
Permanent Workers	No					
Other than Permanent Workers	No					
Permanent Employees	Yes					
Other than Permanent Employees	No					
7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:						
Category	FY (2022-23)			PY (2021-22)		
	Total employees/workers in respective category (A)	No.of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No.of employees /workers in respective category,who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	0	0	0.00%	0	0	0.00%
Male	0	0	0.00%	0	0	0.00%
Female	0	0	0.00%	0	0	0.00%
Other	0	0	0.00%	0	0	0.00%
Total Permanent Workers	0	0	0.00%	0	0	0.00%
Male	0	0	0.00%	0	0	0.00%
Female	0	0	0.00%	0	0	0.00%
Other	0	0	0.00%	0	0	0.00%
8. Details of training given to employees and workers:						
Category	FY (2022-23)			PY (2021-22)		

	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Total	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Workers										
Male	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Total	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
9. Details of performance and career development reviews of employees and worker:										
Category	FY (2022-23)					PY (2021-22)				
	Total (A)	No. (B)		% (B / A)		Total (D)	No. (E)		% (E / D)	
Employees										
Male	0		0		0.00%		0		0.00%	
Female	0		0		0.00%		0		0.00%	
Other	0		0		0.00%		0		0.00%	
Total	0		0		0.00%		0		0.00%	
Workers										
Male	0		0		0.00%		0		0.00%	
Female	0		0		0.00%		0		0.00%	
Other	0		0		0.00%		0		0.00%	

Total	0	0	0.00%	0	0	0.00%
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10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No/ NA).	Yes	
If yes, the coverage such system?		
b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?		
c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks?	No	
d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services?	No	

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY (2022-23)	PY (2021-22)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

13. Number of Complaints on the following made by employees and workers:

	FY (2022-23)			PY (2021-22)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks

Working Conditions	0	0		0	0	
Health & Safety	0	0		0	0	
14. Assessments for the year:						
			% of your plants and offices that were assessed (by entity or statutory authorities or third parties)			
Health and safety practices			100.00%			
Working Conditions			100.00%			
15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.						
Leadership Indicators						
1. Does the entity extend any life insurance or any compensatory package in the event of death of						
(A) Employees (Y/N)						
(B) Workers (Y/N).						
2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.						
3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:						
	Total no. of affected employees/ workers			No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment		
	FY (2022-23)	PY (2021-22)		FY (2022-23)	PY (2021-22)	
Employees	0	0		0	0	
Workers	0	0		0	0	
4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No/ NA)						
5. Details on assessment of value chain partners:						

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	
Working Conditions	
6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.	
Notes	

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders	
Essential Indicators	
1. Describe the processes for identifying key stakeholder groups of the entity.	
Leadership Indicators	
1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.	
2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics.	
If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.	
3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.	
Notes	

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY (2022-23)			PY (2021-22)		
	Total (A)	No. of employees/workers covered (B)	% (B / A)	Total (C)	No. of employees/workers covered (D)	% (D / C)
Employees						
Permanent	0	0	0.00%	0	0	0.00%
Other than permanent	0	0	0.00%	0	0	0.00%
Total Employees	0	0	0.00%	0	0	0.00%
Workers						
Permanent	0	0	0.00%	0	0	0.00%
Other than permanent	0	0	0.00%	0	0	0.00%
Total Workers	0	0	0.00%	0	0	0.00%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY (2022-23)					PY (2021-22)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B /A)	No. (C)	% (C /A)		No. (E)	% (E /D)	No. (F)	% (F /D)
Employees										
Permanent	49	0	0.00%	49	100.00%	48	0	0.00%	48	100.00%
Male	43	0	0.00%	43	100.00%	43	0	0.00%	43	100.00%
Female	6	0	0.00%	6	100.00%	5	0	0.00%	5	100.00%
Other	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%

Other than Permanent	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Male	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Workers										
Permanent	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Male	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other than Permanent	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Male	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
3. Details of remuneration/salary/wages, in the following format:										
	Male			Female			Other			
	Number	Median remuneration/ salary/ wages of respective category		Number	Median remuneration/ salary/ wages of respective category		Number	Median remuneration/ salary/ wages of respective category		
Board of Directors (BoD)	5	100000		0	0		0	0		
Key Managerial Personnel	0	0		1	30000		0	0		
Employees other than BoD and KMP	38	32000		5	18800		0	0		
Workers	0	0		0	0		0	0		
4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the					No					

business?	
5. Describe the internal mechanisms in place to redress grievances related to human rights issues.	

6. Number of Complaints on the following made by employees and workers:						
	FY (2022-23)			PY (2021-22)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0		0	0	
Discrimination at workplace	0	0		0	0	
Child Labour	0	0		0	0	
Forced Labour/Involuntary Labour	0	0		0	0	
Wages	0	0		0	0	
Other human rights related issues	0	0		0	0	

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.		
8. Do human rights requirements form part of your business agreements and contracts? (Yes/No/NA)	NA	
9. Assessments for the year:		
	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
Child labour	0.00%	
Forced/involuntary labour	0.00%	
Sexual harassment	0.00%	
Discrimination at workplace	0.00%	
Wages	0.00%	
10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.		
Leadership Indicators		
1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.		
2. Details of the scope and coverage of any Human rights due-diligence conducted		
3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?		
4. Details on assessment of value chain partners:		
	% of value chain partners (by value of business done with such partners) that were assessed	
Sexual harassment		
Discrimination at workplace		
Child Labour		
Forced Labour/Involuntary Labour		
Wages		

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.	
Notes	

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY (2022-23)	PY (2021-22)
Total electricity consumption (A)	0.00	0.00
Total fuel consumption (B)	0.00	0.00
Energy consumption through other sources ©	0.00	0.00
Total energy consumption (A+B+C)	0.00	0.00
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	0.00	0.00
Energy intensity (optional) – the relevant metric may be selected by the entity	0.00	0.00

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?

No

If yes, name of the external agency.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India?

No

If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY (2022-23)	PY (2021-22)
Water withdrawal by source (in kilolitres)		
(i) Surface water	0.00	0.00
(ii) Groundwater	0.00	0.00
(iii) Third party water	0.00	0.00
(iv) Seawater / desalinated water	0.00	0.00
(v) Others	0.00	0.00
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	0.00	0.00
Total volume of water consumption (in kilolitres)	0.00	0.00

Water intensity per rupee of turnover (Water consumed / turnover)	0.00	0.00	
Water intensity (optional) – the relevant metric may be selected by the entity	0.00	0.00	
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?		No	
If yes, name of the external agency.			
4. Has the entity implemented a mechanism for Zero Liquid Discharge?	NA		
If yes, provide details of its coverage and implementation.			
5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:			
Parameter	Please specify unit	FY (2022-23)	PY (2021-22)
NOx	0	0	0
SOx	0	0	0
Particulate matter (PM)	0	0	0
Persistent organic pollutants (POP)	0	0	0
Volatile organic compounds (VOC)	0	0	0
Hazardous air pollutants (HAP)	0	0	0
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)		No	
If yes, name of the external agency.			
6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:			
Parameter	Unit	FY (2022-23)	PY (2021-22)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	0	0	0
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	0	0	0
Total Scope 1 and Scope 2 emissions per rupee of turnover	0	0	0
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	0	0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)		
If yes, name of the external agency.		
7. Does the entity have any project related to reducing Green House Gas emission?	NA	
If Yes, then provide details.		
8. Provide details related to waste management by the entity, in the following format:		
Parameter	FY (2022-23)	PY (2021-22)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0	0
E-waste (B)	0	0
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	0	0
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	0	0
Total (A+B + C + D + E + F + G + H)	0	0
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total	0	0
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0	0

(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total	0	0
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)		No
If yes, name of the external agency.		
9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.		
12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N/NA).		Yes
Leadership Indicators		
1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:		
Parameter	FY (2022-23)	PY (2021-22)
From renewable sources		
Total electricity consumption (A)		
Total fuel consumption (B)	0	0
Total energy consumed from renewable sources (A+B+C)	0	0
From non-renewable sources		
Total electricity consumption (D)		
Total fuel consumption (E)	0	0
Total energy consumed from non-renewable sources (D+E+F)	0	0
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)		
If yes, name of the external agency.		
2. Provide the following details related to water discharged:		
Parameter	FY (2022-23)	PY (2021-22)

Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
No treatment		
With treatment – please specify level of treatment		
(ii) To Groundwater		
No treatment		
With treatment – please specify level of treatment		
(iii) To Seawater		
No treatment		
With treatment – please specify level of treatment		
(iv) Sent to third-parties		
No treatment		
With treatment – please specify level of treatment		
(v) Others		
No treatment		
With treatment – please specify level of treatment		
Total water discharged (in kilolitres)		
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)		
If yes, name of the external agency.		

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):	
For each facility / plant located in areas of water stress, provide the following information:	
Details For each facility / plant located in areas of water stress	
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)	
If yes, name of the external agency.	

4. Please provide details of total Scope 3 emissions & its intensity, in the following format:			
Parameter	Unit	FY (2022-23)	PY (2021-22)
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)			
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)			
If yes, name of the external agency.			
5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.			
7. Does the entity have a business continuity and disaster management plan?			
Details of entity at which business continuity and disaster management plan is placed or weblink.			
8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.			
9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.			
Notes			

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

0

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National/International)
1		
2		
3		
4		
5		
6		
7		
8		
9		
10		

Leadership Indicators

Notes

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development		
Essential Indicators		
3. Describe the mechanisms to receive and redress grievances of the community.		
4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:	FY (2022-23)	PY (2021-22)
Directly sourced from MSMEs/ small producers	0.00%	0.00%
Sourced directly from within the district and neighbouring districts	0.00%	0.00%
Leadership Indicators		
3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No/NA)		
(b) From which marginalized /vulnerable groups do you procure?		
(c) What percentage of total procurement (by value) does it constitute?		
Notes		

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.		The organization are receiving complaints from distributor /customer via Marketing Person through WhatsApp messages or verbal communication. The complaints are verified by the Management personnel and verify the warehouse stock as per complaints. They carry out present stock analysis and submit reports to the Head. Based on the report, the head directs corrective action accordingly. The department concerned implements the corrective action and is allowed to despatch the next lot. The department concerned communicates with the distributor /customer and takes the feedback of it.				
2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about		As a percentage to total turnover				
Environmental and social parameters relevant to the product		100.00%				
Safe and responsible usage		100.00%				
Recycling and/or safe disposal		100.00%				
3. Number of consumer complaints in respect of the following	FY (2022-23)		Remark	PY (2021-22)		Remark
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	NIL	0	0	NIL
Advertising	0	0	NIL	0	0	NIL
Cyber-security	0	0	NIL	0	0	NIL
Delivery of essential services	0	0	NIL	0	0	NIL
Restrictive Trade Practices	0	0	NIL	0	0	NIL
Unfair Trade Practices	0	0	NIL	0	0	NIL
Other	0	0	NIL	0	0	NIL
4. Details of instances of product recalls on account of safety issues	Number	Reasons for recall				

Voluntary recalls	0	0
Forced recalls	0	0
5. Does the entity have a framework/ policy on cyber security and risks related to data privacy?	No	
If available, provide a web-link of the policy		
6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.		
Leadership Indicators		
1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).		
2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services		
3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.		
4. Does the entity display product information on the product over and above what is mandated as per local laws?		
If yes, provide details in brief.		
Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole?		
5. Provide the following information relating to data breaches		
a. Number of instances of data breaches along-with impact		
b. Percentage of data breaches involving personally identifiable information of customers		
Notes		

Independent Auditors' Report

To,
The Members of
Bombay Super Hybrid Seeds Limited
Kuvadava, Rajkot.

