

25th August, 2025

To

BSE Limited,

Listing Department, P J Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited,

Listing Department, Exchange Plaza,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Code: 544100

Trading Symbol: NOVAAGRI

SUB: ANNUAL REPORT FOR FY 2024-25

Ref: Regulation 34(1)(a) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

With reference to the above-cited subject, we are hereby submitting the copy of Annual Report of the Company for the FY 2024-25, along with the notice convening the 18th Annual General Meeting (AGM) to be held on **Friday, 19th September, 2025** at **4 PM** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), in accordance with relevant circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

In compliance with aforesaid circulars, the Annual Report along with the Notice of AGM has been dispatched on 25th August, 2025 to those shareholders whose email address is registered with the Company as on 22nd August, 2025.

The Annual Report for FY 2024-25 is made available on Company's website at:

https://novaagri.in/wp-content/uploads/2025/08/Nova_Agritech_Annual_Report_2024-25.pdf.

Please take the same on record and suitably disseminate it to all concerned.

Thanking you!

For Nova Agritech Limited

Neha Soni

Company Secretary & Compliance Officer
M. No. F13390

Encls as above

INNOVATING. EXPANDING.
DIVERSIFYING.



Contents

01-27

CORPORATE OVERVIEW

- 2 About Nova Agritech
- 4 Our Product & Technology Portfolio
- 6 Presence
- 8 Key Performance Indicators
- 10 Managing Director's Message
- 12 Research & Development (R&D) and Quality Excellence
- 14 NOVA AGRIBOT – Smart Farming from the Sky
- 15 Bhu-Parikshak – Instant Soil Health Analysis
- 16 Nova Kisan Seva Kendra (NKSK)
- 17 People
- 18 Strategic Priorities
- 20 Corporate Social Responsibility
- 22 Testimonials
- 24 Governance
- 26 Board of Directors

28-105

STATUTORY REPORTS

- 28 Notice
- 44 Directors' Report
- 78 Management Discussion and Analysis
- 84 Report on Corporate Governance

106-210

FINANCIAL STATEMENTS

- 106 Standalone
- 158 Consolidated



INNOVATING. EXPANDING. DIVERSIFYING.

At Nova Agritech Limited (Nova Agritech), our journey is powered by a relentless drive to innovate, a strategic vision to expand, and a commitment to diversify for a sustainable future. Guided by science and technology, we create advanced agri-input solutions in soil health, crop nutrition, and crop protection — empowering farmers to achieve higher yields, optimise resources and improve profitability.

Innovation: Nova drives continuous innovation through active R&D, adding new fertilizers, pesticides, biostimulants, and biopesticides. It has ventured into novel pesticide and nutrient compositions, with two nearing patent filing, while advancing eco-friendly formulations like ZC, CS, OD, DC, WDG, SG, SE, and SC.

Expansion: To strengthen both Brand and Bulk sales, Nova has expanded its formulation capacity by adding new equipment across plants. This enables higher volumes, supports off-patented molecules, and boosts its market share.

Diversification: Nova broadened its portfolio with 19 new products (14 pesticides 5 fertilizers) in FY 2024-25, introduced advanced formulations, and entered biofertilizers, biopesticides, and seed marketing (Maize & Paddy).

2024-25 Key Highlights

Revenue

₹29,659.89 Lakhs

EBITDA

₹4,515.37

Profit After Tax (PAT)

₹2,742.20

ABOUT NOVA AGRITECH

Nova Agritech Limited is a prominent player in the agri-input industry, offering innovative solutions in soil health management, crop nutrition, and crop protection. Guided by a strong focus on technology and research, the company develops sustainable, nutritionally balanced products that support both agricultural productivity and environmental well-being.

For over 18 years, Nova Group has been synonymous with trust, innovation, and progress in Indian agriculture. Our mission is clear — to empower farmers and boost agricultural productivity through science-backed, sustainable agri-input solutions.

Rooted in innovation and strengthened by a robust distribution network, we pair deep research and development capabilities with the agility to adapt to the evolving needs of Indian agriculture.

This approach has allowed us to not only meet but often exceed industry benchmarks, while maintaining steady profitability.

Our operational excellence is underpinned by strategic capacity expansion, uncompromising quality assurance, and a leadership team with a clear vision for the future. Together, these pillars enable us to deliver long-term value for our stakeholders, partners, and the millions of farmers who place their trust in us.



Vision

To be a global leader in provision of comprehensive agriculture technology solutions while balancing the goals between food security and environment sustainability.

Mission

To provide a wide range of cutting-edge agri-input solutions through continued and organised research with focus towards quality and excellence, ultimately leading to an ecologically sustainable, nutritionally balanced and financially profitable farming community.

Key Strengths

Comprehensive Agri Solutions

Offering a complete range for soil health management, crop nutrition, bio-stimulants, bio-pesticides, Integrated Pest Management (IPM), and crop protection through a diversified branded product portfolio.

Wide Distribution Network

Established presence across multiple geographies with a strong base of trusted dealers.

Farmer-Centric Outreach

Expanding reach and engagement through Nova Kisan Seva Kendra, ensuring last-mile farmer support.

Innovation & Technology

Leveraging technology-driven product development and marketing strategies to meet evolving agricultural needs.

Sustainability Focus

Commitment to ecologically sustainable and nutritionally balanced products that protect both crops and the environment.

Experienced Leadership

Guided by an accomplished management team and visionary promoters.

Advanced R&D Capabilities

State-of-the-art research facilities enabling continuous product innovation and improvement.

Key Facts

Total Products

500+

Satisfied Farmers

18 Lakh +

Active Dealers

4,633+

OUR PRODUCT & TECHNOLOGY PORTFOLIO

At Nova Agritech, we offer a comprehensive range of agri-inputs and cutting-edge technologies designed to improve soil health, enhance crop yields, and promote sustainable farming practices.



Crop Nutrition Solutions

We deliver a complete portfolio of essential fertilizers, including 100% water-soluble NPK, micronutrients, beneficial elements, straight nitrogen, and straight potassium fertilizers—providing crops with balanced nutrition at every growth stage.



Soil Health Management

Our soil health range features organic fertilizers, biofertilizers, and soil conditioners, helping restore soil vitality and maintain long-term fertility.



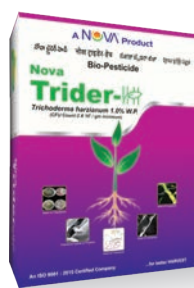
Integrated Pest Management (IPM)

Through sustainable IPM practices, we help farmers protect crops from pests using eco-friendly tools such as chromatic traps, pheromone lures, and sticky sheets—reducing dependency on harmful chemicals.



Bio Stimulants

We offer plant-enhancing solutions made from botanical extracts (like seaweed), bio-chemicals, amino acids, vitamins, microbial products, and humic/fulvic acids. These products boost plant growth, nutrient absorption, yield, and stress tolerance—without acting as pesticides or growth regulators.



Bio Pesticides

As safer alternatives to chemical pesticides, our bio-based products—including Trichoderma harzianum, Trichoderma viride, Beauveria bassiana, and Verticillium lecanii—control pests with minimal environmental impact.



New-Age Agri Technologies

Agribot Drones

DGCA-approved drones designed to optimize input use, respond to threats quickly, and reduce crop scouting time. They can spray soil health, nutrition, and protection products over one acre in just six minutes.



Bhu Parikshak

A portable device that analyses soil health in 90 seconds using Near Infrared Spectroscopy. Results and fertilizer recommendations are instantly available via a mobile app, eliminating the need for lab visits and storing data for future use.

PRESENCE

Nova Group's success is anchored in one of the most extensive agri-input marketing networks in India, with a presence in over 4,633 active dealer outlets. This vast footprint ensures that our products are accessible to farmers in even the most remote rural areas, bridging the gap between innovation and on-field application.

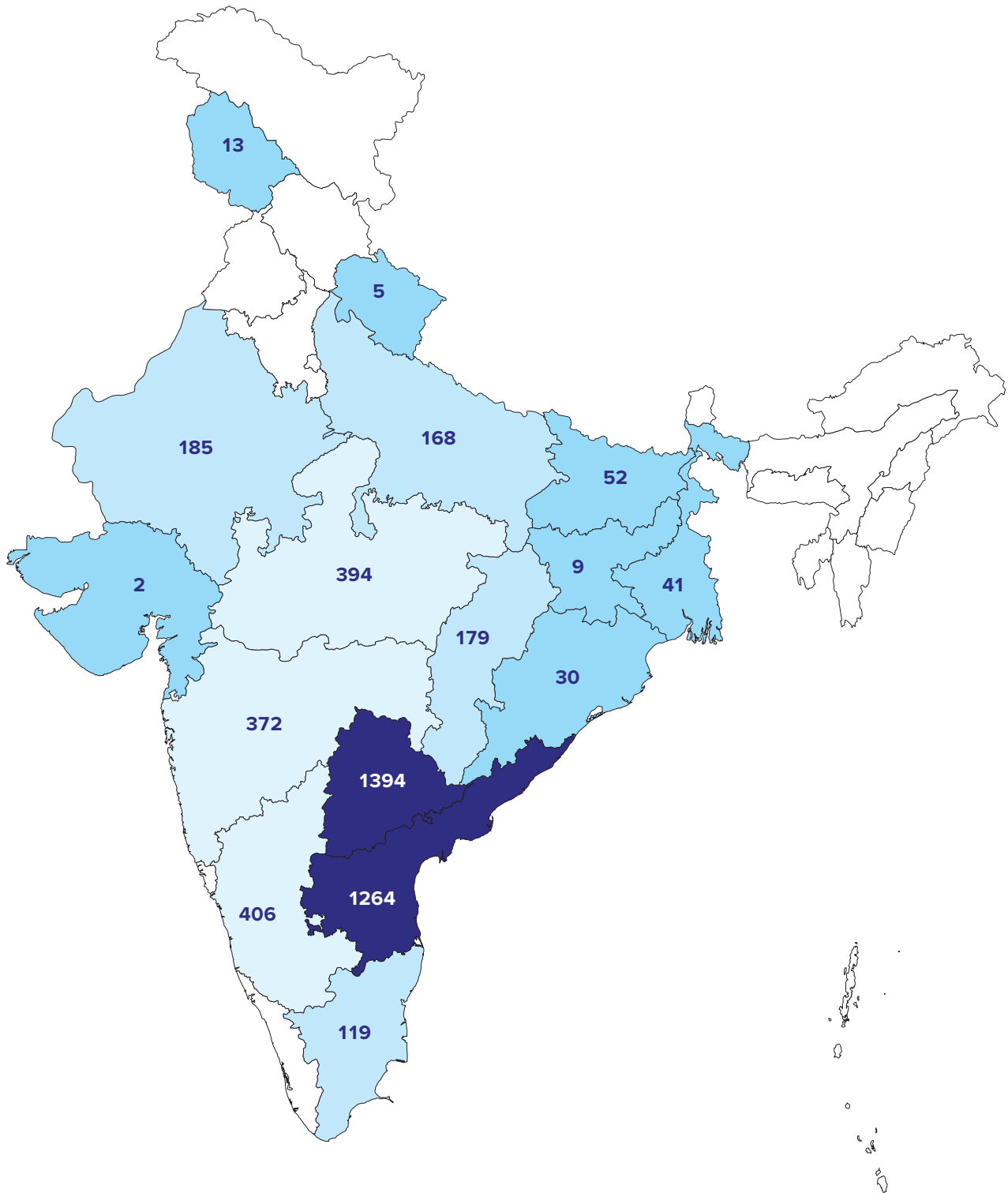
Our dedicated on-ground sales force — led by the Nova Krishi Seva Kendra (NKSK) team — works in close partnership with retailers and farmers, providing technical guidance, live demonstrations, and robust after-sales support. Beyond product availability, we focus on delivering solutions that address real farming challenges.

Structured promotional campaigns such as Nova Rythu Radham, Nova Kshetra Pradarshan, and Nova Choupals have become trusted platforms for farmer education and engagement.

These initiatives have provided farmers with practical knowledge, hands-on experience, and tailored solutions to a wide spectrum of agricultural problems — enhancing our credibility and boosting adoption rates.

Our marketing philosophy centres on education-driven engagement, empowering farmers with the know-how to use products effectively, efficiently, and responsibly. This farmer-first approach has cultivated trust and loyalty over the years.





Active Dealers

4,633+

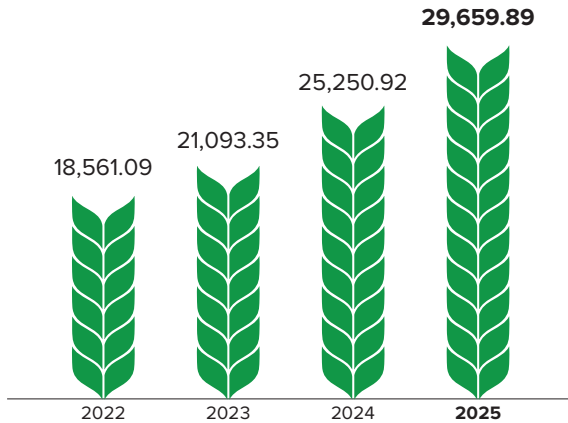
Presence

16 States

KEY PERFORMANCE INDICATORS

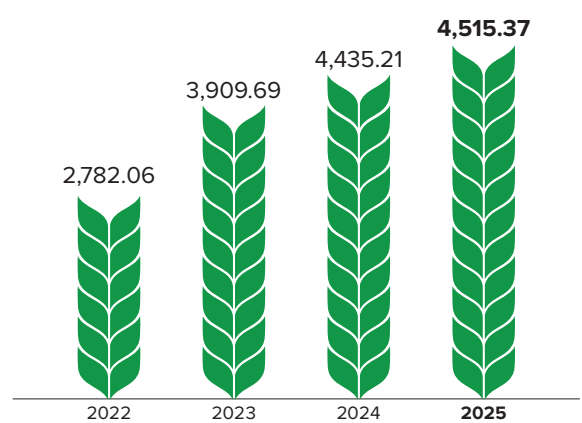
Revenue

(₹ in lakhs)



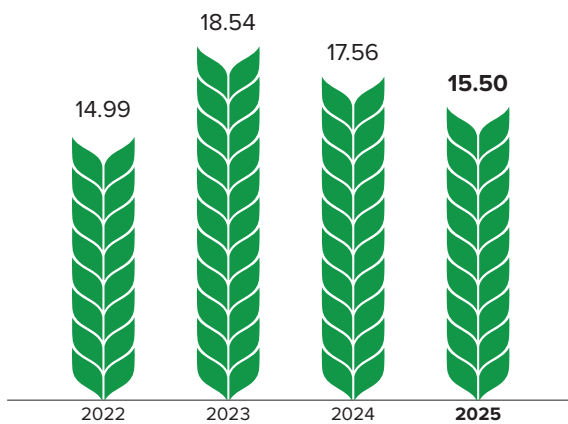
EBITDA

(₹ in lakhs)



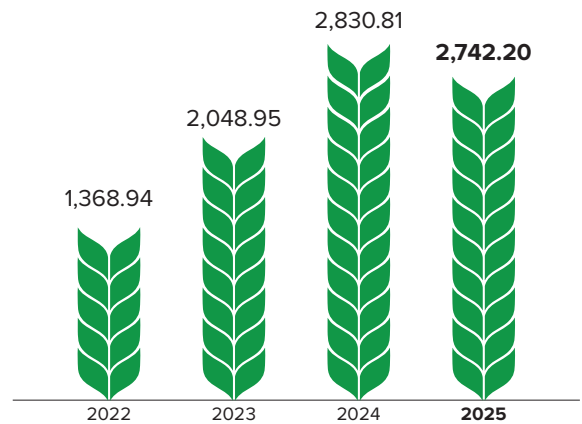
EBITDA Margin

(%)



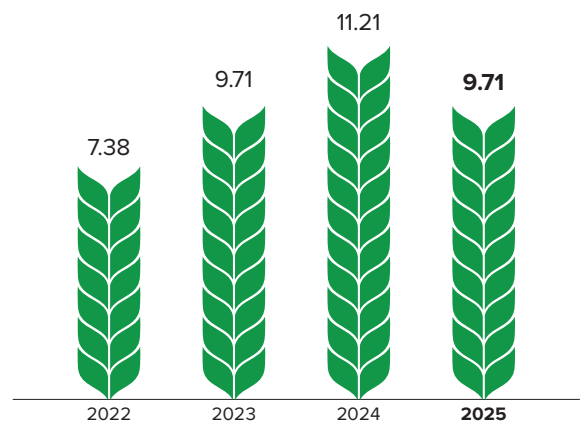
PAT

(₹ in lakhs)



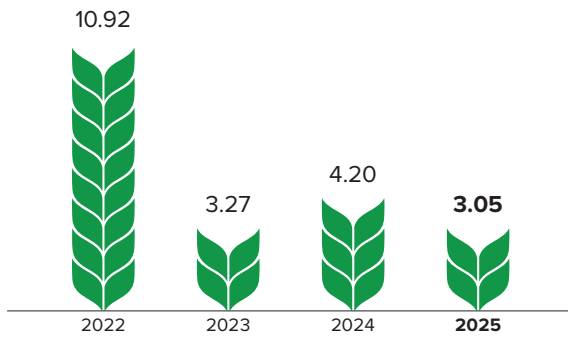
PAT Margin

(%)



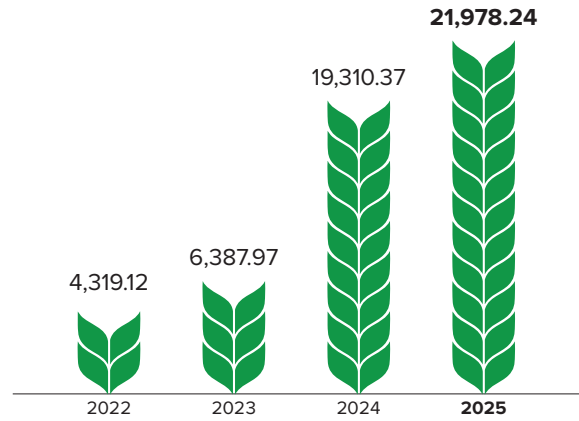
EPS

(₹)



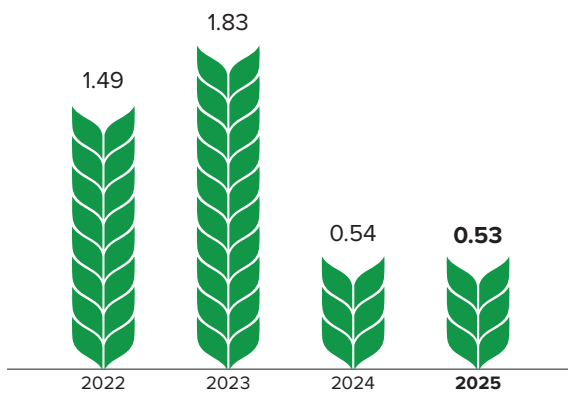
Net Worth

(₹ in lakhs)



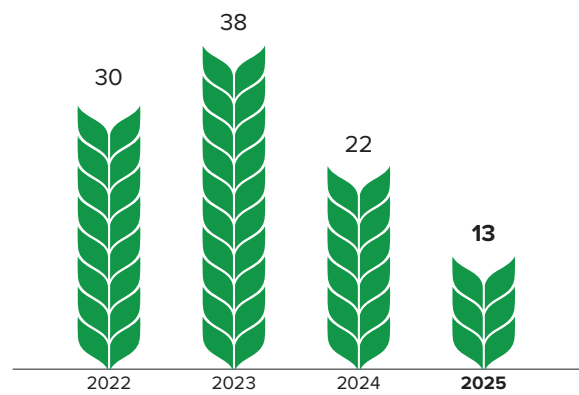
Net Debt/ Equity Ratio

(times)



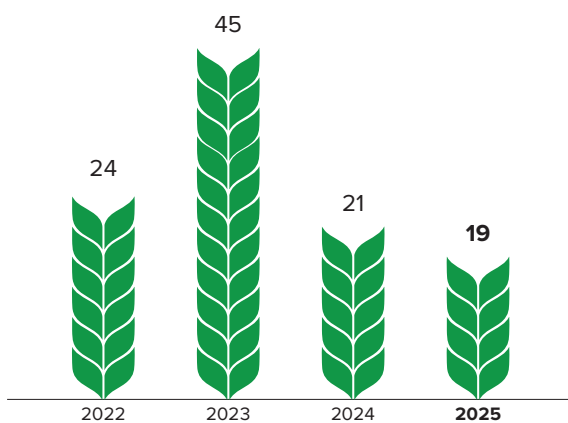
Return on Equity

(%)



Return on Capital Employed

(%)



MANAGING DIRECTOR'S MESSAGE

We are shaping a future where sustainable agriculture drives prosperity, science serves life, and innovation benefits communities and the planet alike.



Dear Stakeholders,

I am pleased to present Nova Agritech's Annual Report for FY 2024–25—a year marked by transformation, resilience, and a clear vision for the future.

The global macroeconomic environment remained dynamic, shaped by shifting geopolitical alliances, evolving trade policies, forex volatility, and accelerated technological change. While inflationary pressures eased, supply chain uncertainties and regulatory shifts continued to test adaptability. At Nova, we responded proactively, guided by innovation, data-driven insights, and a commitment to strengthening our competitive edge.

During the year, we executed a key milestone in our growth journey—the commissioning of new manufacturing facilities in Telangana for Nova Agritech and our subsidiary NASPL, funded by ₹24.69 crore from our IPO proceeds. This expansion has significantly boosted our capacities to 14,592 MTPA for Nova and 13,269.6 MTPA for NASPL, with utilisation at around 48%, giving us ample headroom to meet future demand. These investments will enhance our market visibility, reduce reliance on third-party vendors, and reinforce our leadership in soil health, crop nutrition, and crop protection solutions.

We are also expanding internationally, with forays into Vietnam, and leveraging our in-house digital platforms—Bhu Parikshak and Agribot—to deliver precision solutions and accelerate product innovation.

In the Rabi season of 2024–25, Nova Agri Sciences Private Limited launched two new products—Nova Dimet and Nova Luron—designed for use across different crop ecosystems. Nova Dimet, containing the active ingredient Dimethoate, is effective in controlling chewing and sucking pests in several crops. Nova Luron, formulated with the insect growth regulator molecule Novaluron, is recommended for managing caterpillars and borers in a variety of crops.

PERFORMANCE HIGHLIGHTS

For FY 2024–25, revenue grew 17.46% to ₹29,659.89 Lakhs (₹25,250.92 Lakhs in FY 2023–24), while net profit stood at ₹2,742.20 Lakhs compared to ₹2,830.81 lakhs last year, reflecting a marginal decline of 3.13% on account of change in the product-mix

PEOPLE — OUR CORE STRENGTH

Our journey forward is powered by our people. We are deeply committed to nurturing talent, fostering leadership, and building an inclusive workplace where every employee can grow. Our training programmes combine the flexibility of e-learning with the depth of classroom sessions, ensuring our teams are equipped with the skills needed to deliver innovation and excellence.

Revenue

17.46%



Net Profit

₹2,742.20 Lakhs



We are deeply committed to nurturing talent, fostering leadership, and building an inclusive workplace where every employee can grow.

SUSTAINABILITY — OUR RESPONSIBILITY

We believe that growth and responsibility go hand in hand. This year, we took meaningful steps to minimise our environmental impact. The installation of 130 KW solar panels at our manufacturing facility is helping us reduce electricity costs and our carbon footprint. Rainwater harvesting pits now meet a significant portion of our facility's water needs, ensuring water conservation in a climate-conscious manner.

Our CSR initiatives remain rooted in community impact. In partnership with Shankar Netralaya, we organised free eye camps at Martur, Inkollu, Parchur, and Cherukuru in Andhra Pradesh. These camps provided vital check-ups, corrective measures, and life-changing surgeries for those in need — reflecting our belief that business success must also uplift the communities we serve.

LOOKING AHEAD

Our path forward is clear: scale responsibly, innovate boldly, and lead with purpose. By integrating digital transformation, scientific excellence, and ESG principles, we aim to redefine industry benchmarks while delivering lasting value to all stakeholders.

We remain committed to further improving productivity and efficiency, expanding our footprint, and delivering value through a sustainable, farmer-first innovation model.

To our employees, customers, partners, bankers and investors—thank you for your trust and support. Together, we are shaping a future where sustainable agriculture drives prosperity, science serves life, and innovation benefits communities and the planet alike.

Regards,

Kiran Kumar Atukuri

Promoter and Managing Director

RESEARCH & DEVELOPMENT (R&D) AND QUALITY EXCELLENCE

We operate a dedicated in-house R&D and Quality Control/Assurance facility at our manufacturing units, serving as an incubation centre for technology transfer, new product development, and process improvements. Strategic tie-ups with leading universities give us access to advanced know-how, innovation, manpower, and credit support.





Our research and development capabilities play a vital role in driving our growth strategy, enabling the creation of new products and processes that expand and strengthen our portfolio. As of March 31, 2025, we have 11 employees dedicated to R&D activities at our manufacturing facility.



Our R&D team plays a pivotal role in:

Developing and evaluating new formulations across diverse agro-climatic zones.

Promoting and creating awareness about innovative products.

Providing technical know-how for optimal usage to maximise farm productivity.

Building strong interfaces with State Agriculture Departments.

Training agri-input dealers and farmers with practical crop and product knowledge.

Backed by robust processes, Nova Agritech has emerged as a market leader in its segment, consistently innovating to maintain the highest quality standards in manufacturing and formulations. The successful outcomes of our research are channelled quickly to the farming community, ensuring measurable impact on productivity.



Core Strengths

Identification, screening, and evaluation of new molecules.

Assessing synergies and compatibility among molecules.

Synthesis and process development.

Field testing of new and current formulations.

Farmer and dealer training for correct product application.