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Bombay Super Hybrid Seeds Limited having CIN: L01132GJ2014PLC080273 ("the Company"), which comprise the Standalone Balance Sheet as at 31st March 2023, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Cash Flows and Standalone Statement of Changes in Equity for the year then ended, and notes to the Standalone financial statements, including a summary of significant accounting policies and other explanatory information.
2. 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and the other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023 and its profit (financial performance including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with 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 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 there under, 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 we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Audit Procedures
Agricultural Activities	
The company is engaged in the production and processing of commercial and vegetable seeds at various pieces of lands taken on lease from various growers/farmers spread over throughout India. The company enters into seed production agreements with these farmers / growers. The company is compensating the farmers/growers for various cultivation expenses based upon the rate agreement entered in to. Thus, the company is engaged in the growing of various kinds of seeds based on the programs chalked out by the management depending on the area, climatic conditions, soil conditions, water resources, education of farmers, processing facilities etc.	We have performed the following principal audit procedures in relation to Agricultural Activities:- <ul style="list-style-type: none">- Evaluation and understanding of Seed production agreements.- Verification and evaluation of the documents for existence of farmers/growers of the seeds on sample basis.- Verification and evaluation of documents on sample basis for the existence of leasehold land.- Evaluation of the control / supervision over the crop.- Evaluating the appropriateness of the adequate disclosures in accordance with the applicable

	accounting standards.
Adoption of Ind AS 116 Leases	
As described in Note 2(AA) to the standalone financial statements, the Company has continued to adopt Ind AS 116 Leases (Ind AS 116) in the current year.	Our audit procedures on adoption of Ind AS 116 include:
The Company has leasing arrangements for operating leases for lands and premises (Agricultural lands, office, stores, go-down etc.), which are cancellable and renewable by mutual consent. The aggregate lease rentals are charged as rent in the Statement of Profit and Loss.	<ul style="list-style-type: none"> - Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116); - Assessed the company's evaluation on identification of leases based on the contractual agreements and our knowledge of the business; - Assessed the key terms and conditions of each lease with the under lying lease contracts and evaluation of the lease liability. - Assessed and tested the presentation and disclosures relating to Ind AS 116.

Information other than the Standalone Financial Statements and Auditor's Report thereon

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

Management's Responsibility for the Standalone Financial Statements

8. 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 standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. 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.
10. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

11. 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 Standards on Auditing 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.

12. As part of an audit in accordance with Standard on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- a. 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.
 - b. Obtain an understanding of internal financial controls 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 and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - d. 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 ability of the Company 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - e. 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.

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

13. 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.
14. 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.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

16. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act,

2013, we give in the “Annexure A” a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable. 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 Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements complied with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- (g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of 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:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 31 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; v.
 - (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 entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and.
 - (c) Based on audit procedures 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 mis-statement
 - v. No final or interim dividend is declared and paid by the Company during the year.
 - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1,

2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For Gautam N Associates
Chartered Accountants
FRN: 103117W

Gautam Nandawat
M No: 032742

UDIN: 23032742BG55K6945

Place: Chhatrapati Sambhajanagar
Dated: 01st May 2023

ANNEXURE “A” TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Bombay Super Hybrid Seeds Limited on the Ind AS standalone financial statements for the year ended 31st March 2023, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. The Company has maintained proper records showing full particulars of intangible asset.

(b) The company has regular program of physical verification of its Property, Plant and Equipment by which Property, Plant and Equipment are verified in a phased manner over a period of three years. In accordance with this program, certain Property, Plant and Equipment were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and nature of its business.

(c) According to the information and explanations given to us, and on the basis of our examination of the record of the company, the title deeds of the immovable properties are held in the name of the company;

(d) According to the information and explanations given to us, and on the basis of our examination of the record of the company, the company has not revalued any Property, Plant & Equipment (including Right of Use assets) or intangible assets during the year.

(e) According to the information and explanations given to us, and on the basis of our examination of the record of the company, no proceedings have been initiated or are pending against the company for holding any Benami property under the “Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.
2. (a) The inventory has been physically verified during the year by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. There is no discrepancy of 10% or more noticed during verification between the physical stocks and book records. The discrepancies were not material, which have been properly dealt with in the books of account. The yearend inventory has been physically verified by the management and the same is incorporated as per inventory records and books of account maintained by the company.

(b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets; the quarterly statements filed by the Company in respect of current assets held by it and offered as security with such banks or financial institutions are largely in agreement with the unaudited books of account of the Company of respective quarters and discrepancies observed have been explained in Note no 51 of the Financial Statements.
3. (a) As per the information and explanations given to us, the Company has not made any investment or provided any guarantee or security to any party. Further, as per the information and explanations given to us, the Company has granted loans including advances in the nature of loan to three companies/ firms. The aggregate amount of loan granted is Rs. 1,908.26 Lakhs and the balance outstanding at the year-end is Rs. 62.47 Lakhs.

(b) The terms and conditions for such above mentioned loans are not prejudicial to the interest of the Company.

(c) In respect of loans and advances in the nature of loans the schedule of repayment of principal and payment of interest has not been stipulated; hence we are unable to comment whether the repayments or receipts are regular, overdue, renewed or extended or fresh loan granted to settle the overdue of existing loans given to the same parties;

(d) The company has granted following loans or advances in the nature of loans repayable on demand without any written agreement and without specifying other terms.

Type of Borrower		Repayment Terms	Loan given during the year	% age
Promoter and Related Parties				
i)	Upsurge Seeds of Agriculture Limited	Repayable on demand	1,329.01	69.65
ii)	American Genetics Seeds Ltd	Repayable on demand	210.00	11.00
Total			1539.01	80.65

The Company has not made investments in Firms and Limited Liability Partnerships during the year. Further the Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties.

4. The company has granted loans in compliance with the provisions of section 185 and 186 of the Act, Further, the company has not provided any security or guarantee, made investments to any party covered under section 185 and 186 of the Act.
5. The Company has not accepted deposits within the meaning of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
6. No maintenance of cost records has been specified by the Central Government under section 148(1) of the Act for the products of the company.
7. a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, details of dues relating to Income tax, which have not been deposited as on 31st March, 2023 on account of disputes, are given below :-

Sr No	Name of the Statute	Nature of the dues	Forum where dispute is pending	Period to which the amount relates	Total disputed Dues (Rs in lakhs)
1.	Income Tax Act, 1961	Income Tax	CIT (A)	AY 2017-18	59.10

8. According to the information and explanations given to us, there are no transactions recorded in the books of account as have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
9. In our opinion and according to the information and explanations given to us:-

(a) the Company has not defaulted in payment of dues to financial institution or bank or debenture holders.

(b) the Company is not declared willful defaulter by any bank or financial institution or other lender.

(c) term loans were applied for the purpose for which the loans were obtained.

(d) no funds raised on short term basis have been utilised for long term purposes.

(e) The Company has not taken any funds from any entity or person on account on account of or to meet the obligations of its subsidiaries, associates or joint ventures, hence the clause (ix) (e) of the Order is not applicable.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, hence the clause (ix) (f) of the Order is not applicable.

10. The company has not raised any moneys by way of initial public offer, further public offer (including debt instruments), preferential allotment or private placement of shares during the year.
11. (a) According to the information and explanations given to us, no fraud by the company or any fraud on the Company has been noticed or reported during the year.
(b) No report under sub-Section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.
(c) We have not considered whistle-blower complaints, since, there is no complaint received during the year by the Company.
12. The company is not a Nidhi Company as such provisions of the clause (xii) of the Order are not applicable to the company.
13. All transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable, and the details have been disclosed in the Ind AS standalone financial statements etc., as required by the applicable accounting standards.
14. (a) In our opinion, the internal audit system needs to be strengthened to commensurate with the size of the company and nature of its business.
(b) In framing our Independent Audit Reports, we have considered Internal Auditor's Report for the period under audit.
15. The company has not entered into any non-cash transactions with directors or persons connected with him.
16. (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
(b) In Our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act 1934.
(c) The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.
17. The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. The company does not have any unspent amounts which are required to be transferred to a fund specified in schedule VII to the Act. Further, the Company does not have any on-going project in hand, hence clause (xx) (b) of the Order is not applicable.

21. The company does not have any subsidiary, associate, joint venture hence, the consolidation of financial statement is not applicable.

For Gautam N Associates
Chartered Accountants
FRN: 103117W

Gautam Nandawat
Partner
M No: 032742

UDIN: 23032742BG55K6945

Place: Chhatrapati Sambhajanagar
Dated: 1st May 2023

ANNEXURE “B” TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

1. We have audited the internal financial controls over financial reporting of **Bombay Super Hybrid Seeds Limited** (“the Company”) as of 31st March, 2023 in conjunction with our audit of the Ind AS standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors Responsibility

3. 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 the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.
5. We believe that the audit evidence, we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting of the company.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone 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 Ind AS standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are

subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Gautam N Associates
Chartered Accountants
FRN: 103117W

Gautam Nandawat
Partner
M No: 032742
UDIN:23032742BG55K6945

Place: Chhatrapati Sambhajanagar
Dated: 1st May 2023

Bombay Super Hybrid Seeds Limited
Balance Sheet as at March 31, 2023

	Note No	As at March 31, 2023 Rupees	As at March 31, 2022 Rupees
Assets			
I) Non-Current Assets			
a) Property, plant and Equipment	2	8,62,64,641	7,09,89,262
b) Intangible Assets	2	1,13,296	3,07,533
c) Financial Assets		-	-
d) Deferred Tax Assets (Net)	3	33,07,884	27,18,676
e) Other Non-current Assets	4	10,92,238	11,42,238
		<u>9,07,78,058</u>	<u>7,51,57,709</u>
II) Current Assets			
a) Inventories	5	1,13,61,58,550	69,66,14,330
b) Financial Assets		-	-
(i) Trade Receivables	6	8,58,41,869	16,12,34,170
(ii) Cash and cash equivalents	7	8,10,397	26,32,628
(iii) Loans		-	-
(iii) Other Financial Assets		-	-
c) Current Tax Assets (net)	8	28,03,516	28,03,516
d) Other current assets	9	#REF!	#REF!
		<u>#REF!</u>	<u>#REF!</u>
Total Assets		<u><u>#REF!</u></u>	<u><u>#REF!</u></u>
Equity and Liabilities			
Equity			
a) Equity Share Capital	10	10,49,37,280	10,49,37,280
b) Other Equity	11	45,84,18,447	28,99,74,413
		<u>56,33,55,727</u>	<u>39,49,11,693</u>
Liabilities			
I) Non-Current Liabilities			
a) Financial Liabilities		-	-
(i) Borrowings	12	68,80,235	7,78,982
(ii) Trade Payables		-	-
b) Provisions	13	41,30,029	40,39,207
b) Other Non-current liabilities	14	1,19,12,500	1,08,47,500
		<u>2,29,22,764</u>	<u>1,56,65,688</u>
II) Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	15	52,13,90,750	39,39,44,868
(ii) Trade Payables	16	11,68,94,454	7,35,11,776
(ii) Other Financial Liabilities		-	-
b) Other current liabilities	17	10,18,75,758	9,76,84,869
c) Provisions	18	12,23,063	9,32,070
d) Current Tax Provision	19	11,15,529	3,63,716
		<u>74,24,99,555</u>	<u>56,64,37,299</u>
Total Equity and Liabilities		<u><u>1,32,87,78,045</u></u>	<u><u>97,70,14,680</u></u>