Quality Control & Assurance

We are ISO 9001:2015 certified across all locations, with laboratories equipped to global standards. Our facilities are in the process of securing certification from the Bureau of Indian Standards (BIS). During FY 2024-25 our R & D lab received the much-coveted Department of Science and Industrial Research (DSIR) certification making it one of the few facilities having such a recognition.

An active Quality Assurance (QA) programme ensures every process is closely monitored, enabling proactive identification and resolution of potential issues before they arise. This approach not only safeguards product quality but also minimises wastage and reduces rejections, driving higher efficiency and consistency.



NOVA AGRIBOT – SMART FARMING FROM THE SKY

NOVA AGRIBOT is a DGCA-approved agricultural drone designed to ease farmers' workload and enhance productivity. Specially built for spraying soil health, crop nutrition, and crop protection products, it can cover 1 acre in just 5–10 minutes, enabling up to 30–35 acres per day. Tested and validated by leading institutions including IARI, MOA, PAU, and HAV, AGRIBOT ensures precision, efficiency, and safety in farm operations.



KEY BENEFITS

- Significant cost and time savings
- Ideal for labour-scarce or remote areas
- Protects farmers from direct chemical exposure
- Reduces chemical wastage through accurate placement
- Improves efficiency in spraying fungicides, pesticides, herbicides, and plant growth regulators

ADVANCED FEATURES

- Multi-spectral sensors for crop health monitoring
- Autonomous flying with geo-fencing and collision avoidance
- Uniform spray coverage and automated mission resumption
- High landing accuracy with single/dual GPS
- Smart battery with automation
- Mill-grade components for durability

COMPLIANCE & SAFETY

- DGCA-compliant with UIN, FTO pilot license, and third-party insurance
- Fully meets safety and operational regulations for agricultural drones

BHU-PARIKSHAK – INSTANT SOIL HEALTH ANALYSIS

Bhu-Parikshak is a first-of-its-kind, IoT-enabled, portable soil testing device that delivers rapid and precise soil health analysis in just 90 seconds. Using Near Infrared Spectroscopy (NIR) technology, it detects nutrient deficiencies helping us recommend the right fertilizers—helping farmers boost efficiency and yields without the need for lab visits.

The device is battery-powered, low on energy consumption, and can test up to 120 samples on a single charge. With a predicted life of 5 years and the capacity to analyse over 1 million samples, it offers unmatched affordability and reliability.

Results are instantly displayed on the dedicated Bhu-Parikshak mobile app (available on Google Play Store), which also stores farmer land data for future reference and analysis.



Key Advantages

Instant soil parameter pictogram

Cloud-based storage of mapped field data for nutrient demand analysis

Accurate fertilizer recommendations for precise application



NOVA KISAN SEVA KENDRA (NKSK)

NKSK strengthens farmer outreach by educating them on crop management practices and providing need-based solutions, products, and technologies to improve yields.

The network comprises 10 women coordinators with agriculture degrees, 25 Kisan Mithras with expertise in products, and 59 Kisan Sevaks who work closely with farmers to identify issues and feed them into the system. With operations spanning the length and breadth of India across 16 states.

NKSK maintains a database of over 18 lakh farmers and connects with 100–150 farmers daily. NKSK also engages farmers through active Facebook and Instagram pages, along with its YouTube channel NOVA AGRI TECH, which has around 1359 subscribers featuring product videos.

State-wise number of NKSK programmes conducted

	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Andhra Pradesh	25,549	24,332	22,604
Chhattisgarh	1,065	1,024	947
Karnataka	7,083	6,811	6,236
Madhya Pradesh	4,555	4,338	3,564
Maharashtra	6,924	6,532	6,393
Odisha	2,248	2,183	2,117
Rajasthan	3,327	3,230	3,198
Tamil Nadu	2,552	2,430	25
Telangana	19,456	18,183	15,141
Uttar Pradesh	5,985	5,811	5,482
Total	78,744	74,874	65,707



PEOPLE

At Nova Agritech, our people are the driving force behind our success. Guided by strong values, integrity, and a collaborative culture, we foster an environment that enables talent to thrive and contribute meaningfully to our mission.



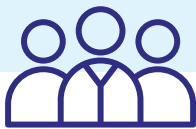
LEARNING & DEVELOPMENT

We invest in continuous learning through in-house soft skills and behavioural programmes, hands-on simulations, and team-building activities. Employees are encouraged to participate in external certifications, seminars and technical workshops to enhance both technical expertise and leadership capabilities.



PERFORMANCE & GROWTH

Our robust performance management framework ensures SMART (Specific, Measurable, Achievable, Relevant, Time-bound) goal-setting, ongoing coaching, and periodic reviews. This approach drives accountability, supports career growth and nurtures a high-performance culture.



EMPLOYEE WELL-BEING

We prioritize employee health, safety, and work-life balance. Facilities include cafeterias, transport, childcare support, regular health check-ups, medical insurance, and wellness programs.



SAFETY FIRST

Safety is embedded in our operations. We provide comprehensive safety and security training, maintain hazard-free workplaces, and uphold the highest safety standards to protect our people and enable them to perform at their best.

STRATEGIC PRIORITIES

At Nova Agritech, our growth strategy is built on enhancing our product portfolio, expanding capacities, and deepening farmer engagement. We are accelerating product registrations, entering new geographies, and forging strategic partnerships to strengthen our market presence. By leveraging modern technologies, precision agriculture, and robust training initiatives, we aim to deliver holistic solutions that empower farmers, diversify revenue streams, and drive sustainable agricultural transformation.



1

**ENHANCE PRODUCT PORTFOLIO
AND CAPACITIES**

We aim to broaden our product portfolio by significantly expanding manufacturing capacities and strengthening our technical competencies. This will enable us to introduce innovative agri-input solutions, meet rising market demand, and ensure consistent quality across our offerings.

2

**ACCELERATE PRODUCT
REGISTRATIONS FOR MARKET
EXPANSION**

Continued focus is placed on securing product registrations in both domestic and international markets. This regulatory readiness will not only strengthen our compliance posture but also accelerate our entry into high-potential regions, widening our global footprint.

3

**GEOGRAPHICAL EXPANSION
AND EXPORT GROWTH**

We plan to enter newer geographies, expanding our export operations to cover a broader spectrum of markets and crop segments. This will diversify revenue streams and reduce dependence on any single market.

4

DEEPEN FARMER ENGAGEMENT

Our strategy centres on strengthening our farmer interface by offering holistic, end-to-end solutions — from soil diagnostics and customised crop nutrition to protection and advisory services. This integrated approach helps improve on-ground impact and build lasting trust with the farming community.

5

**ENABLE “REACH” THROUGH
STRATEGIC PARTNERSHIPS**

We will focus on forging business tie-ups with academic institutions, domestic enterprises, and international partners to enhance our research capabilities, exchange knowledge, and accelerate innovation.

6

**LEVERAGE MODERN
TECHNOLOGIES**

Our growth will be supported by adopting modern technologies, precision agriculture tools, and data-driven solutions to improve productivity, reduce resource wastage, and deliver measurable outcomes for farmers.

7

**TRAINING AND CAPACITY
BUILDING**

We intend to establish training institutions dedicated to skill development, innovation management, and the operational use of agricultural devices. These centres will empower farmers, employees, and partners with the knowledge to maximise the benefits of our solutions.

CORPORATE SOCIAL RESPONSIBILITY

Our connection with the communities we serve goes beyond business—it is a partnership built on mutual respect and shared purpose. Their trust inspires us to deepen our efforts in creating meaningful change and ensuring that even the most marginalized have equitable access to opportunities and resources.



During FY 2024–25, Nova carried out a range of CSR initiatives focused on healthcare and rural infrastructure development. The company organised multiple eye camps in Martur, Inkollu, Parchur, and Cherukuru (Parchur Mandal) in Andhra Pradesh, aimed at providing essential eye care services to underserved communities. In addition, comprehensive medical camps were conducted in Karamchedu (Swarna), Chinaganjam, and Santharavuru to offer accessible health services to residents in need.

As part of rural infrastructure efforts, we also supported the installation of streetlights in the village of Singannaguda, Telangana, where Nova's factory is located, thereby improving safety and quality of life for the local population. These CSR initiatives reflect the company's ongoing commitment to social responsibility and community welfare.



TESTIMONIALS



Dealer

Shri Nagaraju

Sandeepally

If there are any problems with the crop, Nova Marketing Officer Ravi will arrive within 30 minutes of being contacted to identify the issue and provide a proper solution. After spraying Nova Nutri Sus 10, small flowers and fruits developed well. This medicine produced results that were not achieved with other company's products. It helped to produce more flowers and fruits and promoted their healthy growth. It also helped to produce more branches.

Farmers in this area believe that using Nova's products is the only way to get high yields.



Dealer

Shri Anil

Telangana

We gave a case of Nova Agritech's Wonder Granules to a progressive farmer. Because he said the Wonder Granules gave excellent results, we are now selling up to 2 tons in the Rabi and Kharif seasons. One farmer said that 3 kg per acre was not enough, but we told him to try that dosage. The farmer was also satisfied with the performance of Wonder.



Dealer

Shri Jagadish Kumar

Nandyal

I have been selling Nova products for the past 4 years. The products this company provides are excellent in terms of quality. We are getting a good response from the farmers. We are very proud to be selling such products. They are bringing new products for cotton and chili crops, and all of them are working very well. Keeping in mind the problems of chili farmers, they have introduced a product called Super Lava 4G. This has been very useful for the farmers. I want to convey that we can confidently use these products.



Dealer

Sri Bhagyalakshmi

Kamavarapu Kota, Eluru District.

We have had a 6-year association with Nova company. Nova's products have received a great response from farmers. Farmers are frequently purchasing Super Sniper to control mites, thrips, and leaf curl. After that, products like Polstar, Double Action F2, Super Mitr, Fly-N, Boron 20%, and Ruler are being bought in large quantities. Farmers in this area have the opinion that Nova's products are reliable for achieving high-quality crop yields.



Dealer

Shri Ashok Naidu*Anantapur*

I have been associated with Nova Agri Sciences for the past 8 years. I have used every product and technical solution from Nova. Recently, they gave me a product called Nova Treebo (Tembotrione). I tried this product in Maize crop, whether it was under half or full irrigation, and even when there was a little more or less rain. The results were very good. I strongly recommend Treebo to all my fellow farmers. I hope they bring more such products in the future.



Dealer

Shri Shamim Ahmed*Kashmir*

I recently applied Nova Nutri Boost in my orchard and the results have been truly exceptional. The product significantly enhanced leaf health and ensured an outstanding fruit set, far beyond my expectations.

Prior to this, I experimented with numerous other products, but none delivered such visible and consistent improvements. In comparison, Nova Nutri Boost has clearly proven itself to be one of the most effective and reliable solutions I have ever used in my orchard.



Dealer

Sri Devanna*Adilabad*

I am cultivating five acres of cotton. The cotton plants were very small at that time, people from Nova came and gave me a demo of two products: HyClean and Nova Urea 32. My small cotton crop was severely infested with aphids and whiteflies. After spraying HyClean and Nova Urea 32, the pests were gone, and the cotton crop grew vigorously. New shoots appeared, and the entire crop grew lush and healthy. Nova's HyClean and Nova Urea 32 gave excellent results; they are very good.



Dealer

Sri Mahesh*Jagtial*

I have been cultivating Paddy for the past five to six years. For the last two years, I have been using Nova's Uni Striker. It works very well for stem borer. A person named Nagaraju from Nova company referred this product to me in the past. Since then, my crop has been yielding very well. I have been using this product for the last four seasons. Using it keeps the crop in great condition. I use it more because I have a significant stem borer problem in my crop. After seeing me use it, farmers around me are also using the same product. Uni Striker has worked very well for my crop.

GOVERNANCE

We see governance as more than oversight—it is the backbone of ethical behavior, strategic execution, and enduring value creation. As our organisation grows, governance has emerged as a cornerstone of stakeholder confidence, anchored in openness, accountability, and adherence to regulations.

Our governance framework is built to ensure that every operational decision is in step with stakeholder priorities. It serves as both a safeguard and a catalyst, enabling sound risk management, prudent resource use, and growth that is financially robust and socially conscious. This reflects our unwavering commitment to principled leadership and sustainable success.