For Gautam N Associates

Chartered Accountants
Firm Registration Number: 103117W

Gautam Nandawat

Partner

M No : 032742

UDIN: 23032742BG55K6945

Place : Chhatrapati Sambhajinagar

Date : May 1st, 2023

For and on behalf of the Board of Directors

Arvind J. Kakadiya

Managing Director

DIN No.: 06893183

Place: Kuvadava, Rajkot

Date : May 1st, 2023

Kirit J. Kakadiya

Whole Time Director &
CFO

DIN No.: 06893686

Place: Kuvadava, Rajkot

Date : May 1st, 2023

Jalpa Doshi

Company Secretary

Place: Kuvadava, Rajkot

Date : May 1st, 2023

	Year ended March 31, 2023		Year ended March 31, 2022	
	Rupees	Rupees	Rupees	Rupees
A. Cash flow from operating activities				
Net profit before tax		17,83,32,810		11,02,37,262
Adjustments for:				
Depreciation Expense	1,34,61,430		1,31,35,141	
Provision for Gratuity	3,81,815		5,72,860	
Interest Expenses / Financial Charge	3,02,66,606		1,89,40,247	
Interest Income	(25,74,739)		-	
Other Comprehensive Income (net of tax)	6,29,143		5,08,103	
Loss / (Profit) on sale of Property, Plant & Equipments	(2,65,099)	4,18,99,155	68,250	3,32,24,601
Operating profit before working capital changes		22,02,31,965		14,34,61,864
Adjustments for changes in working capital:				
(Increase)/ Decrease in current - non current other assets	#REF!		(48,73,735)	
(Increase)/ Decrease in Inventories	(43,95,44,220)		(21,78,23,203)	
(Increase)/ Decrease in Trade Receivables	7,53,92,301		(8,63,83,777)	
Increase/ (Decrease) in Trade Payables	4,33,82,678		5,41,13,243	
Increase/ (Decrease) in other current liabilities	41,90,889		(30,93,176)	
		#REF!		(25,80,60,648)
Operating profit after working capital changes		#REF!		(11,45,98,784)
Income tax refund received / (Tax paid)		(1,03,55,314)		(63,91,137)
Net cash from operating activities (A)		#REF!		(12,09,89,921)
B. Cash flow from investing activities				
Purchase of Property, Plant & Equipments	(2,86,27,472)		(14,00,100)	
Purchase of Intangible assets	-		(5,70,800)	
Sale of Property, Plant & Equipments	3,50,000		20,000	
Interest income	25,74,739	(2,57,02,733)	-	(19,50,900)
Net cash used in investing activities (B)		(2,57,02,733)		(19,50,900)
C. Cash flow from financing activities				
Proceeds from /(Payment to) Non-current Term Loan	61,01,253		(1,94,37,393)	
Proceeds from /(Payment to) Short Term Loan	12,74,45,882		11,01,96,448	
Deposits received/(Payment)	10,65,000		18,95,000	
Financial Cost	(3,02,66,606)		(1,89,40,247)	
		10,43,45,530		7,37,13,809
Net cash used in financing activities (C)		10,43,45,530		7,37,13,809
Net Decrease in Cash and Cash Equivalents (A+B+C)		#REF!		(4,92,27,013)
Cash and cash equivalents at the end of the year		8,10,397		26,32,628
Net Decrease in Cash and Cash Equivalents (A+B+C)		#REF!		#REF!
		#REF!		#REF!

Bombay Super Hybrid Seeds Limited
Cash Flow Statement for the year ended March 31, 2023

	As at March 31, 2023 Rupees	As at March 31, 2022 Rupees
Cash and cash equivalents comprise of:		
Cash on Hand	7,45,397	25,67,628
Bank Balances:		
- In Current Accounts	65,000	65,000
Cash and cash equivalents at the end of the year	8,10,397	26,32,628

Notes:

- 1 The above Cash Flow Statement has been prepared under "Indirect Method" set out in Indian Accounting Standard - 7 on "Cash Flow Statements".
- 2 Figures in brackets indicate cash outgo.
- 3 Previous year's figures have been regrouped/ rearranged wherever necessary.

As per our report of even date.

For Gautam N Associates

Chartered Accountants

Firm Registration Number: 103117W

For and on behalf of the Board of Directors

Gautam Nandawat

Partner

Membership No. :032742

UDIN: 23032742BG55K6945

Place : Chhatrapati Sambhajinagar

Date : May 1st, 2023

Arvind J. Kakadiya

Managing Director

DIN No.: 06893183

Place: Kuvadava, Rajkot

Date : May 1st, 2023

Kirit J. Kakadiya

Whole Time Director & CFO

DIN No.: 06893686

Place: Kuvadava, Rajkot

Date : May 1st, 2023

Jalpa Doshi

Company Secretary

Place: Kuvadava, Rajkot

Date : May 1st, 2023

Bombay Super Hybrid Seeds Limited
Statement of Profit and Loss for the year ended March 31, 2023

	Note No	Year Ended March 31, 2023 Rupees	Year Ended March 31, 2022 Rupees
Income:			
Revenue from Operations	20	2,27,91,81,464	1,91,72,42,204
Other Income	21	68,70,211	45,46,986
Total Income		2,28,60,51,674	1,92,17,89,190
Expenses:			
Purchase of stock in trade	22	1,27,45,53,630	1,12,76,24,840
Production Expenses	23	1,07,88,92,509	70,92,38,567
Changes in Inventories of Finished Goods, Work-in-Progress and Stock in Trade	24	(44,08,53,714)	(22,21,24,872)
Employee Benefits Expense	25	3,14,21,094	3,60,78,896
Finance Costs	26	3,02,66,606	1,89,40,247
Depreciation and Amortisation Expense	27	1,34,61,430	1,31,35,141
Other Expenses	28	11,99,77,310	12,86,59,110
Total Expenses		2,10,77,18,864	1,81,15,51,928
Profit before tax		17,83,32,810	11,02,37,262
Tax Expense			
Income Tax			
- Current Year		1,11,07,127	57,54,167
- Earlier Year		-	3,91,465
Deferred Tax Charge		(5,89,208)	(9,46,689)
		1,05,17,919	51,98,943
Profit for the Year		16,78,14,891	10,50,38,319
Other Comprehensive Income			
A. (i) Items that will not be reclassified to Profit and Loss		(8,40,740)	(6,78,992)
(ii) Income tax relating to items that will not be reclassified to Profit and Loss		2,11,597	1,70,889
B. (i) Items that will be reclassified to Profit and Loss		-	-
(ii) Income tax relating to items that will be reclassified to Profit and Loss		-	-
		(6,29,143)	(5,08,103)
Total Comprehensive Income		16,84,44,034	10,55,46,423
Earnings Per Equity Share [Nominal Value Per Share: Re. 1 (Previous Year: Rs. 10)]			
Basic and Diluted		1.61	10.06

The accompanying Notes are an integral part of these Financial Statements.

In terms of our report of even date.

For Gautam N Associates

Chartered Accountants
Firm Registration Number: 103117W
Gautam Nandawat

Partner

Membership No. :032742
UDIN: 23032742BG55K6945
Place : Chhatrapati Sambhajinagar
Date : May 1st, 2023

For and on behalf of the Board of Directors

Arvind J. Kakadiya

Managing Director

DIN No.: 06893183

Place: Kuvadava, Rajkot

Date : May 1st, 2023

Kirit J. Kakadiya

Whole Time Director & CFO

DIN No.: 06893686

Place: Kuvadava, Rajkot

Date : May 1st, 2023

Jalpa Doshi

Company Secretary

Place: Kuvadava, Rajkot

Date : May 1st, 2023

Statement of Changes in Equity

A. Equity Share Capital				
(1) For the financial year 2022-23				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
10,49,37,280	-	-	-	10,49,37,280
(2) For the financial year 2021-22				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
10,49,37,280	-	-	-	10,49,37,280

B. Statement of Changes in Other Equity :**i) For financial year ended on March 31st, 2023**

Particular	Reserves and Surplus				Total
	Capital Reserve	Security Premium Reserve	OCI-Employee Benefit	Retained Earning	
Balances at the beginning of the year 01.04.2022	-	5,75,42,580	(15,42,698)	23,39,74,531	28,99,74,413
Changes in the accounting policies or prior period errors	-	-	-	-	-
Restated balance at the beginning of the year	-	5,75,42,580	(15,42,698)	23,39,74,531	28,99,74,413
Additions during the Year	-	-	6,29,143	16,78,14,891	16,84,44,034
Total Comprehensive Income for the year	-	5,75,42,580	(9,13,555)	40,17,89,422	45,84,18,447
Issue of Bonus Shares	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	-	-
Balance at the end of the reporting period 31.03.2023	-	5,75,42,580	(9,13,555)	40,17,89,422	45,84,18,447

ii) For financial year ended on March 31st, 2022

Particular	Reserves and Surplus				Total
	Capital Reserve	Security Premium Reserve	OCI-Employee Benefit	Retained Earning	
Balances at the beginning of the year 01.04.2021	-	5,75,42,580	(20,50,801)	12,89,36,211	18,44,27,990
Changes in the accounting policies or prior period errors	-	-	-	-	-
Restated balance at the beginning of the year	-	5,75,42,580	(20,50,801)	12,89,36,211	18,44,27,990
Additions/ Deletion during the Year	-	-	5,08,103	10,50,38,319	10,55,46,423
Total Comprehensive Income for the year	-	5,75,42,580	(15,42,698)	23,39,74,531	28,99,74,413
Bonus Shares Issued	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	-	-
Balance at the end of the reporting period 31.03.2022	-	5,75,42,580	(15,42,698)	23,39,74,531	28,99,74,413

In terms of our report of even date.

For Gautam N Associates
Chartered Accountants
Firm Registration Number: 103117W

For and on behalf of the Board of Directors**Gautam Nandawat**

Partner

Date : May 1st, 2023

Arvind J. Kakadiya

Managing Director

Kirit J. KakadiyaWhole Time Director &
CFO**Jalpa Doshi**Company Secretary
Place: Kuvadava, Rajkot

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

1 General Information

Bombay Super Hybrid Seeds Limited (CIN L01132GJ2014PLC080273) is incorporated under the Companies Act, 2013 with its registered office at Shrinathji Industrial Estate, Plot No.-11, Near Kuvadava G I D C, 8 - B, National Highway, Rajkot GJ 360023. The company is engaged in the business of Production, Processing, and Marketing of Hybrid and GM Seeds. The Company has a product range of Field crops and Vegetable crops. The company has a Pan India presence for sales through an extensive network of distributors. The equity shares of the company are listed on the National Stock Exchange in India.

2 SIGNIFICANT ACCOUNTING POLICIES:

A Basis of Preparation and Presentation

i) The financial statements are prepared in accordance with applicable Indian Accounting Standards (Ind AS) and on accounting principles of going concern which are measured at fair values except Property, Plant & Equipments, which are accounted for on historical cost basis. These financial statements have been prepared to comply with all material aspects with the Indian accounting standards notified under section 133 of the Act, (the "Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, and the other relevant provisions of the Act.

ii) Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use.

iii) All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current classification of assets and liabilities.

B REVENUE RECONGNITION

i) Revenue is measured at the transaction valued considered as fair value of the consideration received or receivable where the ownership and significant risk has been transferred to the buyer.

ii) Interest on overdue debtors is accounted for as and when received, as the collection cannot be ascertained with reasonable certainty.

iii) Sales return are accounted for / provided for in the year in which they pertain to, as ascertained till finalization of the books of account.

iv) Compensation on account of crop quality discounts are accounted for as and when settled.

C PROPERTY, PLANT AND EQUIPMENTS

i) Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less and accumulated depreciation. Freehold land is not depreciated.

ii) Office Furniture, Vehicles and office equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

iii) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised to the standalone statement of profit and loss.

D BIOLOGICAL ASSETS

Recognition and measurement

The company recognises the biological asset (agricultural produce) when:

(a) the company controls the asset as a result of past events;

(b) it is probable that future economic benefits associated with the asset will flow to the company; and

(c) the fair value or cost of the asset can be measured reliably

The biological asset are measured at the end of each reporting period at its fair value less costs to sell.

E CAPITAL WORK-IN-PROGRESS

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

F DEPRECIATION / AMORTIZATION

Depreciation is charged on the WDV Method based on the estimated useful life prescribed under Schedule II to the Act.

G IMPAIRMENT

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

H RESEARCH AND DEVELOPMENT EXPENDITURE:

The Research Expenditure (other than capital expenditure) incurred is charged off to the Statement of Profit & Loss.

I INVENTORIES:

J FOREIGN CURRENCY TRANSACTIONS:

- i) Transactions in foreign currency are recorded at the rate prevailing on the date of the transaction.
- ii) Current Assets and Current Liabilities in foreign currency outstanding as at the year-end are stated at the rates of exchange prevailing at the close of the year. The resultant gains/losses of the year are recognized in the Statement of Profit and Loss.

K GOVERNMENT GRANTS

- i) Grants are accounted for where it is reasonably certain that the ultimate collection will be made.
- ii) Grants relating to Fixed Assets in the nature of Project Capital Subsidy are credited to Capital Reserve.
- iii) Others are credited to Statement of Profit and Loss.