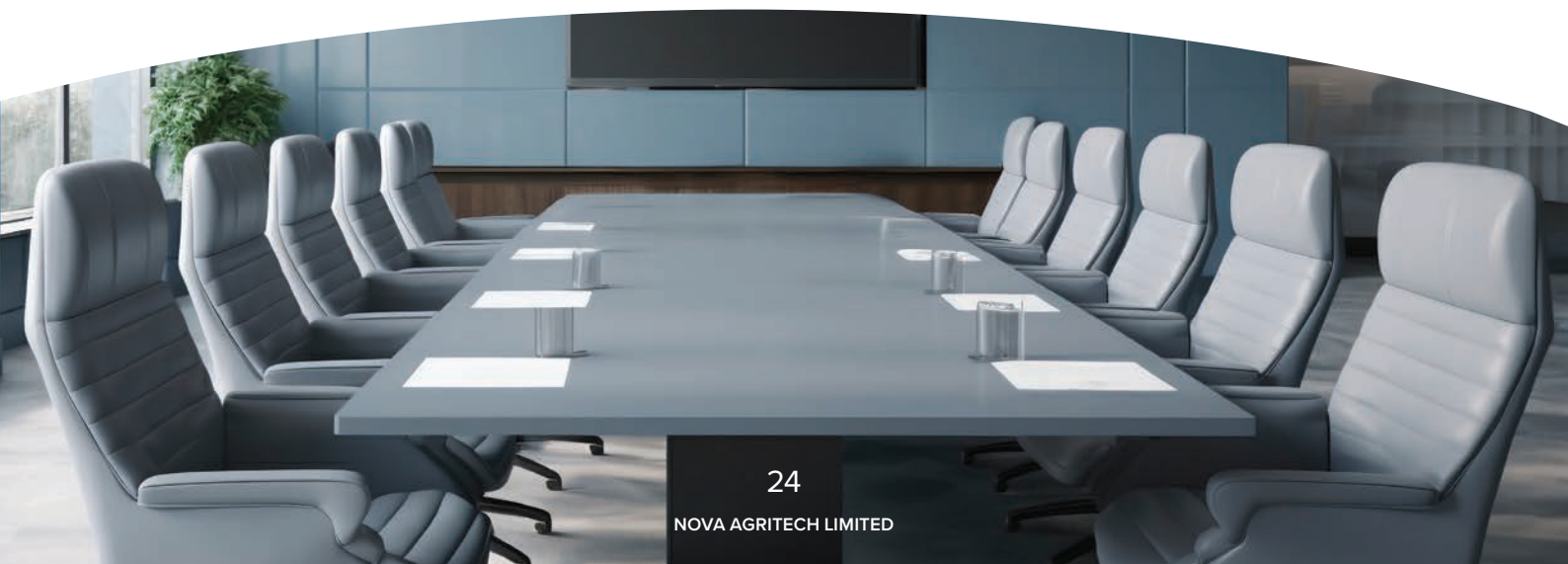
ROLE OF THE BOARD

At Nova Agritech, our Board of Directors serves as the cornerstone of strategic leadership and governance. It provides not only vigilant oversight but also proactive guidance, ensuring that management's actions remain aligned with the Company's vision, culture, ethics, and values. With a deep understanding of our business environment, the Board navigates emerging opportunities and challenges with foresight. This collaborative, value-driven approach reinforces the Company's commitment to sustainable growth while safeguarding and enhancing stakeholder interests.

BOARD COMMITTEES

To ensure focused and effective governance, the Board has constituted dedicated committees, each operating under well-defined terms of reference that outline their scope, authority, and responsibilities. These charters are reviewed periodically to ensure continued relevance and effectiveness. Our committees include:

- A** Audit Committee
- N** Nomination and Remuneration Committee
- S** Stakeholders' Relationship and Investor Grievance Committee
- C** Corporate Social Responsibility Committee
- R** Risk Management Committee





BOARD OF DIRECTORS



**Mr. Adabala
Seshagiri Rao**

*Chairperson &
Independent Director*

Qualification

- Bachelor of Science, Bachelor of Laws – Andhra University
- Diploma in Industrial Relations & Personnel Management – Bharatiya Vidya Bhavan
- Diploma in Marketing & Sales Management – Bharatiya Vidya Bhavan
- Certified Associate of Indian Institute of Bankers (CAIIB) – Indian Institute of Banking & Finance

Experience

- Over 35 years in the banking industry
- Retired from Union Bank of India after a distinguished career in leadership roles



Mrs. Malathi S

*Promoter &
Whole-time Director*

Qualification

- Bachelor of Commerce – Kakatiya University

Experience

- Associated with the company since 2011
- Oversees day-to-day operations and strategic execution



**Mr. Kiran
Kumar Atukuri**

*Promoter &
Managing Director*

Qualification

- Bachelor of Science (Agriculture) – Acharya N.G. Ranga Agricultural University
- Master of Business Administration – Nagarjuna University

Experience

- Nearly two decades in Sales & Marketing, Product Development, Channel & Key Account Management in agricultural inputs
- Worked with Rasi Seeds, Maharashtra Hybrid Seeds, ICICI Bank, Monsanto, Syngenta, and EID Parry
- Leads corporate decision-making, manufacturing, and sales operations of the company



**Mr. Rajesh
Cherukuri**

Whole-time Director

Qualification

- NTTF Diploma in Mechatronics – NTTF Tuticorin Campus, Tamil Nadu (2007)

Experience

- Over 15 years in robotics, manufacturing, power systems, and packaging solutions
- Started career as Robotics Engineer at OMAX Autos Ltd.
- Held senior roles at ANZ International, Nash Industries, Tata Power Systems Ltd., and Aptar Beauty & Home India Pvt. Ltd.
- Currently serves as Whole-time Director at Nova Agri Group, contributing to strategic direction, operations, and growth initiatives



**Mr. Adapa
Kiran Kumar**

Independent Director

Qualification

- Ph.D. – Dr. YSR Horticultural University, Venkataramgudem

Experience

- Over 25 years of experience in agriculture, research, and training
- Professor to students of B.Sc (Horticulture), PG and PhD fruit crops subjects
- Presently, working as an Officer on special duty for oil palm development in Telangana Oilfed and Assisting Department of Horticulture, Telangana State in Postharvest Management and Marketing of mangoes



**Mrs. Kandula
Swapna**

Independent Director

Qualification

- Bachelor of Technology (Chemical Engineering) – Nagarjuna University
- Master of Science (Chemical Engineering) – Lamar University, Texas, USA

Experience

- Managing Director, Arcadia Textiles Private Limited
- Qualified Chemical Process Engineer, Plant Engineer, and Project Engineer



**Mr. Ramesh
Babu Nemani**

Independent Director

Qualification

- Bachelor of Commerce – M.R. Autonomous College, Vizianagaram
- Master of Commerce – Andhra University
- Master of Philosophy (Commerce) and Master of Business Administration – Sri Venkateswara University
- PG Diploma in Functional English – Andhra University

Experience

- 15 years as Faculty, Institute of Computers and Business Management

Notice

NOTICE is hereby given that the **18th Annual General Meeting** of the members of '**NOVA AGRITECH LIMITED**' will be held on Friday, the **19th day of September, 2025** at **4.00 P.M. IST** through Video Conference ("VC"), in conformity with the regulatory provisions and the circulars issued by Ministry of Corporate Affairs, Government of India to transact the following businesses:

Ordinary Business:

- 1. Adoption of Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Director and Auditors thereon.**

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

"RESOLVED THAT the audited **standalone** financial statements of the Company for the financial year ended 31st March, 2025 and the reports of the Auditors and Board of Directors thereon laid before this meeting, be and are hereby considered and adopted."

"RESOLVED FURTHER THAT the audited **consolidated** financial statements of the Company for the financial year ended 31st March, 2025 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

"RESOLVED FURTHER THAT the Board of Directors of the Company is authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions, and in connection with any matter incidental thereto."

- 2. To appoint a director in place of Mrs. Malathi Siripurapu (DIN: 03033944) who retires by rotation, and being eligible offers herself for re-appointment:**

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Malathi Siripurapu (DIN: 03033944), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby appointed as Director of the Company, liable to be retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby jointly and severally authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution."

Special Business:

- 3. Re-appointment of Mr. Kiran Kumar Adapa (DIN: 09087754) as a Non-Executive Independent Director of the Company for a second term of 5 years:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, ('SEBI LODR Regulations'), (including any statutory modification, amendment or re-enactment thereof, for the time being in force), Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Kiran Kumar Adapa (DIN: 09087754), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, is re-appointed as Non-Executive Independent Director of the Company for a second term of 5 (five) years, commencing from 17th March, 2026 to 16th March, 2031, whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

- 4. Appointment of Secretarial Auditors for a period of 5 years:**

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

"RESOLVED THAT pursuant to the provisions of Section 204(1) of Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), 2015, including any modification(s) or re-enactment(s) thereof for the time being in force, pursuant to the recommendations of Audit Committee and Board of Directors of the Company, **P. S. Rao & Associates**, Practicing Company Secretaries, be and is hereby appointed as Secretarial Auditors of the Company, for a period of five years commencing from the financial year 2025-26 till Financial Year 2029-30, to undertake Secretarial Audit for each of the said years at such

remuneration as may be decided by the Board of Directors from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including remuneration and to do all such acts, deeds and things, and execute all such documents and writings, as they may in their absolute discretion deem necessary or incidental thereto, including paying such fees and incurring such expenses, in relation thereto as they may deem appropriate, and to file such documents, forms, etc., as required with the regulatory/statutory authorities, and authorize the officials of the Company for the aforesaid purpose, as may be deemed fit to give effect to this resolution.”

5. Ratification of Remuneration of Cost Auditors:

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

“RESOLVED THAT pursuant to the provisions of Section 148 Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactments thereof and pursuant to the recommendation of the Audit Committee, the remuneration payable to **M/s M P R & Associates**, Cost Accountants (Firm Reg. No. 000413) appointed by the Board of Directors as the Cost Auditor of the company to conduct the audit of the cost records maintained by the company for financial year commencing on 01 April 2025 and ending on 31 March 2026, amounting to ₹ 1,00,000/- (Rupees One Lakh Only) exclusive of GST as may be applicable and out of pocket expenses if any, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any committee of the Board), is authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Approval of Material Related Party Transactions for the Year 2025-26:

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other provisions, if any of the Companies Act, 2013 (the Act) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, as amended from time to time and pursuant to the Company’s policy on Related Party Transactions and based on the recommendation of the

Audit Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or carry out and/or continue contract(s)/ arrangement(s)/ transaction(s) with ‘Related Parties’ within the definition as per Section 2(76) of the Act and ruled made thereunder and Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, such that the maximum value of transaction(s) does not exceed as specified and detailed in the table forming part of the Explanatory Statement, annexed hereto, and on such terms and conditions as mutually agreed between such related party and the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board (which term shall deem to include any Committee of the Board) or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any Committee of the Board), be and are hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. Approval of Material Related Party Transactions of the material subsidiary(ies) of the Company for the Year 2025-26:

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other provisions, if any of the Companies Act, 2013 (the Act) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, as amended from time to time and pursuant to the Company’s policy on Related Party Transactions and based on the recommendation of the Audit Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or carry out and/or continue with the Related Party Transaction(s) by the material subsidiary(ies) of the Company (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with ‘Related Parties’ within the definition as per Section 2(76) of the Act and ruled made thereunder and Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, such that the maximum value of transaction(s) does not exceed as specified and detailed in the table forming part of the

Notice (Contd.)

Explanatory Statement, annexed hereto, and on such terms and conditions as mutually agreed between such related party and the material subsidiary(ies) of the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board (which term shall deem to include any Committee of the Board) or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any Committee of the Board), be and are hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Place: Singannaguda

Date: 9th August, 2025

By Order of the Board

For, **Nova
Agritech Limited**

Sd/-
Neha Soni

**Company Secretary &
Compliance Officer**



Notes

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 and the Rules made thereunder in respect of the special business set out in the notice, Secretarial Standard on General Meetings ("SS-2") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable, is annexed hereto.
2. In all correspondence with the Company, Members holding shares are requested to quote their DP ID/ folio numbers.
3. The Ministry of Corporate Affairs (MCA), Government of India has introduced a 'Green initiative in Corporate Governance' by allowing paperless compliances by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder. Further, in compliance with MCA Circulars and SEBI Circular dated 12 May 2020, the Annual Reports are being sent in electronic mode only.
4. In case you have not registered your e-mail Id, please communicate the same to the Company at their communication address given in the Annual Report. Although you are entitled to receive physical copy of the Notices, Annual Reports, etc. from the Company, we sincerely seek your support to enable us to forward these documents to you only by e-mail, which will help us participate in the Green Initiatives of the MCA and to protect our environment.
5. All documents referred to in the Notice shall be open for inspection by the Members of the Company without payment of fees at the Registered Office of the Company. Inspection by the Members can be done on any working day between 11:00 a.m. to 5:00 p.m. including the date of AGM of the Company and shall also be available at the venue of the AGM.
6. The Ministry of Corporate Affairs ("MCA") has, vide General Circular No. 09/2023 dated 25 September 2023 read along with General Circular No. 10 and 11/2022 dated 28 December 2022, General Circular No. 2/2022 dated 5 May 2022, General Circular No. 21/2021 dated 14 December 2021, General Circular No. 19/2021 dated 8 December 2021, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 17/2020 dated 13 April 2020, and General Circular No. 14/2020 dated 8 April 2020 (collectively referred to as "MCA Circulars"), permitted companies to conduct Annual General Meeting ("AGM") through video conferencing ("VC") or other audio visual means ("OAVM"), subject to the compliance of various conditions mentioned therein. In compliance with the MCA Circulars, and applicable provisions of the Companies Act, 2013, and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 18th AGM of the Company is being convened and conducted through VC/OAVM.
7. The Company has enabled the members to participate in the 18th AGM without physical presence, through the VC facility provided by Central Depository Services (India) Limited ("CDSL"). The instructions for participation by members are given in the subsequent paragraphs.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company has provided the facility to the members to exercise their right to vote by electronic means through remote e-Voting and voting at AGM. The facility of casting votes by a member using remote e-Voting system as well as voting during the AGM will be provided by Central Depository Services (India) Limited ("CDSL").
9. The Company has fixed 12th September, 2025 as the cut-off date ("the Cut-off Date") to determine the eligibility of members to cast their vote by remote e-Voting, and voting during the 18th AGM, scheduled to be held on 19th September, 2025 through VC/OAVM.
10. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners, maintained by the depositories as on the cut-off date i.e., 12th September, 2025 only shall be entitled to avail the facility of remote e-Voting or voting during the AGM.
11. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 12th September, 2025.
12. In case of joint holder(s) attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. Any person, who acquires shares of the Company and becomes a member of the Company after cut-off date for dispatch of the Notice i.e. 22nd August, 2025, and holds shares as of the cut-off date for e-voting i.e., 12th September, 2025 may obtain the login ID and password by sending an email to helpdesk.evoting@cdslindia.com or cs@novaagri. in with one's DP ID and Client ID.

Notes (Contd.)

14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
15. As per the provisions of the MCA Circulars, members attending the 18th AGM through VC shall be counted for the purpose of reckoning the quorum within Section 103 of the Companies Act, 2013.
16. As per Section 105 of the Companies Act, 2013, and the rules made thereunder, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on one's behalf. Since the 18th AGM is being held through VC, Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
17. In case of any query regarding the Annual Report, the members may write to cs@novaagri.in to receive an email response. The same will be replied by the Company, suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
18. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and the Register of contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013, shall be available for inspection by the Members of the Company without payment of fees at the Registered Office of the Company on any working day between 11:00 a.m. to 5:00 p.m. including the date of AGM of the Company.
19. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member, as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned depository participant, and holdings should be verified from time to time.
20. Since the AGM will be held through VC/OAVM, the route map to the venue is not annexed to this Notice.
21. The AGM shall be deemed to be held at the registered office of the Company at Sy.No.251/A/1., Singannaguda Village Mulugu Mandal, Medak, Siddipet – 502279, Telangana, India.

Scrutinizer's Report

22. The Company has appointed Mr. M Ramana Reddy, Practicing Company Secretary, (CP No. 18415) to act as the Scrutinizer in its Board Meeting held on **9th August, 2025**, to scrutinize the e-Voting process and voting at the AGM in a fair and transparent manner, and he has communicated his willingness to be appointed and availability for the same.
23. After completion of the scrutiny of the electronic votes, the Scrutinizer shall, first download the votes cast at the AGM, and thereafter unlock the votes cast through remote e-Voting, and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall be submitted to the Chairman / Company Secretary. The voting results along with Scrutinizer's Report will be announced within two working days of the conclusion of AGM.
24. The results, declared along with the report of the Scrutinizer, shall be placed on the website of the Company www.novaagri.in and on the website of CDSL at www.evotingindia.com immediately after the declaration of results by the Chairman, or a person authorized by him. The results shall, also, be immediately forwarded to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.
25. Instructions for e-Voting and joining the AGM are as follows. Members can send their requests, if any, in this regard to cs@novaagri.in and helpdesk.evoting@cdslindia.com.

THE INSTRUCTIONS TO THE SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

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 non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, 16th September, 2025 at 9.00 A.M. (IST) and ends on Thursday, 18th September, 2025 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares as on the cut-off date (record date) of 12th September, 2025 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 through remote-evoting 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.
- (iv) 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.
- (v) 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.

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.cdslindia.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.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Notes (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
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 evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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: 022 - 4886 7000 and 022 - 2499 7000

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

Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.



(vi) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders 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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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.

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) 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.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the Company “**Nova Agritech Limited**” on which you choose to vote.

(xi) 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.

(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvi) 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.

(xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xviii) 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 at ramanareddyilm@gmail.com/psrmr2020@gmail.com and to the Company at the email address at cs@novaagri.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. All the shareholders of the company are holding shares in dematerialized form. Please update your email id & mobile no. with your respective **Depository Participant (DP)**
2. **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 attending AGM & 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 21 09911.

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 toll free no. 1800 21 09911.



CONTACT DETAILS

Company

Nova Agritech Limited

Phone: +91 84 5425 3446

Email: cs@novaagri.in

Registrar and Transfer Agent

Bigshare Services Private Limited

Phone: 040 - 23374967

Email: bsshyd1@bigshareonline.com

Virtual Meeting / e-Voting Agency

Central Depository Services (India) Limited

Toll Free No.: 1800 21 09911

Email: helpdesk.evoting@cdslindia.com

Scrutinizer

Mr. M Ramana Reddy

Practicing Company Secretary

Phone: 9059779006

Email: ramanareddyllm@gmail.com/ psmrr2020@gmail.com

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 3:

Mr. Kiran Kumar Adapa, aged 54 years, is the Non-Executive Independent Director of the Company. He is a Bachelor of Science in Horticulture from Andhra Pradesh Agricultural University (1994) and Doctorate of Philosophy (Horticulture) from Dr. Y. S. R. Horticultural University (2011). With a work experience of 26+ years as a Scientist (Horticulture), he has done extensive research in vegetables, fruits and post-Harvest management. He has been a Professor to students of BSc (Horticulture), PG and PhD fruit crops subjects (Nursery management, Production and post-harvest technology management). Presently, he is working as an Officer on special duty for oil palm development in Telangana Oilfed and Assisting Department of Horticulture, Telangana State in postharvest management and marketing of mangoes.

Based on the recommendation of the Nomination and Remuneration Committee, and the consent and disclosures from the appointee, subject to approval of members, the Board of Directors, in their meeting held on **9th August, 2025**, recommended the re-appointment of Mr. Kiran Kumar Adapa (DIN: 09087754) as a Non-Executive Independent Director of the Company, w.e.f. 17th March, 2026 to 16th March, 2031, not liable to retire by rotation.

The Company has received the necessary declaration(s) from him, confirming that he meets the criteria as provided under Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015. In terms of Regulation 25(8) of SEBI (LODR) Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He is not disqualified from being appointed as a Director within provisions of Section 164 of the Companies Act, 2013, and rules made thereunder nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority. Further, he has also confirmed that he is compliant with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Declaration pursuant to NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 has been obtained that the Director is not debarred from holding office of a director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Mr. Kiran Kumar Adapa fulfils the conditions for his re-appointment as an Independent Director, as specified in the Act and SEBI guidelines, and is independent of the management. Your Board believes that Mr. Kiran Kumar Adapa continuation on the Board will support in broadening the overall expertise of the Board. A copy of the appointment letter, setting out the terms and conditions of his appointment shall be available on the

website of the Company at www.novaagri.in and will be available for inspection, without any fee, by the Members at the Company's corporate office during business hours on working days up to the date of Annual General Meeting and also at the Meeting.

The brief resume and additional information of appointee, in pursuance of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India have been given in **Annexure A** to the Notice.

Your Board of Directors recommends the Resolution at Item No. 3 for approval by the Members by way of Special Resolution.

Except Mr. Kiran Kumar Adapa (DIN: 09087754) being the appointee Director and his relatives, none of the Directors and/or and other Key Managerial personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the respective Resolution, set out at Item No. 3 of this Notice.

ITEM NO. 4:

In pursuance of Section 203 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, the Company is required to obtain a Secretarial Audit Report from a Company Secretary in practice, which shall form part of its Board Report.

Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 stipulates the requirement of appointing a Company Secretary in Practice or a firm of Company Secretary(ies) in practice who shall be a Peer Reviewed, for a period of not more than one term of five consecutive years in case of an individual; or for a period of not more than two terms of five consecutive years in case of a Secretarial Audit firm as Secretarial Auditor, with the approval of its shareholders in its Annual General Meeting, to conduct the Secretarial Audit of the Company.

Accordingly, the Board of Directors of the Company, considering the experience, competency, efficiency, independence, etc. and on the recommendation of the Audit Committee, at its meeting held on **5th May, 2025**, **subject to approval of members of the Company in the ensuing AGM**, has appointed **P. S. Rao & Associates**, Practicing Company Secretaries as Secretarial Auditors for a period of 5 years commencing from FY 2025-26 till FY 2029-30, at a remuneration of ₹ 3,00,000/- (plus applicable taxes) for the FY 2025-26 and at such remuneration as may be decided by the Board of Directors of the Company in consultation with the Secretarial Auditors, for subsequent years.

P. S. Rao & Associates, Practicing Company Secretaries, was established in 1994. Since its inception, the firm has been dedicated to providing comprehensive secretarial, legal, and

consultancy services to diverse clients and is specialized in Corporate Laws, Corporate Governance, Secretarial Audits, Compliances etc. With over three decades of experience, the team at P. S. Rao & Associates comprises experienced professionals, in delivering various aspects of corporate affairs.

P. S. Rao & Associates, is a peer reviewed firm in terms of the SEBI (LODR) Regulations, 2015 and guidelines issued by the Institute of Company Secretaries of India (ICSI) and also meets the eligibility criteria as enumerated under Regulation 24A (1A) of the Listing Regulations.

The firm has given its consent to act as the Secretarial Auditor of the Company and has confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under the Companies Act, 2013, SEBI (LODR) Regulations, 2015 including any statutory modification(s) and re-enactment thereof and guidelines issued by the Institute of Company Secretaries of India.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 4 of the Notice for approval by the Members.

ITEM NO. 5:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company.

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on **5th May, 2025**, considered and approved the re-appointment of M/s M P R & Associates, Cost Accountants (Firm Reg. No. 000413) as the cost auditor for the financial year 2025-26 at a remuneration of ₹ 1,00,000/- per annum plus applicable taxes and reimbursement of out of pocket expenses, for FY 2025-26.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor needs to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditor for the year 2025-26.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6:

Pursuant to the provisions of Section 188(1) and 177 of the Companies Act, 2013 (the 'Act'), read along with Rule 15 and 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section, require prior approval of the Board and approval of the Audit Committee, and subsequently the members of the Company, which exceed such sum as are specified in Rule 15(3) of the said rules.

Further, as required in Regulation 23 of SEBI (LODR) Regulations, 2015, all material Related Party Transactions require the approval of the shareholders. A transaction with a 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 ₹ 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

However, the said approval of shareholders for material Related Party Transactions is not required for the transactions entered into between a holding company and its wholly-owned subsidiary, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, in terms of Regulation 23(5) of SEBI (LODR) Regulations, 2015.

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval, and to facilitate seamless contracting and rendering/availing of products and services between the Company and related parties, the Company seeks the shareholders' approval for the said transactions by way of Ordinary Resolution, to approve entering into contracts/arrangements within the thresholds and conditions mentioned below.

All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee in its meeting held on 11th February, 2025.

Explanatory Statement (Contd.)

The particulars of Related Party Transactions, which are required to be stated in Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

[Amounts are in INR Lakhs]

Related Party Transactions u/s Section 188(1) of the Companies Act, 2013	Nova Agri Sciences Private Limited	Nova Agri Seeds India Private Limited	Suraksha Agri Retails India Private Limited	Zeit Systems
Nature of Relationship	Wholly-Owned Subsidiary	Wholly-Owned Subsidiary	Promoter Company	Proprietorship of Director
Name of interested Director(s)/ KMP	1. Malathi Siripurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri 4. Ramesh Babu Nemani	1. Malathi Siripurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri 4. Ramesh Babu Nemani	1. Malathi Siripurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri	Rajesh Cherukuri
Sale or supply of any goods or materials	3500	1000	1500	1500
Purchase of any goods or materials	3500	1000	1500	1500
Availing or rendering of any services, directly or through appointment of agent	1000	100	-	-
Selling or otherwise disposing of or buying property of any kind	2500	500	-	-
Leasing of property any kind	25	10	-	-
#Investment:				
For Working Capital	1227.31	-	-	-
Giving Loans	2500	500		
TOTAL	14252.31	3110	3000	3000

Investment proposed in the subsidiary from the net proceeds to be received through IPO.

Material terms of the aforesaid transactions:

- These transactions are based on sales / purchase orders issued from time to time, and prices are negotiated and agreed mutually based on product specification.
- Going forward, your Company expects significant growth in business volumes with certain related parties, as a result of which transactions with those related parties may become material related party transactions. Right now, all these transactions are not material in nature, carried on with due approval of the Audit Committee.
- All such transactions carried may or may not be in the ordinary course of business and at arm's length basis.
- The limits mentioned above are for each category of transaction.

The Board recommends the resolution set forth in item no. 6 of the notice for approval of the members by passing an Ordinary Resolution. **All related parties of the Company shall abstain from voting on the said resolution, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Mrs. Malathi Siripurapu, Mr. Kiran Kumar Atukuri, Mr. Rajesh Cherukuri and Mr. Ramesh Babu Nemani are interested in the resolution set out in Item No. 6 of the Notice, with regard to this resolution.