L EMPLOYEES BENEFITS:

Liability as at the year end in respect of retirement benefits is provided for and/ or funded and charged to Statement of Profit and Loss as follows:

i) Provident Fund / Family Pensions:

At a percentage of salary/wages for eligible employees.

ii) Retirement benefit costs and termination benefit

The Company determines the present value of the defined benefit obligation and recognizes the liability or asset in the balance sheet.

The present value of the obligation is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each year

Defined benefit costs are composed of:

(a) service cost – recognized in profit or loss; service cost comprises (i) current cost which is the increase in the present value of defined benefit obligations resulting from employee service in the current period, (ii) past service cost which is the increase in the present value of defined benefit obligations resulting from employee service in the prior periods resulting from a plan amendment, and (iii) gain or loss on settlement.

(b) remeasurements of the liability or asset - recognized in other comprehensive income.

(d) remeasurements of the liability or asset essentially comprise of actuarial gains and losses (i.e. changes in the present value of defined benefit obligations resulting from experience adjustments and effects of changes in actuarial assumptions).

Short-term benefits: A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave and other short term benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Other long-term benefits: Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

iii) Bonus

The company recognises a liability and expense for bonus in the year of payment. The company recognises a provision where contractually obliged or where there is past practice that has created a constructive obligation.

M BORROWING COST

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred. The Company determines the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the period less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalisation are determined by applying a capitalisation rate to the expenditures on that asset. The Company suspends capitalisation of borrowing costs during extended periods in which it suspends active development of a qualifying asset

N AGRICULTURAL ACTIVITIES

i) Income from the agricultural activities is accounted for up to the stage of dispatch of goods by the Company to the customer after processing.

ii) Expenses which are directly related to the agricultural activities have been accounted for in the books of account under the Production Expenses. Expenses which are not related to the specific activities are allocated on the basis of turnover (net of return and Schemes & Discounts) of Agricultural activities and Trading activities.

O EARNING PER SHARE

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit for the year attributable to equity share holders. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

P TAXATION

INCOME TAX

Provision for Current Tax is made and retained in the accounts on the basis of estimated tax liability as per applicable provisions of Income Tax Act 1961.

DEFERRED TAX

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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 taxes relate to the same taxable entity and the same taxation authority.

Current and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

The Company recognises interest levied and penalties related to Income Tax assessments in the tax expense.

Q USE OF ESTIMATES

The preparation of Financial Statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of Financial Statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual results and the estimates are recognised in the period in which the results are known/ materialised.

R PROVISION AND CONTINGENT LIABILITIES

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

S CASH AND CASH EQUIVALENTS

In the Cash Flow Statement, cash and cash equivalents includes cash on hand, demand and short term deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

T FINANCIAL ASSETS AT AMORTISED COST

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

U FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and a contractual terms of the financial assets give rise on the specified dates to cash flows that are solely payment of the principal and interest on the principal amount outstanding.

V FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of assets and liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

W FINANCIAL LIABILITIES

Financial liabilities are measured at amortised cost using the effective interest method, if tenure repayment of such liability exceeds one year.

X EQUITY INSTRUMENTS

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. The Company recognises equity instruments at proceeds received net off direct issue cost.

Y RECLASSIFICATION OF FINANCIAL ASSETS

The Company determines classification of the financial assets and liabilities on initial recognitions. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when a company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains and losses) or interest.

Z OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

AA LEASES :

Leases in which a substantial portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments and receipts under such leases are recognised to the Statement of Profit and Loss on a straight-line basis over the term of the lease unless the lease payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases in which case the same are recognised as an expense in line with the contractual term.

AB FUNCTIONAL AND PRESENTATION CURRENCY

Indian Rupees is the functional and presentation currency

Bombay Super Hybrid Seeds Limited
NOTE No 2

PROPERTY, PLANT & EQUIPMENTS

Amount in Rupees

SR. NO.	PARTICULARS	GROSS BLOCK			AS AT 31.03.2023	DEPRECIATION / AMORTISATION				NET BLOCK	
		AS AT 01.04.2022	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR		AS AT 01.04.2022	FOR THE YEAR	DEDUCTION	UP TO 31.03.2023	AS AT 31.03.2023	AS AT 01.04.2022
(A)	TANGIBLE ASSETS										
1	Freehold Land	45,02,568	-	-	45,02,568	-	-	-	-	45,02,568	45,02,568
2	Shop at Bedi Marketing Yard	18,00,000	-	-	18,00,000	-	-	-	-	18,00,000	18,00,000
3	Factory Building	3,22,88,582	1,40,81,707	-	4,63,70,289	1,51,04,846	28,00,783	-	1,79,05,629	2,84,64,660	1,71,83,736
4	Cold Storage	5,66,38,307	-	-	5,66,38,307	2,78,54,897	52,09,797	-	3,30,64,694	2,35,73,613	2,87,83,410
5	Solar Roof System	13,95,301	-	-	13,95,301	7,19,327	1,22,351	-	8,41,678	5,53,623	6,75,974
6	Plant & Machinery	2,57,45,344	-	-	2,57,45,344	1,32,14,268	23,18,189	-	1,55,32,456	1,02,12,887	1,25,31,076
7	Electrification	9,80,178	-	-	9,80,178	8,27,772	37,077	-	8,64,850	1,15,328	1,52,406
8	Office Equipment	12,13,229	-	-	12,13,229	11,07,036	32,255	-	11,39,291	73,938	1,06,193
9	Computer	6,48,453	-	-	6,48,453	6,14,945	3,036	-	6,17,981	30,472	33,508
10	Office Furniture	32,88,121	20,21,554	-	53,09,675	19,62,919	4,79,741	-	24,42,660	28,67,014	13,25,202
11	Vehicles	56,66,384	1,24,99,212	5,80,000	1,75,85,596	28,99,910	20,84,384	4,95,099	44,89,194	1,30,96,402	27,66,474
	Total (A)	13,41,66,466	2,86,02,473	5,80,000	16,21,88,939	6,50,63,741	1,30,87,614	4,95,099	7,68,98,433	8,52,90,506	6,98,60,548
(B)	R&D assets:										
1	Farm Godown	15,76,459	-	-	15,76,459	6,22,405	90,635	-	7,13,040	8,63,419	9,54,054
2	Computer	3,88,280	-	-	3,88,280	3,17,544	38,314	-	3,55,858	32,422	70,736
3	Equipments	1,86,165	24,999	-	2,11,164	1,14,923	42,170	-	1,57,092	54,072	71,242
4	Furniture	95,566	-	-	95,566	70,656	6,449	-	77,105	18,461	24,910
5	Motor Cycle	48,791	-	-	48,791	41,019	2,011	-	43,030	5,761	7,772
	Total (B)	22,95,261	24,999	-	23,20,260	11,66,546	1,79,579	-	13,46,125	9,74,135	11,28,715
	Total (A+B)	13,64,61,727	2,86,27,472	5,80,000	16,45,09,199	6,62,30,287	1,32,67,193	4,95,099	7,82,44,558	8,62,64,641	7,09,89,262
(C)	INTANGIBLE ASSETS										
1	Software	5,70,800	-	-	5,70,800	2,63,267	1,94,237	-	4,57,504	1,13,296	3,07,533
	TOTAL (A+B+C)	13,70,32,527	2,86,27,472	5,80,000	16,50,79,999	6,64,93,555	1,34,61,430	4,95,099	7,87,02,063	8,63,77,936	7,12,96,795
	Previous Year	13 65 92 556	19 70 900	15 30 928	13,70,32,528	5 40 43 270	1,31,35,141	14 42 678	6,57,35,733	7 12 96 795	

2.1 The company has not revalued any Tangible or Intangible assets during the financial year

38,193

2.2 No Capital Work in Progress and Intangible asset under development are pending at the year end.

	As at March 31, 2023 Rupees	As at March 31, 2022 Rupees
3 DEFERRED TAX ASSETS (NET)		
Liability:-	-	-
Assets:-		
Depreciation on PPE & Intangible Assets	19,60,618	16,25,915
Provision for Gratuity	13,47,266	12,51,171
Preliminary Expenses claimed and allowed	-	(1,58,410)
Total Deferred Tax assets at the year end	33,07,884	27,18,676
Net Deferred Tax	33,07,884	27,18,676
Less: Opening deferred tax assets	27,18,676	17,71,987
Deferred Tax Assets recognized during the year	5,89,207	9,46,689
4 OTHER NON-CURRENT ASSETS		
[Unsecured, Considered Good]		
Security Deposits	10,92,238	10,92,238
Capital Advance	-	50,000
	10,92,238	11,42,238
5 INVENTORIES		
Traded Goods	74,28,81,970	56,36,49,860
Finished Goods - Production	39,21,25,539	13,05,03,935
Packing and Stores Materials	11,51,041	24,60,535
	1,13,61,58,550	69,66,14,330

5.1 There are no biological assets held as on the balance sheet date.

Bombay Super Hybrid Seeds Limited
Notes to Financial Statements for the year ended March 31, 2023

	As at March 31, 2023 Rupees	As at March 31, 2022 Rupees
6 TRADE RECEIVABLES		
Considered Good - Secured	22,80,000	28,90,000
Considered Good - Unsecured	8,35,61,869	15,83,44,170
	8,58,41,869	16,12,34,170
6.1 Receivable from related parties	4,57,61,634	11,12,11,130

6.2 No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.

6.3 Trade Receivables ageing schedule as at 31st March 2023						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	more than 3 years	
i) Undisputed Trade receivables – considered good	8,29,43,610	5,09,900	23,88,359		-	8,58,41,869
ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	8,29,43,610	5,09,900	23,88,359	-	-	8,58,41,869

6.4 Trade Receivables ageing schedule as on 31st March 2022						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	more than 3 years	
i) Undisputed Trade receivables – considered good	15,56,55,751	55,78,419	-	-	-	16,12,34,170
ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

7 CASH AND BANK BALANCES		
Cash on Hand	7,45,397	25,67,628
Bank Balances in Current Account	65,000	65,000
	8,10,397	26,32,628
8 CURRENT TAX ASSETS		
Income Tax Receivable	28,03,516	28,03,516
	28,03,516	28,03,516
9 OTHER CURRENT ASSETS		
[Unsecured, Considered Good]		
Advances to Others	37,19,720	28,76,389
Advance against Seed Production/Purchases	15,00,469	3,47,85,474
Advances to Employees	6,02,395	5,92,778
Receivable from Related Parties	62,46,580	-

10 SHARE CAPITAL

Authorised Share Capital	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount in Rs	No. of Shares	Amount in Rs
Equity Shares of Re. 1 each (Previous Year Rs10 each)	11,00,00,000	11,00,00,000	1,10,00,000	11,00,00,000
	11,00,00,000	11,00,00,000	1,10,00,000	11,00,00,000
Issued, Subscribed and Paid up				
Equity Shares of Re. 1 each (Previous Year Rs10 each)	10,49,37,280	10,49,37,280	1,04,93,728	10,49,37,280
	10,49,37,280	10,49,37,280	1,04,93,728	10,49,37,280

(a) Reconciliation of Number of Shares: -

	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount in Rs	No. of Shares	Amount in Rs
Equity Shares:				
Balance as at the beginning of the year	1,04,93,728	10,49,37,280	1,04,93,728	10,49,37,280
Reclassified as Re 1 per share (refer note no. (b) below)	10,49,37,280	10,49,37,280	-	-
Add: Shares issued during the year	-	-	-	-
Balance as at the end of the year	10,49,37,280	10,49,37,280	1,04,93,728	10,49,37,280

(b) The Company has passed resolution in the annual general meeting held on September 09, 2022 for reclassification by splitting of equity shares of the Company from Rs 10 to Re 1 per share. Accordingly the number of Issued, Subscribed and Paid up equity shares have been increased.

(c) Rights, Preferences and Restrictions attached to Shares : -

The Company has one class of equity shares having a par value of Rs. 10 per share. Equity shareholder is eligible for one vote per share held. They are eligible for dividend on the basis of their shareholding. In the case of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, if any, in proportion to their shareholding.

(d) Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the Company : -

Name of Equity Shareholders	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% holding	No. of Shares	% holding
Arvindkumar Jadavjibhai Kakadiya	2,98,97,750	28.49	29,80,528	28.40
Kiritkumar Jadavjibhai Kakadiya	2,81,48,345	26.82	28,11,120	26.79
Kishorkumar Devrajibhai Kakadiya	85,99,180	8.19	8,59,680	8.19
Jadavjibhai Devrajibhai Patel	59,12,000	5.63	5,91,200	5.63

(e) The Board of Directors at its meeting held on September 1, 2020 issued bonus issue of equity shares, in the ratio of one equity share of Rs 10 each for every three equity shares of the Company, held by the shareholders as on August 28, 2020 a record date.

(f) Shareholding of Promoters :-

Shares held by promoters at the end of the year			% change during the year
Name of Promoters	No of Shares	% of total shares	
Arvindkumar Jadavjibhai Kakadiya	2,98,97,750	28.49	0.09
Kiritkumar Jadavjibhai Kakadiya	2,81,48,345	26.82	0.04
Kishorkumar Devrajibhai Kakadiya	85,99,180	8.19	0.00
Jadavjibhai Devrajibhai Patel	59,12,000	5.63	0.00
Hetalben Rajanibhai Kakadiya	5,07,560	0.48	0.15
Rakshit Jentialal Kakadiya	3,20,000	0.30	0.00
Kantaben Jayantibhai Kakadiya	3,20,000	0.30	0.00
Jayantilal Devrajibhai Kakadiya	3,20,000	0.30	0.00
Prabhaben Kishorbhai Kakadiya	3,20,000	0.30	0.00
Rajnikantbhai Jadavbhai Kakadiya (HUF)	3,20,000	0.30	0.00
Arvindbhai Jadavbhai Kakadiya (HUF)	3,20,000	0.30	0.00
Kiritbhai Jadavjibhai (HUF)	3,20,000	0.30	0.00
Jadavji Devrajibhai (HUF)	3,20,000	0.30	0.00
Sangitaben Kiritbhai Kakadiya	2,60,002	0.25	0.10
Kishorbhai Devrajibhai (HUF)	1,92,630	0.18	0.03
Jagrutiben Rakshit Kakadiya	1,60,000	0.15	0.00
Rajinibai Jadavjibhai Kakadiya	39,400	0.04	0.04
Dushyantbhai S. Sakariya	350	0.00	0.00
Total	7,62,77,217	72.38	0.44

Bombay Super Hybrid Seeds Limited**Notes to Financial Statements for the year ended March 31, 2023**

	As at March 31, 2023 Rupees	As at March 31, 2022 Rupees
11 Other Equity		
Securities Premium	5,75,42,580	5,75,42,580
OCI- Employee's Benefits	-9,13,555	-15,42,698
Retained Earnings	40,17,89,422	23,39,74,531
	45,84,18,447	28,99,74,413
12 Non- Current Financial Liabilities - Borrowings		
Secured Loans		
Term Loan		
Vehicle Loan (Refer Note 12.1)	68,80,235	7,78,982
	68,80,235	7,78,982
12.1 Secured by hypothecation of vehicle purchased against this loan.		
13 Non-Current Provisions		
Gratuity	41,30,029	40,39,207
	41,30,029	40,39,207
14 Other Non-Current Liabilities		
Security Deposits from dealers & distributors	1,19,12,500	1,08,47,500
	1,19,12,500	1,08,47,500
15 Current Financial Liabilities - Borrowings		
Secured :		
From Banks - Cash Credit & WCDL (Refer Note no 15.1)	48,38,68,389	28,93,09,331
From Banks - Pledge Loan (Refer Note no 15.2)	3,51,45,245	10,39,71,419
Current maturities of long term vehicle loan	23,77,117	6,64,118
	52,13,90,750	39,39,44,868

15.1 Cash Credit and Working Capital Demand Loan (WCDL) facilities are secured by way of hypothecation of current assets (present and future) and all movable fixed assets (present and future) of the company. Further secured by registered mortgage of company's immovable properties situated at Plot No 8, 9, 10 and 11, Shrinathji Industrial Estate, Village Kuchiyadad, Tq & Dist. Rajkot and also residential Flat at Tulip 503, Wing D, Garden City, Rajkot owned by one of the directors of the Company. The Borrowings are guaranteed by the 4 Promoter Directors of the company. The rate of interest for Cash Credit and WCDL is EBLR -2.8%.

15.2 Secured by pledge of stocks and personally guaranteed by the 4 Promoter Directors of the company. Rate of interest 9.50%

15.3 The Company has availed Cash Credit and Pledged against stock loan from the bank and the same is used for the purposes they have been raised.

	As at March 31, 2023 Rupees	As at March 31, 2022 Rupees
16 Current Financial Liabilities - Trade Payable		
- Due to Micro, Small and Medium Enterprises	9,38,100	8,72,198
; - Due to Others	11,59,56,354	7,26,39,578
	11,68,94,454	7,35,11,776

16.1 Trade Payables ageing schedule as on 31st March 2023

Particulars	Unbilled	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	9,38,100					9,38,100
ii) Others	5,00,000	11,54,56,354	-			11,59,56,354
iii) Disputed dues- MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
Total	14,38,100	11,54,56,354	-	-	-	11,68,94,454

16.2 Trade Payables ageing schedule as on 31st March 2022

Particulars	Unbilled	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	8,55,500	16,698	-	-	-	8,72,198
ii) Others	65,00,000	6,61,39,578	-	-	-	7,26,39,578
iii) Disputed dues- MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
Total	73,55,500	6,61,56,276	-	-	-	7,35,11,776

17 Other Current Liabilities

Advance booking from customers	8,49,36,984	7,68,41,937
Trade receivables having credit balance	1,49,38,437	1,91,99,900
Statutory Dues Payable	12,80,877	12,08,616
Other Payables	7,19,460	4,34,416
	10,18,75,758	9,76,84,869

18 Current Provisions

Gratuity Provision	12,23,063	9,32,070
	12,23,063	9,32,070

19 Current Tax Provisions

Income tax Provisions (Net off advance tax, TCS and TDS of Rs. 99,95,553; Previous year Rs. 53.90 Lakhs)

	11,15,529	3,63,716
	11,15,529	3,63,716

	Year Ended March 31, 2023 Rupees	Year Ended March 31, 2022 Rupees
20 Revenue from Operations		
Sale of Traded Goods	1,23,70,44,287	1,07,85,36,272
Sale of Agriculture Produce	1,04,21,37,177	83,87,05,932
	2,27,91,81,464	1,91,72,42,204
Crop Wise sale:-		
Groundnut Seeds	1,21,54,43,765	1,02,38,51,280
Gram Seeds	27,18,44,051	33,78,16,574
Rajka Seeds	9,95,57,147	9,22,93,830
Wheat Seeds	13,27,24,287	11,01,79,686
Soyabean Seeds	13,56,81,212	10,75,03,355
Cumin Seeds	6,57,93,405	3,75,07,092
Coriander Seed	2,09,48,725	2,50,63,810
Guar Seed	1,61,15,542	1,23,46,883
Mung Seed	4,72,22,212	2,83,90,160
Metha Seed	3,70,88,810	3,47,07,140
Tur Seed	4,81,60,594	1,60,85,710
Udid Seed	3,55,95,480	1,42,29,046
Others	15,30,06,235	7,72,67,638
	2,27,91,81,464	1,91,72,42,204
21 Other Income		
Interest Received	25,74,739	-
Brand License Fee	16,00,000	7,00,000
Foreign Exchange Gain	50,421	2,76,285
Profit on Sale of Assets	2,65,099	-
Vatav Discount	11,45,856	28,55,256
Kasar/ Round Off	1,21,286	66,162
Loading & Unloading Exp Recovered	29,627	-
Weight and Rate Difference	10,83,182	6,49,283
	68,70,211	45,46,986
22 Purchase of Stock-in-trade		
Purchase of Seeds	1,27,45,53,630	1,12,76,24,840
	1,27,45,53,630	1,12,76,24,840
23 Production Expenses		
Seed Production Expenses	86,66,92,850	57,29,95,560
Lease Rent for Agricultural Land (Also refer note no 40)	21,21,99,659	13,62,43,007
	1,07,88,92,509	70,92,38,567

Bombay Super Hybrid Seeds Limited
Notes to Financial Statements for the year ended March 31, 2023

	Year Ended March 31, 2023 Rupees	Year Ended March 31, 2022 Rupees
24 Changes in Inventories (Increase)/ Decrease in Stocks		
Closing Stock		
Traded Goods	74,28,81,970	56,36,49,860
Finished Goods - Production	39,21,25,539	13,05,03,935
	1,13,50,07,509	69,41,53,795
Opening Stock		
Traded Goods	56,36,49,860	38,11,47,261
Finished Goods - Production	13,05,03,935	9,08,81,662
	69,41,53,795	47,20,28,923
	44,08,53,714	22,21,24,872
25 Employee Benefits Expenses		
Salaries, Wages and Bonus	2,99,38,450	3,45,99,170
Contribution to Provident and Other Funds	2,11,051	2,21,791
Gratuity	12,71,593	12,51,849
Insurance for Employee	-	6,086
	3,14,21,094	3,60,78,896
26 Finance Costs		
Interest on Term Loan	3,79,039	11,30,191
Interest on Working Capital Loan	2,63,68,374	1,58,12,349
Interest- Others	8,480	29,900
Other Borrowing Costs	35,10,713	19,67,807
	3,02,66,606	1,89,40,247
27 Depreciation and Amortisation Expenses		
Depreciation on Tangible Assets	1,32,67,193	1,28,71,874
Amortisation on Intangible Assets	1,94,237	2,63,267
	1,34,61,430	1,31,35,141

Bombay Super Hybrid Seeds Limited
Notes to Financial Statements for the year ended March 31, 2023

	Year Ended March 31, 2023 Rupees	Year Ended March 31, 2022 Rupees
28 Other Expenses		
A. Seed Conditioning Expenses		
Freight Inward	82,05,477	91,63,737
Job work Charges	30,46,989	27,05,700
Stores and Packing Materials Consumed	1,47,17,498	2,26,96,023
Power and Fuel	85,07,504	60,71,032
Repairs and Maintenance (Machinery)	5,35,017	6,07,739
Repairs and Maintenance (Factory Building)	-	1,22,871
	3,50,12,484	4,13,67,102
B. Administrative Expenses & Selling Expenses		
Rates & Taxes	3,61,458	1,61,400
Rent Expenses	22,23,908	90,09,505
Insurance Expenses	12,92,230	11,82,471
Consultancy & Legal Expenses	12,49,475	8,15,259
Auditors remuneration - Statutory Audit Fee	7,31,600	6,49,000
- Tax Audit Fee	1,77,000	1,77,000
- Other Services	1,47,500	1,47,500
Repairs and Maintenance (Other Assets)	1,55,303	67,724
Communication Cost	4,19,090	1,46,237
Travelling Expenses	44,70,478	38,14,157
Bank Charges	73,212	42,320
Donation Expenses	51,000	2,00,500
Miscellaneous Expenses	18,05,334	12,11,538
Advertisement and Promotional Expense	28,60,319	24,66,174
Sales Scheme Expense	3,49,65,590	3,45,31,753
Loss on Sale of Fixed Assets	-	68,250
Cash Discount	36,01,895	29,73,266
Brokerage Expense	1,00,285	3,32,999
Freight and Forwarding Expense	1,09,11,069	1,02,96,606
Corporate Social Responsibility Expenses (Refer Note No 46)	13,71,000	8,07,100
	6,69,67,746	6,91,00,759
C. Research and Development Expenses		
Farm Expense	27,15,000	27,65,000
Fertilizers & Pesticides Exp.	1,54,935	3,60,745
R&D Rent	6,00,000	6,00,000
Salary	72,65,000	76,00,208
Travelling and Conveyance	23,61,463	23,43,090
Other Research & Development Exp	49,00,681	45,22,205
	1,79,97,079	1,81,91,248
Total (A+B+C)	11,99,77,310	12,86,59,110

29 Fair Value Measurement

The management assessed that the fair values of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short term maturities of these instruments. The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction among willing parties, other than in a forced or liquidation sale

The Company determines fair values of financial assets and financial liabilities by discounting contractual cash inflows/ outflows using prevailing interest rates of financial instruments with similar terms. The fair value of investment is determined using quoted net assets value from the fund. Further, the subsequent measurement of all finance assets and liabilities (other than investment in mutual funds) is at amortized cost, using the effective interest method.