No Director, except the one mentioned hereinabove, and Key Managerial Personnel or their relative is, directly or indirectly, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 6 of the Notice.

ITEM NO. 7:

Pursuant to Regulation 23(4) of SEBI (LODR) Regulations, 2015, all material Related Party Transactions of Material Subsidiaries require the approval of the shareholders. A transaction with a 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 ₹ 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

However, the said approval of shareholders for material Related Party Transactions is not required for the transactions entered into between a holding company and its wholly-owned subsidiary, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, in terms of Regulation 23(5) of SEBI (LODR) Regulations, 2015.

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval, and to facilitate seamless contracting and rendering/ availing of products and services between the Company and related parties, the Company seeks the shareholders' approval for the said transactions by way of Ordinary Resolution, to approve entering into contracts/arrangements within the thresholds and conditions mentioned below.



All the contracts/arrangements and the transactions of material subsidiary(ies) with “related parties” are reviewed and approved by the Audit Committee in its meeting held on 11th February, 2025.

The particulars of Material Related Party Transactions, pertaining to Material Subsidiary(ies) are as follows:

[Amounts are in INR Lakhs]

Related Party Transactions u/s Section 188(1) of the Companies Act, 2013	Nova Agritech Limited	Nova Agri Seeds India Private Limited	Suraksha Agri Retails India Private Limited	Zeit Systems
Nature of Relationship	Holding Company	Associate Company	Associate Company	Proprietorship of Director
	1. Malathi Siripurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri 4. Ramesh Babu Nemani	1. Malathi Siripurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri 4. Ramesh Babu Nemani	1. Malathi Siripurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri	Rajesh Cherukuri
Name of interest Director(s)/KMP				
Sale, purchase or supply of any goods or materials	3500	1000	1000	1000
Purchase of any goods or materials	3500	1000	1000	1000
Availing or rendering of any services, directly or through appointment of agent	1000	100	-	-
Selling or otherwise disposing of or buying property of any kind	2500	500	-	-
Total	10500	2600	2000	2000

Material terms of the aforesaid transactions:

- These transactions are based on sales / purchase orders issued from time to time, and prices are negotiated and agreed mutually based on product specification.
- Going forward, your Company expects significant growth in business volumes with certain related parties, as a result of which transactions with those related parties may become material related party transactions. Right now, all these transactions are not material in nature, carried on with due approval of the Audit Committee.
- All such transactions carried may or may not be in the ordinary course of business and at arm's length basis.
- The limits mentioned above are for each category of transaction.

The Board recommends the resolution set forth in item no. 7 of the notice for approval of the members by passing an Ordinary Resolution. **All related parties of the Company shall abstain from voting on the said resolution, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Mrs. Malathi Siripurapu, Mr. Kiran Kumar Atukuri, Mr. Rajesh Cherukuri and Mr. Ramesh Babu Nemani are interested in the resolution set out in Item No. 7 of the Notice, with regard to this resolution.

No Director, except the one mentioned hereinabove, and Key Managerial Personnel or their relative is, directly or indirectly, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 7 of the Notice.

Place: Singannaguda

Date: 9th August, 2025

By Order of the Board

For, Nova Agritech Limited

Sd/-

Neha Soni

Company Secretary & Compliance Officer

Explanatory Statement (Contd.)

“Annexure - A”

Details of Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name	Mr. Kiran Kumar Adapa	Mrs. Malathi Siripurapu
DIN	09087754	03033944
Date of Birth	11/06/1971	10/02/1979
Date of appointment on the Board of the Company	17/03/2021	17/03/2021
Background Details/ Brief Resume		
i) Age	54	46
ii) Qualification	<ul style="list-style-type: none"> Bachelor of Science in Horticulture from Andhra Pradesh Agricultural University, Andhra Pradesh, India (1994) Doctorate of Philosophy (Horticulture) from Dr. Y. S. R. Horticultural University, Andhra Pradesh, India (December, 2011). 	<ul style="list-style-type: none"> Bachelor of Commerce from Kakatiya University
iii) Experience in specific functional area	<ul style="list-style-type: none"> 26+ years' experience of research in vegetables, fruits and post-Harvest management. Professor to students of BSc (Horticulture), PG and PhD fruit crops subjects (Nursery management, Production and post-harvest technology management). Presently, working as an Officer on special duty for oil palm development in Telangana Oilfed and Assisting Department of Horticulture, Telangana State in postharvest management and marketing of mangoes 	<ul style="list-style-type: none"> 10+ Years of Experience in managing the financial activities and operations of agriculture and agro-product industry
Nature of expertise in specific functional Areas	Agriculture	Agriculture
Job profile and suitability to the company	Experience and expertise as stated above	Experience and expertise as stated above
Recognition or awards	-	-
Terms and conditions of Appointment/ Re-appointment	As mentioned in the Resolution and Explanatory Statement	As per Resolution and Explanatory statement of current tenure
Remuneration, last drawn (including sitting fees, if any)	Sitting Fee as paid to all the Directors	₹ 271.83 Lakhs
Remuneration proposed to be paid	As mentioned in the Explanatory Statement	No Change
Pecuniary relationship in the Company	Mr. Kiran Kumar Adapa does not have any other pecuniary relationship in the Company, except sitting fee being paid to him.	Nil
Shareholding in the Company as on 31 March 2025*	Nil	84,21,620 Shares of ₹ 2/- Each constituting 9.10%
Names of other companies in which he/she is acting as Director	Nil	<ol style="list-style-type: none"> Nova Dairy Tech India Private Limited Suraksha Agri Retails (India) Private Limited Nova Health Sciences Private Limited



Name	Mr. Kiran Kumar Adapa	Mrs. Malathi Siripurapu
Directorship/membership/chairmanship of Committees of the board of Company	Membership in following Committees: 1. Audit Committee 2. Stakeholders' Relationship Committee 3. Nomination & Remuneration Committee 4. Corporate Social Responsibility Committee 5. IPO Committee	Membership in following Committees: 1. Whole-Time-Director of the Company. 2. No membership in any Committee.
Names of listed entities in which the person, also, is a director/ member / chairperson of committees of other Boards as on 31 March 2025	Nil	Nil
Number of meetings attended during the financial year	All 7 Board meetings	5 Board Meetings
Comparative remuneration profile with respect to industry, size of the Company, profile of the position, and person (in case of expatriates the relevant details would be with respect to the country of origin)	NA	NA
Name(s) of companies in which committee Membership(s) held	Nil	Nil
Relationship with other directors	No Relationship with other Director	No Relationship with other Director

* As per disclosure received from the Director

Place: Singannaguda

Date: 9th August, 2025

By order of Board of Directors of

Nova Agritech Limited

Sd/-

Neha Soni

**Company Secretary &
Compliance Officer**

Registered Office:

Sy.No.251/A/1., Singannaguda Village
Mulugu Mandal,
Medak, Siddipet - 502279,
Telangana, India
Email: cs@novaagri.in
Website: www.novaagri.in

Director's Report

Dear Shareholders,

Your Directors are pleased to present the **18th ANNUAL REPORT** of the Company together with the Audited Financial Statements for the Financial Year ended 31 March 2025.

Financial Performance

(₹ in lakhs)

Particulars	Standalone		Consolidated	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Income from Operations	16,585.58	17,984.46	29,413.16	25,247.36
Other income	433.12	22.82	246.73	3.56
Total income	17,018.70	18,007.28	29,659.89	25,250.92
Total Expenditure	14,801.56	15,963.60	25,851.85	21,914.65
Profit Before Tax (PBT)	2,217.14	2,043.68	3,808.04	3,336.27
Less: Tax expenses	565.12	183.37	1,065.84	505.45
Profit After Tax (PAT)	1652.01	1,860.31	2,742.20	2830.81
EPS in ₹ (Basic & Diluted)	1.84	2.76	3.05	4.20

Financial statements are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016

Company Performance / State of Affairs

During the year, revenue from operation of your Company is ₹ 16,585.58 Lakhs as compared to ₹ 17,984.46 Lakhs in the previous year and the net profit is reduced by 11.20% to ₹ 1,652.01 Lakhs as against ₹ 1,860.31 Lakhs in the previous year.

Subsidiary Companies / Joint Ventures / Associate Companies

Your Company has following subsidiaries as on 31 March, 2025:

S. No.	Name of the Company	Particular
1)	Nova Agri Sciences Private Limited CIN: U01403TG2010PTC068405	Wholly owned Subsidiary Company
2)	Nova Agri Seeds (India) Private Limited CIN: U01403TG2009PTC065732	
3)	Suraksha Agri Retails (India) Private Limited** CIN: U01820TG2009PTC063119	Associate Company (Promoter)

**16.63 % stake is owned by Suraksha in the Company

The statement required to be provided with respect to subsidiaries and associate companies pursuant to the provisions of Section 129(3) of the Act and Rule 5 of the Companies (Accounts) Rules, 2014 in **Form AOC – 1** is annexed herewith as **“Annexure I”**.

The Audited Financial Statements, the Auditors Reports thereon and the Board's Reports for the year ended 31 March, 2025, of the aforesaid companies, shall be available for inspection by the Members at its registered office, during business hours on all working days up to the date of the Annual General Meeting and the same are also available on the website of the Company www.novaagri.in.

Note:

- Your Company does not have any Joint Ventures.
- No Company has become / ceased to be its Subsidiary, Joint Venture or Associate of Company during the year under review.

Additionally, we would also like to inform that following Companies shall fall under the purview of “Group Companies” pursuant to SEBI circular- SEBI/ HO/ AFD/ AFD – PoD – 2/ CIR/ P/ 2023/ 148 dated 24 August, 2023:

S. No.	Name of the Group Companies	CIN
1)	Nova Fertilcare Private Limited	U24100TG2015PTC099837
2)	Nova Dairy Tech India Private Limited	U01119TG2013PTC087282
3)	Nova Health Sciences Private Limited	U85190TG2010PTC068584
4)	Agri Genome Resources India Private Limited	U01403TG2011PTC072116
5)	AIC Nova Foundation for Agriculture Innovation and Research	U93090TG2018NPL128938

Material Subsidiary:

The Company has 1 (one) material subsidiaries as per the definition of Regulation 16(1) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- 1) Nova Agri Sciences Private Limited
CIN: U01403TG2010PTC068405

The Company's policy on determining the material subsidiaries is uploaded on the Company's website at www.novaagri.in.

Highlights of Performance of Subsidiaries

During the year, the material subsidiary contributed ₹ 14,045.70 Lakhs in the consolidated revenue from operation of your Company as compared to ₹ 11,166.4 Lakhs in the previous year.

₹ 1,107.11 Lakhs was contributed by the material subsidiary in the consolidated net profits of the Company as compared to ₹ 974.86 Lakhs in the previous year.

The consolidated net profit is reduced by 3.13% to ₹ 2,742.20 Lakhs as against ₹ 2830.81 Lakhs in the previous year.

Change in the Nature of Business

Your Company is engaged in the business of manufacturing Agro products for Crop protection and crop nutrition. There was no change in the nature of the business during the financial year under review.

Transfers to Reserves

During the year under review, the entire profit of ₹ 1,652.01 Lakhs for the year ended 31 March 2025 was transferred to the surplus under Reserves and Surplus A/c. No Amount was transferred to Reserves.

Dividend

Considering your Company's growth, and future strategy and plans, your Directors consider it prudent to conserve resources and despite having sufficient distributable profits, do not recommend any dividend on equity shares for the financial year under review.

Transfer of Unclaimed Dividend to Investor Education and Protection Fund

During the year under review, the Company was not required to transfer any unclaimed dividend to IEPF Account.

Public Deposits

During the financial year 2024-25, your Company has not accepted any deposit that falls within the scope of Sections 73 and 74 of the Companies Act, 2013, read together with

the Companies (Acceptance of Deposits) Rules, 2014. Further, there is no amount outstanding at the beginning of financial year, which can be classified as 'Deposits' in terms of Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposit) Rules, 2014.

Particulars of Loans, Guarantees, Investments Under Section 186

The loans granted, guarantees given and investments made are in compliance with Section 186 of the Companies Act, 2013. As per the requirements of Section 186 and Section 134(3)(g) of the Companies Act, 2013, we would like to inform that details of loans, guarantees, securities and investments made by the Company, are provided in the notes to the financial statements forming part of the Annual Report.

Particulars of Contracts or Arrangements with Related Parties

Particulars of contracts or arrangements entered by the Company with related parties referred to in Section 188(1) are furnished under **Form AOC-2** as "**Annexure II**".

Proceedings under IBC

As per the requirements of Rule 8(5)(xi) and (xii) of the Companies (Accounts) Rules, 2014 –

- No application made or proceeding pending against your Company under the Insolvency and Bankruptcy Code, 2016.
- No one-time settlement of financial dues was made during the period under review.

Credit Rating

During the financial year under review –

- Acuité Ratings & Research Limited has upgraded its ratings to "ACUTE BBB-Istable" (pronounced as ACUTE triple B; stable) from "ACUTE BBB-Istable" (pronounced as ACUTE triple B minus; stable), on the long-term credit facilities of the Company vide letter dated 26th August, 2024.
- CARE Ratings Limited (CARE) has assigned the rating "CARE BBB; positive" (pronounced as CARE triple B; positive), on the long-term credit facilities of the Company vide letter dated 6th November, 2024.