Discount rates used in determining fair value

The interest rate used to discount estimated future cash flows, where applicable, are based on the incremental borrowing rate of the borrower which in case of financial liabilities is the weighted average cost of borrowing of the Company and in case of financial assets is the average market rate of similar credits rated instrument.

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. In addition, the Company internally reviews valuation, including independent price validation for certain instruments.

Fair value hierarchy

All financial instruments for which fair value is recognized or disclosed are categorized within the **fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.**

Level -1

Quoted (unadjusted) price is active market for identical assets or liabilities

Level 2:

Valuation technique for which the lowest level input that has a significant effect on the fair value measurement are observed, either directly or indirectly.

Level 3

Valuation technique for which the lowest level input has a significant effect on the fair value measurement is not based on observation market data.

30 Financial Instruments and Risk Review

i) Capital Management

The Company's capital management objectives are:-

The Board policy is to maintain a strong capital base so as to maintain investors, creditors and market confidence and to future development of the business. The Board of Directors monitors return on capital employed.

The Company manages capital risk by maintaining sound/optimal capital structure through monitoring of financial ratios, such as debt-to-equity ratio and net borrowings-to-equity ratio on a monthly basis and implements capital structure improvement plan when necessary.

The Company uses debt ratio as a capital management index and calculates the ratio as Net debt divided by total equity. Net debt and total equity are based on the amounts stated in the financial statements.

Debt-to-equity ratio is as follows

Particular	31-03-2023	31-03-2022
Net Debts (A) *	52,74,60,588	39,20,91,222
Equity (B) **	56,33,55,727	39,49,11,693
Debt Ratio % (A/B)	93.63	99.29

* Net Debts includes Non-Current Borrowings, Current Borrowings, Current Maturities of Non Current Borrowing net off Current Investment and cash and cash equivalent

** Equity Include Paid up Share Capital and Other Equity.

ii) Credit Risk

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to contractual terms or obligations. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks. Credit risk is controlled by analysing credit limit and creditworthiness of customers on a continuous basis to whom the credit has been granted.

Financial instruments that are subject to concentration of credit risk principally consists of trade receivable investments, derivative financial instruments and other financial assets. None of the financial instruments of the Company results in material concentration of credit risk

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk is as under, being the total of the carrying amount of balances with trade receivables and advances for seed production.

As on	Amount in Rs
31st March, 2023	8,73,42,338
31st March, 2022	19,60,19,644

Trade receivables

Ind AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each date of financial statement whether a financial asset or group of financial assets is impaired. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 months expected credit losses or at an amount equal to the life time expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition

Before accenting any new customer, the Company uses an external/internal credit scoring system to asses potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customer are reviewed periodic basis

iii) Liquidity Risk

a) Liquidity risk management

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

b) Maturities of financial liabilities

The following tables detail the remaining contractual maturities for its financial liabilities with agreed repayment period. The amount disclosed in the tables have been draw up based on the undiscounted cash flow of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

Particular	31st March 2023		31st March 2022	
	Less than 1 year	More than 1 year	Less than 1 year	More than 1 year
Financial Liabilities				
Trade Payables	11,68,94,454	-	7,35,11,776	
Working capital demand Loan	48,38,68,389	-	28,93,09,331	-
Pledge Loan	3,51,45,245	-	10,39,71,419	
Loan/Term Loan (at variable rate)	23,77,117	68,80,235	6,64,118	7,78,982
Total	63,82,85,205	68,80,235	46,74,56,644	7,78,982

c) Maturities of financial assets

The expected maturity for financial assets of the Company are all current

iv) Market Risk

Market risk is risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market prices. Such changes in the value of financial instruments may result from changes in the foreign currency exchange rate, interest rate, credit, liquidity and other market changes.

Bombay Super Hybrid Seeds Limited				
			Current Year Rs.	Previous Year Rs.
31	Contingent liabilities not provided for in respect of:- Claims against the Company not acknowledged as debts in respect of Income tax matter relating to the assessment year 2017-18. (Advance Paid Rs. 11,82,037, Previous Year Rs. 11,82,037)		59,10,187	59,10,187
32	In the opinion of the Board, Current and Non-current Assets, Loans and Advances are approximately of the value stated, if realized in the ordinary course of the business.			
33	Certain accounts of Trade Receivable, Trade Payable, Employees, Loans and Advances (including advances given to growers and inter party transfer & balances) are subject to confirmations and reconciliations, if any. The difference as may be noticed on reconciliation will be duly accounted for on completion thereof. In the opinion of the management, the ultimate difference will not be material.			
34	Managerial Remuneration:		Remuneration for the year	
	Name of Manageraial Personnel	Position Held	Current Year (Rs.)	Previous year (Rs.)
	Jadavji Devraj Kakadiya,	Director	12,00,000	12,00,000
	Kishorkumar Devrajbhai Kakadiya	Director	12,00,000	12,00,000
	Arvindkumar Jadavjibhai Kakadiya	Managing Director	12,00,000	12,00,000
	Kiritkumar Jadavjibhai Kakadiya	Wholetime director and Chief Financial Officer	12,00,000	12,00,000
	Hemang Chandrakant Baxi	Director	13,00,000	13,00,000
	Mona Kishorbhai Rathod	Company Secretary (up to 31.10.2021)	-	2,16,000
	Jalpa Doshi	Company Secretary (w.e.f. 01.11.2021)	4,68,000	1,60,000
35	Disclosures as required by the Micro, Small and Medium Enterprises Development Act, 2006 are as under:-		Amount Year Ended 31-Mar-23	Amount Year Ended 31-Mar-22
	Particulars			
	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end		-	16,698
	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end		-	-
	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year		-	8,43,187
	The amount of interest due and payable for the period of making delay payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act		-	5,545
	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year		-	-
	Interest due and payable towards suppliers registered under MSMED Act, for payment already made		-	5,545
	Further interest remaining due and payable for earlier years		-	-
	Note:- This information has been given in respect of such vendors to the extent they could be identified as Micro and Small enterprises on the basis of information available with the Company.			
36	CAPITAL MANAGEMNET Equity share capital and other equity are considered for the purpose of Company’s capital management. The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management’s judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence. The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain or if necessary adjust its capital structure.			

37	The reconciliation between the statutory income tax rate applicable to the company and the effective income tax rate of the company is as follows		
	Income tax recognised in profit or loss	Year Ended March 31, 2023	Year Ended March 31, 2022
	Statutory Income tax rate	25.17%	25.17%
	Differences due to:		
	- Income Exempt from Tax	18.88%	19.88%
	- Effect of expenses that are not deductible in determining taxable profit (permanent disallowances)	0.06%	0.05%
	Taxable Income at Different Rates	0%	0%
	Others	0%	0%
	Effective tax rate	6.23%	5.24%
38	The Information related to Segmental Reporting as required to be disclosed in accordance with the Indian accounting standard: '108-operating Segment' are as under:-		
	(A) Broadly the activity of the company falls within Two segments		
	Criteria	Segments	
	Product Base	1. Agricultural Activities (Seed Production)	
		2. Trading Activities	

(B) The financial data of both segments are as follows

Sr No	Particulars		Amount in Rs.		
			Agriculture Activities	Trading Activity	Total
a	Segment Revenue				
i	External Sales/income	CY	1,04,21,37,177	1,23,70,44,287	2,27,91,81,464
		PY	83,87,05,932	1,07,85,36,272	1,91,72,42,204
ii	Inter-segment Sale	CY	-	-	0
		PY	-	-	0
iii	Other Income	CY	-	68,70,211	68,70,211
		PY	-	45,46,986	45,46,986
	Change in inventory	CY	(26,16,21,604)	(17,92,32,110)	-44,08,53,714
		PY	(3,96,22,273)	(18,25,02,599)	-22,21,24,872
iv	Total Revenue	CY	1,30,37,58,781	1,42,31,46,607	2,72,69,05,388
		PY	88,99,44,777	1,27,47,52,178	2,16,46,96,955
b	Total Revenue of each segment as a percentage of total revenue of all segment	CY	47.81	52.19	100
		PY	41.11	58.89	100
	Less: Production Expenses /Purchases	CY	1,07,88,92,509	1,27,45,53,630	2,35,34,46,139
		PY	70,92,38,567	1,12,76,24,840	1,83,68,63,407
	Less: Other Expenses	CY	8,78,94,399	10,43,32,967	19,22,27,366
		PY	9,14,51,285	11,69,81,263	20,84,32,548
c	Segment Result [Profit/(loss)]	CY	13,69,71,874	4,42,60,010	18,12,31,884
		PY	8,92,54,924	3,01,46,075	11,94,01,000
d	Segment Result as a percentage of segmental result to the Profit	CY	75.58	24.42	100
		PY	74.75	25.25	100

(C) CY denotes current year and PY denotes previous year.

(D) The allocation of other expenses as mentioned in (B) (b) above, which are not directly relating to specific activity of production or trading, have been made by the management in the ratio of turnover and relied upon by the auditors.

Geographical Segment:

Particulars	Year Ended March 31, 2023			Year Ended March 31, 2022		
	India	Outside India	Total	India	Outside India	Total
Revenue						
External Segment Revenue	2,27,91,81,464	-	2,27,91,81,464	1,91,72,42,204	-	1,91,72,42,204
Total Segment Revenue	2,27,91,81,464	-	2,27,91,81,464	1,91,72,42,204	-	1,91,72,42,204
Other Information						
Carrying Amount of Segment Assets	#REF!	-	#REF!	#REF!	3,17,854	#REF!

39 In the opinion of the Board, tangible assets have been stated at cost, which is at least equal to or less than the realizable value if sold in the ordinary course of business. Consequently, the management is of the opinion that there is no impairment of assets.

40 i The company is engaged in agricultural activities of production of seeds on lease hold land situated at various part of India.
ii The company has entered into production agreements with various farmers/growers for cultivation and production of agricultural produce in view of the fact that the company itself is unable to carry on such activities which are spread over various parts of India. The company has compensated the production expenses (Refer Note No .23) based upon the agreements entered into with the farmers/ growers.

41 Employee Benefits

The company has classified the various benefits provided to employees as under

Defined Contribution Plans :

During the year, the Company has recognized the following amounts in the Statement of Profit & Loss

	Current Year Rs	Previous Year Rs
- Employers Contribution to Provident Fund	2,11,051	2,21,791
- Employers Contribution to ESI	0	0
- Employers Contribution to Labour Welfare Fund	0	0

Defined Benefit Plans

The company has neither created fund nor contributed to Scheme framed by the Insurance Company for the defined benefit plans for the qualifying employees. The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit credit method with actuarial valuations being carried out at each balance sheet date.

In accordance with Indian Accounting Standard 19, actuarial valuation was done in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions: -

Particulars	Current Year Rs	Previous Year Rs
Discount Rate	7.35%	6.40%
Salary escalation rate	10%	10%
Expected rate of return on Plan Assets	-	-
Expected average remaining service of employee in the number of years	-	-

Disclosures for defined benefit plans based on Actuarial Reports as at 31st March 2023

a) Change in Present Value of Defined Benefit Obligation

Particulars	Current Year	Previous Year
Present value of obligations at the beginning of the year	49,71,277	43,98,420
Current Service Cost	9,83,258	9,96,186
Liability Transferred in / acquisition		
Past Current Service Cost		
Interest Cost	2,88,335	2,55,663
Actuarial (Gain) / Loss		
- due to change in financial assumption	-2,75,290	-40,563
- due to experience adjustments	-5,65,450	-6,38,429
Benefit paid	-49,038	0
Present value of obligations at the end of the year	53,53,092	49,71,277

b) Change in Fair value of plan assets

Particular	Current Year	Previous Year
Fair Value of plan assets at the beginning of the year	-	-
Expected return on plan assets	-	-
Employer's contributions	0	-
Actuarial gain / (loss) on plan assets	-	-
Benefit paid	0	0
Fair value of plan assets at the end of the year	-	-

c) Percentage of each category of plan assets to total fair value of plan assets as at 31st March 2023

Particulars	Current Year	Previous Year
Obligation on the part of the Company	100%	100%

d) Reconciliation of the present value of defined benefit obligations and the fair value of plan assets

Particulars	Current Year	Previous Year
Present value of funded obligations as at the end of the year	0	0
Fair value of plan assets as at the end of the year	0	0
Funded (Assets)/liability recognized in the Balance Sheet as at the end of the year	0	0
Present value of unfunded (assets) / obligations as at the end of the year	53,53,092	49,71,277
Unrecognized past service cost	0	0
Unrecognized actuarial (gain)/loss	0	
Unfunded net (Assets)/liability recognized in the Balance Sheet as at the end of the year	53,53,092	49,71,277

e) Net employee benefit expense (Recognized in employment cost) for the year ended on 31st March 2023

Particulars	Current Year	Previous Year
Current Service Cost	9,83,258	9,96,186
Interest Cost	2,88,335	2,55,663
Expected return on plan assets	-	-
Net Actuarial (Gain) / Loss recognized in the year	-8,40,740	-6,78,992
Past Service cost	0	0
Net Gratuity (income) / expense	4,30,853	5,72,857

f) Detail of Present value of obligation, Plan Assets and Experience Adjustments

Particulars	Current Year	Previous Year
Present value of obligation	53,53,092	49,71,277
Fair value of plan assets	-	-
(Surplus) / Deficit	53,53,092	49,71,277
Experience Adjustment	-	-
(Gain)/ Loss on plan liabilities	-	-
(Gain)/ Loss on plan assets	-	-

	g) Expected contributions to Gratuity Fund next year Rs. NIL (Previous Year Rs. NIL)
42	Related parties disclosure List of related parties
	<p>a) Related parties were common control exists: (Companies / firms with whom transactions have taken place during the year.)</p> <ul style="list-style-type: none"> i) Upsurge Seeds of Agriculture Limited ii) American Genetics Ltd (Converted from firm to Company) iii) Bombay Organic Cold Private Limited iv) C K Industries v) Hariom Super Shop <p>b) Key Management Personnel:-</p> <ul style="list-style-type: none"> i) Jadavji Devraj Kakadiya, Director ii) Kishorkumar Devrajbhai Kakadiya, Director iii) Arvindkumar Jadavjibhai Kakadia, Managing Director iv) Kiritkumar Jadavjibhai Kakadia, Wholetime Director and Chief Finanacial Officer v) Hemang Chandrakant Baxi, Director vi) Jayantilal Devrajbhai Kakadiya vii) Mona Kishorbhai Rathod, Company Secretary viii) Jalpa Doshi, Company Secretary <p>c) Independent Director</p> <ul style="list-style-type: none"> i) Hanumant Trading Co - Prop Amit Gadhiya, <p>d) Relatives of Directors</p> <ul style="list-style-type: none"> i) Aartiben Ankurbhai Kakadiya ii) Dharaben Vikenbhai Kakadiya iii) Jagrutiben Rakshitbhai Kakadiya iv) Kantaben Jayantilal Kakadiya v) Sangeetaben Kiritbhai Kakadiya

e) Transactions carried out with related parties as referred to in (a) to (d) above, in the ordinary course of the business:				
			Amount in Rupees	
Sr no	Name of party	Nature of transactions	Current year	Previous year
1	Upsurge Seeds of Agriculture Limited	Purchase of Seeds	1,44,000	6,09,76,311
		Sale of Seeds	17,40,55,419	18,11,89,636
		Loan granted	13,29,01,000	-
		Loan received	11,50,50,000	-
		Interest received	9,70,850	-
		Advance against seed purchase	-	18,24,68,000
2	American Genetics Seed Ltd (Converted from Firm to Company)	Purchase of Seeds	1,67,81,160	-
		Sale of Seeds	11,51,41,961	1,29,07,103
		Loan granted	2,10,00,000	-
		Interest received	3,59,894	-
		Advance against seed purchase	-	3,50,96,000
3	Bombay Organic Cold Private Limited	Payment for cold storage of goods	6,72,277	-
4	C K Industries	Sale of Brand License	11,00,000	-
5	Hariom Super Shop	Sale of Seeds	2,21,53,440	-
		Advance for purchase	7,34,70,000	-
		Interest received	9,59,769	-
6	Jadavji Devraj Kakadiya	Remuneration	12,00,000	12,00,000
		Rent Paid	-	54,000
7	Kishorkumar Devrajbhai Kakadiya	Remuneration	12,00,000	12,00,000
		Advance for purchase	1,30,00,000	-
		Interest received	2,84,226	-
		Sale of Brand License	2,50,000	-
		Unsecured Loan taken	-	3,69,00,000
8	Arvindkumar Jadavjibhai Kakadia	Salary Paid	12,00,000	12,00,000
9	Kiritkumar Jadavjibhai Kakadia	Salary Paid	12,00,000	12,00,000
10	Hemang Chandrakant Baxi	Salary Paid	9,00,000	13,00,000
		Professional Fee	4,00,000	-
11	Jayantilal Devrajbhai Kakadiya	Brand Licence Fee received	-	2,36,000
12	Mona Kishorbhai Rathod	Salary Paid	-	2,16,000
13	Jalpa Doshi	Salary Paid	4,68,000	1,60,000
14	Hanumant Trading Co	Sale of Seeds	2,20,41,609	1,53,15,714
		Purchase of Seeds	-	77,11,578
15	Aartiben Ankurbhai Kakadiya	Salary Paid	3,00,000	3,00,000
16	Dharaben Vikenbhai Kakadiya	Salary Paid	3,00,000	3,00,000
17	Jagrutiben Rakshitbhai Kakadiya	Salary Paid	3,00,000	3,00,000
18	Kantaben Jayantilal Kakadiya	Salary Paid	85,500	-
19	Sangeetaben Kiritbhai Kakadiya	Salary Paid	85,500	-
f)	Out standing balances at the year end		31-03-2023	31-03-2022
	1 Upsurge Seeds of Agriculture Limited (Trade Receivable)		0	9,83,04,027 Dr
	2 Upsurge Seeds of Agriculture Limited (Loan Receivable)		8,73,765 Dr	
	3 Upsurge Seeds of Agriculture Limited (Advance against seed purchase)		93,55,176 Dr	93,55,176 Dr
	4 American Genetics Ltd (converted from Firm to Company) (Trade Receivable)		4,57,61,634 Dr	0
	5 American Genetics (Formerly Veer Enterprise) (Advance against seed purchase)		0	2,44,66,000 Dr
	6 Hariom Super Shop (Loan receivable)		8,63,792 Dr	
	7 Kishorbhai Kakadiya		2,55,803 Dr	
Notes:				
1 Related party relationship is as identified by the Company and relied upon by the Auditors.				
2 No amounts in respect of related parties have been written off/back during the year, nor have been provided for as doubtful debts.				
43	FOREIGN CURRENCY TRANSACTIONS		Current Year Rs.	Previous Year Rs.
	CIF value of Imports:-		1,30,03,028	2,84,64,934

	Expenditure in Foreign Currency: -	-	-																		
	Earning in Foreign Currency: F O B value of Exports	-	-																		
		Current Year Rs.	Previous Year Rs.																		
44	Difference in Foreign Exchange Gain (Loss) shown in note note 21 - Other Income	50,421	2,76,285																		
45	OPERATING LEASE The Company's significant leasing arrangements are in respect of operating leases for lands and premises (Agricultural lands, godown etc.). These leasing arrangements which are in cancellable range and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals payable are charged as rent in the Statement of Profit and Loss.																				
46	The details of expenditure incurred during the year on Corporate Social Responsibility Activities :																				
	<table><tr><th>Particulars</th><th>Amount in Rs</th></tr><tr><td>(a) amount required to be spent by the company during the year,</td><td>13,55,121</td></tr><tr><td>(b) amount of expenditure incurred,</td><td>13,71,000</td></tr><tr><td>(c) shortfall at the end of the year,</td><td>-</td></tr><tr><td>(d) total of previous years shortfall,</td><td>-</td></tr><tr><td>(e) reason for shortfall,</td><td>None</td></tr><tr><td>(f) nature of CSR activities,</td><td>Educational support to women and women developments</td></tr><tr><td>(g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,</td><td>None</td></tr><tr><td>(h) 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 should be shown separately</td><td>None</td></tr></table>	Particulars	Amount in Rs	(a) amount required to be spent by the company during the year,	13,55,121	(b) amount of expenditure incurred,	13,71,000	(c) shortfall at the end of the year,	-	(d) total of previous years shortfall,	-	(e) reason for shortfall,	None	(f) nature of CSR activities,	Educational support to women and women developments	(g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	None	(h) 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 should be shown separately	None		
Particulars	Amount in Rs																				
(a) amount required to be spent by the company during the year,	13,55,121																				
(b) amount of expenditure incurred,	13,71,000																				
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(d) total of previous years shortfall,	-																				
(e) reason for shortfall,	None																				
(f) nature of CSR activities,	Educational support to women and women developments																				
(g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	None																				
(h) 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 should be shown separately	None																				
47	The net profit (loss) for the purpose of measurement of basic and diluted earnings per share in terms of Indian Accounting Standard - 33 on Earnings Per Share has been calculated as under:																				
		Current Year Rs	Previous Year Rs.																		
	Net Profit (loss) as per Profit & Loss Account	16,84,44,034	10,55,46,423																		
	Numerator: Profit Available for equity share holders	16,84,44,034	10,55,46,423																		
	Denominator: Weighted Average Number of Equity shares outstanding (no's)	10,49,37,280	1,04,93,728																		
	Denominator for Diluted equity share holder	10,49,37,280	1,04,93,728																		
	Basic Earnings per share is arrived at by dividing Numerator by Denominator	1.61	10.06																		
	Diluted Earnings per share is arrived at by dividing Numerator for diluted equity share holder by Denominator	1.61	10.06																		
	The nominal value per equity shares is Rupees	1.00	10.00																		
48	The company has translated foreign currency advance for purchase at the rates of exchange prevailing on the Balance Sheet date in accordance with Indian Accounting Standard 21 - "The Effects of Changes in Foreign Exchange". The unhedged assets and liabilities are as under:-																				
	<table><tr><th rowspan="2">Particulars</th><th colspan="2">Current Year Rs</th><th colspan="2">Previous Year Rs.</th></tr><tr><th>USD</th><th>INR</th><th>USD</th><th>INR</th></tr><tr><td>Advance against purchases</td><td>-</td><td>-</td><td>4,125</td><td>3,17,854</td></tr></table>	Particulars	Current Year Rs		Previous Year Rs.		USD	INR	USD	INR	Advance against purchases	-	-	4,125	3,17,854						
Particulars	Current Year Rs		Previous Year Rs.																		
	USD	INR	USD	INR																	
Advance against purchases	-	-	4,125	3,17,854																	
49	Details related to Investments made, Loans and Advances given and security provided as per section 186 of the Companies Act 2013.																				
	<table><tr><th>Name of the Party</th><th>Loan granted during</th><th>Amount outstanding</th><th>Maximum outstanding</th></tr><tr><td></td><td></td><td></td><td></td></tr></table>	Name of the Party	Loan granted during	Amount outstanding	Maximum outstanding																
Name of the Party	Loan granted during	Amount outstanding	Maximum outstanding																		

	name of the Party	the year	as on 31st March, 2023	during the year
	Loans and Advances			
	i) Upsurge Seeds Of Agriculture Limited	13,29,01,000	8,73,765	6,34,50,000
	ii) American Genetics Seeds Ltd	2,10,00,000	53,72,815	6,79,70,438
	iii) Amrut Trading Company	3,69,24,640	0	2,10,81,181
	Total	19,08,25,640	62,46,580	15,25,01,619
50	Details of Benami Property held - No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)			
51	The Company has made borrowings from banks on the basis of security of current assets and statements of current assets filed by the Company with banks are generally in agreement with the books of accounts and no significant difference is found.			
52	Wilful Defaulter - The company is not declared wilful defaulter by any bank or financial Institution or other lender during the year.			
53	Relationship with Struck off Companies - During the year, the company has not carried out any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,			
54	Registration of charges or satisfaction with Registrar of Companies - During the year, the company has registered charges on the assets of the Company with the Registrar of Companies, where applicable except ICICI Bank for a loan of Rs. 10,00,00,000 against pledge of stock as in the opinion of the banker no charge is required to be registered being short term loan. No loan has been satisfied during the year, hence, no charge is vacated from Registrar of Companies.			