Listing Through Initial Public Offer (IPO)

- **Listing:**

The Company is duly listed on BSE Limited and National Stock Exchange of India Limited (hereinafter referred as "Stock Exchanges") w.e.f. 30th January, 2024 with a paid up Capital of ₹ **18,50,39,626/-** consisting of 9,25,19,813 equity shares of ₹ 2/- each.

• Utilization of Fund:

Proposed public issue is with a view to utilize the funds for setting up a new formulation plant for the subsidiary Nova Agri Sciences Private Limited and for the expansion of the existing formulation plant. The funds are also used for working capital requirements, besides general corporate purposes. All the funds are utilised in accordance with the Prospectus dated 28th January, 2024, for the FY ended 31st March, 2025.

Deviation in Utilization of Funds Raised Through Initial Public Offer (IPO)

Pursuant to Regulation 32(4) of SEBI (LODR) Regulations, 2015, during the financial year under review, there is **no deviation** in utilization of proceeds raised through IPO.

The Company has appointed CARE Rating Limited as Monitoring Agency for monitoring the utilisation of proceeds of public issue. Monitoring Agency submits its report quarterly and the same is available at the website of the Company at <https://novaagri.in/investor-relations/notices-and-disclosures/> and the website of stock exchanges at www.bseindia.com and www.nseindia.com.

Share Capital

Authorized Share Capital	₹ 20,00,00,000/- divided into 10,00,00,000 equity shares of ₹ 2/- each
Subscribed, Issued and Paid-up Capital	₹ 18,50,39,626/-* divided into 9,25,19,813 equity shares of ₹ 2/- each

[as on 31 March 2025]

* Out of the total paid up capital of the Company, ₹ 50,00,000/- consisting of 25,00,000 equity shares of ₹ 2/- each are held by Nova Agritech Limited Employees Welfare Trust for the purpose of implementation of ESOP Scheme(s).

During the financial year under review, there are no changes in Share Capital:

Employee Stock Option Scheme (ESOP)

Your Company had implemented “**Nova Agritech Limited Share Based Employee Benefit Scheme – 2022**” (hereinafter referred to as “the Scheme”) to create, issue, offer, grant, allot and/or transfer from time to time, upto a maximum of 5,00,000 (Five Lakh) Options /SARs/Shares or any other benefits of ₹ 10/- each **corresponding to** 25,00,000 (Twenty Lakh) Options /SARs/Shares or any other benefits of ₹ 2/- each that may be granted pursuant to the Scheme, in one or more tranches which shall be convertible into equitable number of Equity Shares unless otherwise determined by the Compensation Committee as constituted by the Board, through “Nova Agritech Limited Employees Welfare Trust”, a trust established by the Company for implementation and/or administration of the Scheme (hereinafter referred to as “Trust”), at such price or prices, in one or more tranches and

on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, SEBI (SBEBASE) Regulations, 2021, vide board and members approval dated 23rd November, 2022 and 19th December, 2022 respectively.

Pursuant to the aforesaid scheme, the Company allotted 5,00,000 equity shares of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 25/- (including premium of ₹ 15/- per share) to “Nova Agritech Limited Employees Welfare Trust” on 06 January 2023. However, pursuant to sub-division of equity shares, the holding of “Nova Agritech Limited Employees Welfare Trust” as on 31 March 2025 has tantamount to 25,00,000 Equity Shares of face value of ₹ 2/- each.

Further, Pursuant to Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEBASE) Regulations, 2021”), no company is permitted to make any fresh grant which involves allotment or transfer of shares to its employees under any scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI (SBEBASE) Regulations, 2021 and is ratified by its members subsequent to the listing of the shares of the Company. Accordingly, approval of the Members is obtained in the 17th Annual General Meeting of the Company for ratification of the Scheme and the issue of employee stock options (“ESOPs”) and/or share appreciation rights (“SARs”) to the eligible employees as may be determined by the Compensation Committee in accordance with the Scheme.

The Scheme is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Disclosures pursuant to Regulation 14 read along with Part F of Schedule-I of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are provided under “**Annexure VI.**”

The certificate from the secretarial auditors of the company pursuant to Regulation 13 the SEBI (SBEBASE) Regulations, 2021, that the scheme(s) has been implemented in accordance with these regulations and in accordance with the resolution of the company is annexed herewith under “**Annexure XII – Certificates.**”

Disclosures in respect of Voting Rights not directly exercised by Employees:

Pursuant to “**Nova Agritech Limited Share Based Employee Benefit Scheme – 2022**” (“Scheme”), Nova Agritech Limited Employees Welfare Trust holds 25,00,000 equity shares of ₹ 2/- each in the Company for the benefit of employees.

However, your Company has not granted any ESOPs to employees during the period under review, and accordingly, **no disclosures as required under Rule 16(4)** of the Companies (Share Capital and Debentures), 2014 has been furnished.

MOA & AOA

During the year, there is no change in **Memorandum of Association** (MOA) and **Articles of Association** (AOA) of the Company.

The **Memorandum of Association** (MOA) and **Articles of Association** (AOA) of the Company adopted vide the resolution passed by Board of Directors dated 18 January 2023 and Shareholders dated 11 February 2023 are the latest copies, being made available at the website of Company at www.novaagri.in.

Matters Related to Directors and Key Managerial Personnel

Board of Directors

As on 31 March 2025, the Board comprised of 3 (three) Executive Directors and 4 (four) Non-Executive Independent Directors.

(Details of Board members are provided in the Corporate Governance Report)

During the year under review, there are following changes in the Board of the Company -

1. **Mr. Sreekanth Yenigalla** (DIN: 07228577) ceased to be a Whole Time Director **w.e.f. 2nd April, 2024** in view of his resignation.
2. **Mr. Basanth Kumar Nadella** (DIN: 08139510) ceased to be a Whole Time Director **w.e.f. 2nd April, 2024** in view of his resignation.
3. **Mr. Rajesh Cherukuri** (DIN: 09840611) was appointed as Additional Director designated as Whole-time Director **w.e.f. 02nd April, 2024**. Subsequently, members approval was accorded by way of postal ballot on 14th June, 2024 for appointment of Mr. Rajesh Cherukuri (DIN: 09840611) as Whole-Time Director.

During the year under review, there are following re-appointments of Directors of the Company -

1. **Mr. Kiran Kumar Atukuri** (DIN: 08143781) is reappointed as Managing Director of the Company for a period of 3 (three) years w.e.f. 13 November 2024 to 12 November 2027 (both days inclusive), liable to retire by rotation, in the 17th AGM of the Company held on 20 September 2024.
2. **Mrs. Swapna Kandula** (DIN: 08719208) is reappointed as Independent Director of the Company for a second term of 5 (five) years w.e.f. 19 March 2025 to 18 March 2030 (both days inclusive), in the 17th AGM of the Company held on 20 September 2024.

Key Managerial Personnel

During the year under review there are no changes in KMP except as mentioned below -

- **Appointment of Mr. Dhana Raj Boina** as the Chief Technical Officer (CTO) of the Company w.e.f. **2nd April, 2024**, in the Board Meeting held on 2nd April, 2024, based on the recommendation of the Nomination and Remuneration Committee of the Company.

Retirement by Rotation

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, at least 2/3rd of the total number of Directors of a public company shall be liable to retire by rotation and 1/3rd of such Directors shall retire by rotation at every AGM. However, "Independent Directors" are out of the ambit of retiring by rotation.

In accordance with the provisions of Section 152(6), the Board has proposed Mrs. Malathi Siripurapu (DIN: 03033944) as the Director to "Retire by rotation" in this 18th AGM.

Mrs. Malathi Siripurapu, Whole-Time Director, retires by rotation in the ensuing AGM and being eligible, offers herself for re-appointment. A resolution seeking shareholders' approval for her re-appointment, along with other required details forms part of the Notice of the AGM.

Detailed information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as "Annexure-A" to the Notice of 18th AGM.

Post 31 March 2025 and until the approval of this Directors' Report, there were the following changes in Board composition:

- *Board of Directors in their meeting held on 9th August, 2025, upon recommendation of Nomination & Remuneration committee, recommended for re-appointment of Mr. Kiran Kumar Adapa (DIN: 09087754) as an Independent Director of the Company for a second term of 5 (five) years commencing from 17th March, 2026 to 16th March, 2031, for approval of members of the Company in the ensuing shareholders meeting.*

Appropriate resolutions for the re-appointment of Mr. Kiran Kumar Adapa as Independent Director are being moved at the ensuing 18th AGM, which the Board of Directors recommends for your approval.

Detailed information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as "Annexure-A" to the Notice of 18th AGM.

Declaration by the Independent Directors

The Company has received declarations from each Independent Director citing that he/she meets the criteria of independence laid down under Section 149(6) of the Companies Act, 2013 and such other statutory requirements so as to continue as Independent Directors of the Company.

Registration of Independent Directors in Independent Directors Databank:

All the Independent Directors of the Company have been registered and are members of Independent Directors Databank maintained by Indian Institute of Corporate Affairs (IICA), in terms of the provisions of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2019 and the Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019.

Opinion of the Board:

The Board after taking these declarations/disclosures on record and acknowledging the veracity of the same, concluded that Independent Directors of the Company are of persons of integrity, eminent personalities and have expertise/ experience in their respective fields/ professions.

Independent Directors of our Company have cleared online proficiency self-assessment test conducted by the institute notified under sub-section (1) of section 150. These Directors meet the criteria of independence, and were selected and appointed, based on well-defined selection criteria. The Nomination and Remuneration Committee considers, inter alia, key qualifications, skills, expertise and competencies, fulfilment of criteria for independence, while recommending to the Board, the candidature for appointment as Independent Director, to enable the Board to discharge its functions and duties, effectively.

A Board Confirmation in this regard is annexed herewith under “**Annexure XII – Certificates.**”

Establishment of Vigil Mechanism

The Company has adopted a Whistle Blower Policy, establishing a vigil mechanism to provide a formal mechanism to the Directors and employees to report concern about unethical behavior, actual or suspected fraud or violation of code of conduct and ethics. It, also, provides for adequate safeguards against the victimization of employees, who avail of the mechanism, and provides direct access to the chairman of the Audit Committee in exceptional cases. The whistle-blower policy is available on the website of the Company <https://novaagri.in/investor-relations/policies/>.

Directors' Responsibility Statement

Your Directors would like to assure the members that the financial statements for the year under review is as per the requirements of the Companies Act, 2013 and pursuant to

the provisions of Section 134(3)(c) of the Companies Act, 2013, to the best of their knowledge and based on the information and explanations received from the Company, your Directors confirm that:

- i. in the preparation of the annual financial statements for the year ended 31 March 2025, the applicable accounting standards have been followed and there are no material departures;
- ii. accounting policies have been selected and applied consistently and judgments and estimates that are reasonable and prudent have been made, so as to give a true and fair view of the state of affairs of the Company as at 31 March 2025 and of the profit & loss of the Company for that period;
- iii. proper and sufficient care have been taken for the maintenance of accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company, for preventing & detecting fraud and/or other irregularities;
- iv. the annual accounts have been prepared on a going concern basis;
- v. internal financial controls have been laid down by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Non-Disqualification of Directors

None of the Directors of the Company is disqualified under the provisions of the Companies Act, 2013 or under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Company has obtained a Certificate from Mr. M Ramana Reddy, Company Secretary in Practice, (ICSI M. No. F11891 and C.P. No. 18415) from P. S. Rao & Associates, Hyderabad pursuant to the provisions of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provided under “**Annexure XII – Certificates**”, certifying that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or by the Ministry of Corporate Affairs (MCA) or by any such statutory authority.

Code of Conduct and Declaration on Code of Conduct

Board of Directors in their meeting held on 27th February, 2023, has approved and laid down a Code of Conduct for all Board members, Senior Management and Independent

Directors of the Company, in line with the provisions of Regulation 17(5) of SEBI (LODR) Regulations, 2015. The said Code of Conduct is available on the website of the Company <https://novaagri.in/investor-relations/policies/>.

Further, in accordance with Schedule V (D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, declaration from Chief Executive Officer of the Company has been received confirming that all the Directors and the Senior Management Personnel of the Company have complied with the aforesaid Code of Conduct for the year 2024-25 forming part of the report under “**Annexure XII – Certificates**”.

Annual Evaluation of Individual Directors, Committees and Board

Pursuant to the provisions of the Companies Act, 2013, the Board carried out annual performance evaluation of its own performance, the Directors individually, as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee, and Stakeholders' Relationship Committee.

The Board took into consideration inputs received from the Directors, covering various aspects of the Board's functioning, such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors, including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgments, safeguarding the interest of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board and performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Disclosure of Expertise / Skills / Competencies of the Board of Directors:

The list of core skills / expertise / competencies identified by the Board of Directors of the Company as required in the context of its business and sector(s) for it to function effectively and those actually available with the Board, form part of the Corporate Governance Report.