55 Various Ratios - The details of various ratios along with the explanations are as under:

Name of Ratio	Current Year			Previous Year			Variation	Reasons for variation
	Numerator	Denominator	Ratio	Numerator	Denominator	Ratio		
Current Ratio (Times)	#REF!	74,24,99,555	#REF!	#REF!	56,64,37,299	#REF!	#REF!	No explanation needed
Debt-Equity Ratio (Times)	52,82,70,985	56,33,55,727	0.94	39,47,23,850	39,49,11,693	1.00	-6.18	No explanation needed
Debts Service Ratio (Times)	20,85,99,416	68,80,235	30.32	12,91,77,509	7,78,982	165.83	-81.72	A new vehicle loan is availed during the year resulting into lower coverage.
Return on Equity Ratio (%)	16,78,14,891	10,49,37,280	159.92	10,50,38,319	10,49,37,280	100.10	59.77	The profitability has increased due to increase in production activities resulting into higher return on equity.
Inventory Turnover Ratio (Days)	1,13,61,58,550	2,27,91,81,464	182.00	69,66,14,330	1,91,72,42,204	133.00	36.84	In view of increased business activities, the company is holding sufficient goods in hands for dispatches resulting into increased in ratio
Trade Receivables Turnover Ratio, (Days)	8,58,41,869	2,27,91,81,464	14.00	16,12,34,170	1,91,72,42,204	31.00	-54.84	The credit period has been reduced.
Trade Payables Turnover Ratio, (Days)	11,68,94,454	2,27,91,81,464	19.00	7,35,11,776	1,91,72,42,204	14.00	35.71	The creditors have been paid well within the time frame during the year; however, larger purchases made in the month of February and March have yet to become due.
Net Capital Turnover Ratio (times)	#REF!	2,27,91,81,464	#REF!	#REF!	1,91,72,42,204	#REF!	#REF!	The company has ploughed back its profit and long term resources.
Net Profit Ratio (%)	16,78,14,891	2279181464	7.36	10,50,38,319	1917242204	5.48	34.39	The profitability has increased due to increase in production activities resulting into higher return on equity.
Return on Capital Employed (%)	16,78,14,891	56,33,55,727	29.79	10,50,38,319	39,49,11,693	26.60	12.00	
Return on Investment (%)	16,78,14,891	56,33,55,727	29.79	10,50,38,319	39,49,11,693	26.60	12.00	

56 Utilisation of Borrowed funds and share premium: The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) 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 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

57 Undisclosed income - There is no case of search or survey of any other cases related to income surrendered or disclosed in any tax assessments under the Income Tax Act, 1961.

58 The company has not invested in Crypto Currency or Virtual Currency, hence related details are not provided

59 Previous year's figures have been regrouped / rearranged wherever necessary to conform to the current year's presentation.

Arvind J. Kakadia
Managing Director
DIN No.: 06893183
Place: Kuvadava, Rajkot
Date:

Kirit J. Kakadia
Whole Time Director & Chief Financial Officer
DIN No.: 06893686
Place: Kuvadava, Rajkot
Date:

Jalpa Doshi
Company Secretary
Place: Kuvadava, Rajkot
Date:

ATTENDANCE SLIP FOR 9TH ANNUAL GENERAL MEETING

(To be handed it over at venue of the meeting)

I certify that I am a registered shareholder/ proxy/ representative for the registered shareholder(s) of Bombay Super Hybrid Seeds Limited.

Client ID*	DP ID*
Folio No.	No. of Shares

*Applicable for investors holding shares in electronic form

I hereby record my presence at the 9th Annual General Meeting of the Company to be held on September 30, 2023 at 04:00 P.M at Shreenathji Industrial Estate, Plot No. 11, Near Kuvadava G I D C, National Highway 8-B, Rajkot-360023, Gujarat.

Name and Address of Member

--

Signature of Shareholder /Proxy/Representative
(Please Specify)

Note :

1. Shareholders/ Proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand them over at the venue, affixing their signature on them.
2. Members are informed that no duplicate attendance slips will be issued at the venue of the meeting.

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) Rule, 2014]

CIN	L01132GJ2014PLC080273
Name of the Company	Bombay Super Hybrid Seeds Limited
Registered office	Shrinathji Industrial Estate, Plot No. 11, Near Kuvadva GIDC , National Highway 8-B., Kuvadva , Rajkot, Gujarat.
Name of the Member(s)	
Registered Address	
Email Id	
Folio No / Client ID	
DP ID:	

I/ We, being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name

Address

E- Mail ID _____ or failing him

2. Name

Address

E- Mail ID _____ or failing him

3. Name

Address

E- Mail ID _____ or failing him

As my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 9th Annual General Meeting of the Company, to be held on September 30, 2023 at 04:00 P.M. at Shreenathji Industrial Estate, Plot No. 11, Near Kuvadava G I D C, National Highway 8-B, Rajkot-360023, Gujarat and at any adjournment thereof in respect of such resolution as are indicated below:

Sr. No.	Resolution	I assent to this Resolution	I dissent to this resolution
Ordinary Business:			
1.	To receive, consider and adopt the audited Standalone Financial Statement for the year ended 31st March, 2023, including audited Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon		

2.	To appoint a Director in place of Mr. Hemang Baxi (DIN:07278049) who retires by rotation and being eligible, offers himself for re-appointment		
3.	To appoint M/s. Gautam N Associates & a Peer Reviewed Firm, having Firm Registration No. 0103117W, as Statutory Auditor of the Company to hold the office from the conclusion of 9th Annual General Meeting till the conclusion of 14th Annual General Meeting		
Special Business:			
4.	TO ENHANCE THE BORROWING LIMITS OF THE COMPANY		
5.	TO APPROVE POWERS OF THE BOARD U/S 180(1)(A) OF THE COMPANIES ACT, 2013.		
6.	TO APPROVE POWERS OF THE BOARD U/S 180(1)(A) OF THE COMPANIES ACT, 2013.		
7.	APPROVAL OF MEMBERS FOR INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE U/S 186 OF THE COMPANIES ACT, 2013		
8.	MATERIAL RELATED PARTY TRANSACTION(S) WITH UPSURGE SEEDS OF AGRICULTURE LIMITED		
9.	MATERIAL RELATED PARTY TRANSACTION(S) WITH AMERICAN GENETICS SEEDS LIMITED		
10.	TO APPROVE REMUNERATION OF Mr. ARVINDKUMAR KAKADIA [DIN: 06893183] MANAGING DIRECTOR UNDER SECTION 196 AND 197 READ WITH SCHEDULE V OF THE COMPANIES ACT, 2013		
11.	TO APPROVE REMUNERATION OF MR. KIRITKUMAR KAKADIA [DIN: 06893686] WHOLE TIME DIRECTOR UNDER SECTION 196 AND 197 READ WITH SCHEDULE V OF THE COMPANIES ACT, 2013		

Signed this _____ day of _____ 2023

Signature of Shareholder: _____

Signature of Proxy Holder: _____

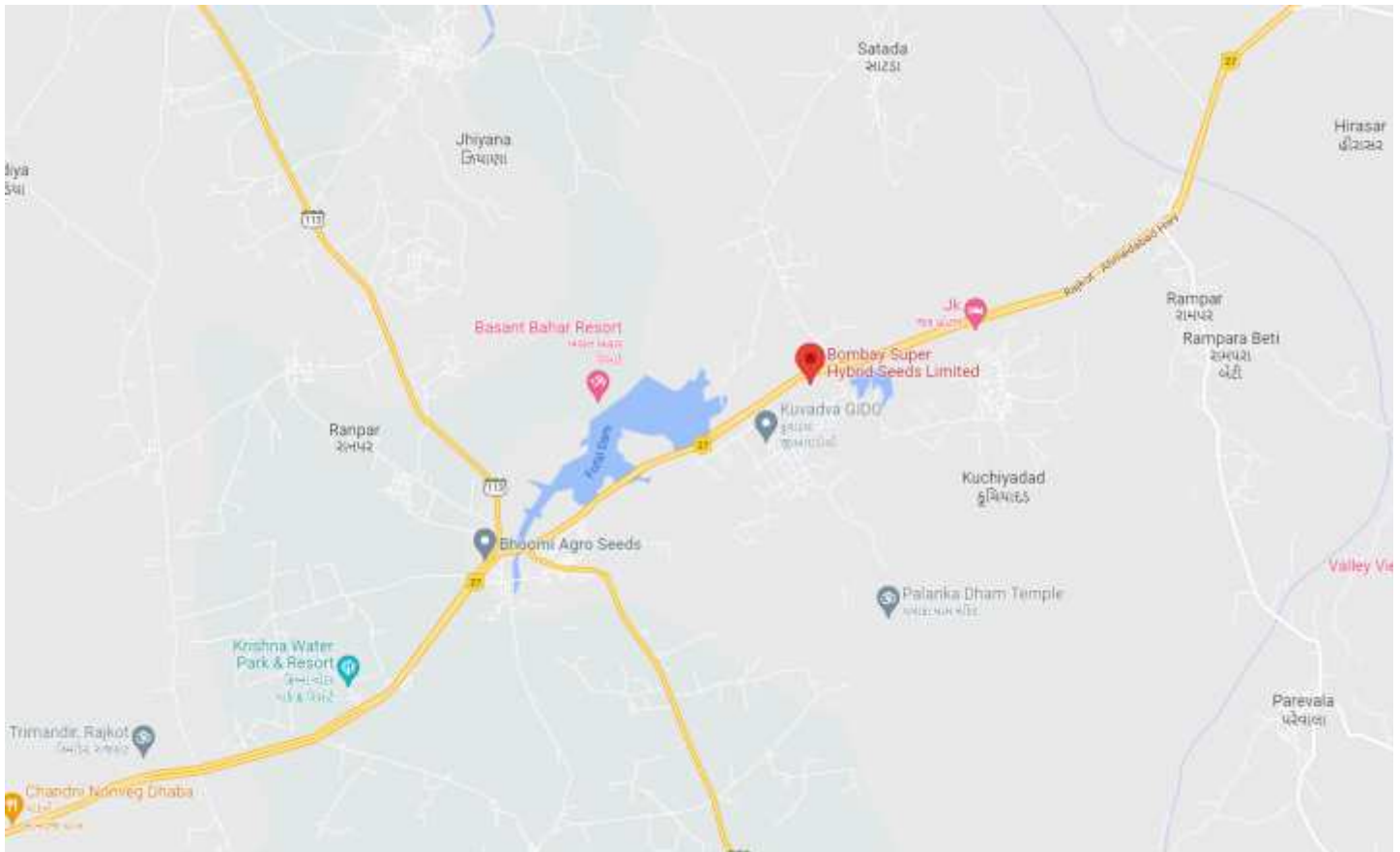
Affix Revenue
Stamp

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. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 9th Annual General Meeting.

ROAD MAP

VENUE FOR THE 9TH ANNUAL GENERAL MEETING OF BOMBAY SUPER HYBRID SEEDS LIMITED



India's leading seeds manufacturing Company



BOMBAY SUPER HYBRID SEEDS LIMITED

Registered Office : Plot No. 8,9,10,11, Shreenathji Industrial Estate, National Highway 27, Near Kuvadva G.I.D.C, Kuvadva, Rajkot-360 023. (Gujarat) INDIA • **CIN :** L01132GJ2014PLC080273

Contact No. : +91 96 38 96 77 96 • **Website :** www.bombaysuperseeds.com • **E-mail :** info@bombaysuper.in