Board Diversity

The Policy on Board Diversity of the Company devised by the Nomination and Remuneration Committee and approved by the Board is disseminated on the website of the Company <https://novaagri.in/investor-relations/policies/>.

Remuneration Policy and Appointment Criteria

Your Company has in place a policy for remuneration of Directors, Key Managerial Personnel (KMPs) and Senior Management as well as a well-defined criterion for the selection of candidates for appointment to the said positions, which has been approved by the Board.

The following policies broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to the Executive and Non-Executive Directors (by way of sitting fees and commission), KMPs and Senior Management. The criteria for the selection of candidates for the above positions cover various factors and attributes, which are considered by the Nomination and remuneration Committee and the Board of Directors while selecting candidates.

- Criteria for making payment / remuneration to the Non-Executive Directors.
- Nomination and Remuneration Policy

Aforesaid policies as recommended by the Nomination and Remuneration Committee and approved by the Board in their respective meeting held on 27th February, 2023 can be accessed from the website of the Company at <https://novaagri.in/investor-relations/policies/>

Familiarization Programme for Independent Directors

All Independent Directors inducted into the Board are provided an orientation on Company structure and Board constitution and procedures, matters reserved for the Board, and our major risks and risk management strategy.

The Company familiarizes the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc., through various interactions and an update on amendments or regulatory requirements and changes is given as part of Board meetings and familiarization programs.

Details of the familiarization programs of the Independent Directors are available on the website of the Company at <https://novaagri.in/investor-relations/policies/>.

Committees of the Board

As on 31 March 2025, the Board has six committees, (i) Audit Committee, (ii) Nomination and Remuneration Committee, (iii) Stakeholders' Relationship Committee, (iv) Risk Management Committee, (v) Corporate Social Responsibility Committee and (vi) IPO Committee, which are constituted as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Directors Report (Contd.)

The details of the above-mentioned committees are as follows:

- **Audit Committee**

Audit Committee has been constituted in terms of Section 177 of Companies Act, 2013 and in terms of Regulation 18 of SEBI (LODR) Regulations.

Composition of the Committee, its terms of reference, detail of meetings and such other details are provided in the Report on Corporate Governance. All the recommendations made by the Audit Committee were accepted by the Board of Directors.

- **Nomination and Remuneration Committee**

Nomination and Remuneration Committee has been constituted in terms of Section 178 of Companies Act, 2013 and in terms of Regulation 19 of SEBI (LODR) Regulations.

Composition of the Nomination and Remuneration Committee, its terms of reference, details of meetings and such other details are provided in the Report on Corporate Governance. All the recommendations made by the Audit Committee were accepted by the Board of Directors.

- **Stakeholders' Relationship Committee**

Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI (LODR) Regulations and Section 178 of the Act.

Composition of the SRC, its terms of reference, details of the meeting and such other details are provided in the Report on Corporate Governance annexed.

- **Risk Management Committee**

The Risk Management Committee was constituted on 27 February 2023 and was further reconstituted w.e.f. 8th June, 2024 by way of resolution passed by circulation by Board of Directors of the Company wherein two other members were inducted to such committee.

Composition of the Risk Management Committee, its terms of reference, details of its meetings, and such other details are provided in the Report on Corporate Governance annexed.

- **Corporate Social Responsibility Committee**

CSR Committee is constituted in line with the provisions of Section 135 of the Act to formulate and recommend to the Board, CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act, to recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy, and to monitor the CSR Policy.

The brief outline of the corporate social responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR during the year are set out in "Annexure III" of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

Composition of the committee, its terms of reference, details of the meeting and such other details are provided in the Report on Corporate Governance annexed. The Company has developed and implemented CSR Policy, which is made available on the website of the Company <https://novaagri.in/investor-relations/policies/>.

- **IPO Committee**

The IPO Committee was constituted on 27 February 2023.

Composition of the IPO Committee, its terms of reference, details of its meetings, and such other details are provided in the Report on Corporate Governance annexed.

No. of Board Meetings Held During the Year

The Board of Directors duly met 7 (seven) times during the F.Y. 2024-25. The Details are given in the "Corporate Governance Report" forming part of the Annual Report under "Annexure XII". The gap between two Board Meetings has not exceeded 120 days.

Statutory Auditors

Pursuant to Section 139 and other applicable provisions of the Companies Act, 2013, the Members at the 16th AGM of the Company held on 30th September 2023, had approved re-appointment of M/s NSVR & Associates LLP, Chartered Accountants (Firm Registration No. 008801S/S200060), as the Statutory Auditors of the Company, for the second term of 5 years i.e. from the conclusion of 16th Annual General Meeting of the Company to till the conclusion of 21st Annual General Meeting to be held in the year 2028, to conduct statutory audit of the Company for the financial years commencing from 2023-24 to 2027-28 at a remuneration as may be determined and mutually agreed by the Board the Statutory Auditors.

Replies to the audit remarks;

The Auditors Report for the financial year ended 31 March 2024 does not contain any qualification, adverse remark or reservation and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

Fraud reported by Auditors:

There are no frauds reported by auditors under sub-section (12) of section 143.

Cost Audit/ Maintenance of Cost Records

For the financial year 2024-25, your Company was required to maintain cost records, as specified by the central government under sub-section (1) of section 148 of the Act, in respect of the activities carried on by the Company and conduct Cost Audit of the same. M/s M P R & Associates, Cost Accountants (Firm Registration No. 000413), Cost Auditor of the company conducted the audit of the cost records maintained by the company for financial year.

Further, Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors of your Company upon recommendation of Audit Committee appointed MPR & Associates, Cost Accountants, (Firm Registration No. 000413) as Cost Auditors in its meeting held on 5th May, 2025 to conduct audit the cost records of the Company for the financial year 2025-26 at an annual remuneration of ₹ 1,00,000/-, and accordingly recommended the ratification of such remuneration by shareholders' approval in the ensuing AGM.

Appropriate resolution is being moved at the ensuing 18th AGM for ratification of the aforesaid remuneration for the year 2025-26, which the Board of Directors recommends for your approval.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company upon recommendation of Audit Committee, has appointed P. S. Rao & Associates, Practicing Company Secretaries in its meeting dated 2nd April, 2024, to undertake the secretarial audit of the Company for FY 2024-25.

Secretarial Audit Report of the Company for the year 2024-25 in "Form MR-3" is annexed to this report as **"Annexure VII"**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark except as stated in report.

Further, Pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (LODR) Regulations, 2015, the Board of Directors of your Company, considering the experience, competency, efficiency, independence, etc. and on the recommendation of the Audit Committee, at its meeting held on **5th May, 2025, subject to approval of members of the Company in the ensuing AGM**, has appointed **P. S. Rao & Associates**, Practicing Company Secretaries as Secretarial Auditors for a period of 5 years commencing from FY 2025-26 till FY 2029-30, at a remuneration of ₹ 3,00,000/- (plus applicable taxes) for the

FY 2025-26 and at such remuneration as may be decided by the Board of Directors of the Company in consultation with the Secretarial Auditors, for subsequent years.

Appropriate resolution is being moved at the ensuing 18th AGM for the aforesaid appointment of Secretarial Auditor for a term of five years, which the Board of Directors recommends for your approval.

Annual Secretarial Compliance Report

Company has obtained Annual Secretarial Compliance Report from P. S. Rao & Associates on 28th May, 2025, pursuant to SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019; forms part of this Report as **"Annexure VIII"** and the same was also submitted to the Stock Exchange(s) on 28th May, 2025. The aforesaid Report do not contain any qualification, reservation or adverse remarks except as stated in report.

Secretarial Audit Report of Material Subsidiary

In terms of Regulation 24A of SEBI (LODR) Regulations, 2015, Secretarial Audit Report of the Nova Agri Sciences Private Limited, Material unlisted Subsidiary for the year 2024-25 in "Form MR-3" is annexed to this report as **"Annexure IX"** and does not contain any qualification, reservation or adverse remark.

Internal Auditors

Pursuant to Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Board of Directors had, upon recommendation of the Audit Committee has appointed M/s. V P S & ASSOCIATES (Firm Reg. No. 009280S), Chartered Accountants, as the Internal Auditors of the Company in its meeting 2nd April, 2024 to conduct internal audit for the financial year 2024-25.

The Internal Auditors submits their report on quarterly basis to the Audit Committee. Based on the report of internal audit, management undertakes corrective action in the respective areas and takes necessary steps to strengthen the levels of Internal Financial and other operational controls.

Further, Pursuant to Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Board of Directors of your Company upon recommendation of Audit Committee appointed V P S & ASSOCIATES (Firm Reg. No. 009280S), Chartered Accountants as Internal Auditors in its meeting held on 5th May, 2025 to conduct the internal audit for the financial year 2025-26.

Internal Financial Control Systems and their Adequacy

Your Company has adequate internal control systems and procedures, designed to effectively control its operations. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements and for maintaining assets.

Directors Report (Contd.)

Your Company has well designed standard operating procedures (SOPs), considering the essential components of internal control as stated in the Guidance Note on Audit of Internal Controls over Financial Reporting, issued by the Institute of Chartered Accountants of India. Internal Auditor conducts audit, covering a wide range of operational matters and ensures compliance with specified standards.

The findings are reviewed by the top management and by the Audit Committee of the Board of Directors. Based on the deliberations with Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system and compliance to accounting policies and procedures, the Audit Committee was satisfied with the adequacy and effectiveness of the internal controls and systems followed by the Company.

Material Changes and Commitments Affecting the Financial Position of the Company from the end of the Financial Year and till the Date of This Report

No material change and commitment affecting the financial performance of the Company which occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report (i.e. from 1 April 2025 to 9 August 2025) except as mentioned below -

1. Commissioning of Formulation Plant set up using IPO proceeds:

Pursuant to the objects stated in our Initial Public Offering (IPO) Prospectus dated 28th January, 2024, the formulation plants of your Company ("NATL") and its Subsidiary ("NASPL"), established out of the IPO proceeds at Singannaguda Village, Mulugu Mandal, Siddipet District, Telangana, are completed and commissioned from 7th July 2025, marking the commencement of production.

- Board of Directors in their meeting held on 9th August, 2025, upon recommendation of Nomination & Remuneration committee, recommended for re-appointment of **Mr. Kiran Kumar Adapa** (DIN: 09087754) as an Independent Director of the Company for a second term of 5 (five) years commencing from 17th March, 2026 to 16th March, 2031, subject to approval of members of the Company in the ensuing shareholders meeting.

Appropriate resolutions for the Item No. 2 as mentioned above is being moved at the ensuing 18th AGM, which the Board of Directors recommends for your approval.

Management Discussion & Analysis Report

The Management Discussion and Analysis Report, as required under Regulation 34 & Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided as "**Annexure X**", and forms parts of this report.

Market Capitalisation Ranking

Below is the market capitalization ranking of the Company as on 31st December, 2024:

Stock Exchange	as on 31.12.2024
National Stock Exchange	1530
BSE Limited	1630

Note -

The Company falls under the category of "Top 2000 companies" and accordingly following compliances are applicable:

- Minimum 6 (six) Directors on the Board of Directors of the Company.
- The quorum for every meeting of the Board of Directors shall be 1/3rd of its total strength or 3 (three) directors, whichever is higher, including at least one independent director.

Corporate Governance Report

In compliance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Corporate Governance Report for the year 2022-23 as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 of the Company is attached to this report as "**Annexure XI.**"

Certificate from Mr. M Ramana Reddy, Company Secretary in Practice (ICSI M. No. F11891 and C.P. No. 18415) from P. S. Rao & Associates, Hyderabad, w.r.t. compliance of conditions of Corporate Governance as stipulated under Schedule V (E) of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is annexed to the Corporate Governance Report under "**Annexure XII - Certificates**".

Annual Return

Annual Return pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return for the year 2024-25, will be available on the website of the Company at <https://novaagri.in/investor-relations/results-and-reports/>.

Significant and Material Orders Passed by Regulators or Courts or Tribunals

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

Risk Management Framework

Risk management is the process of identification, assessment and prioritization of risks, followed by coordinated efforts to minimize, monitor and mitigate/ control the probability and/

or impact of unfortunate events to maximize the realization of opportunities. The Board oversees Company's processes for determining risk tolerance and review management's action and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through appropriate actions on a continuous basis.

The Company has a robust internal business management framework to identify, evaluate business risks and opportunities which seeks to minimize adverse impact on the business objectives and enhance the Company's business prospects. The Company has an Internal Control System, commensurate with the size and scale of its operations.

The Company has constituted Risk Management Committee, the details of which are disclosed are in Corporate Governance Report. The Company has also developed and implemented a Risk Management Policy which is approved by the Board in its meeting held on 27th February, 2023 can be accessed from the website of the Company at <https://novaagri.in/investor-relations/policies/>.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014 is provided under **"Annexure IV"** forming part of this report.

Information to be furnished under Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The ratio of the remuneration of each director to the median's employee's remuneration and other details in terms of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided in separate annexure forming part of this report as **"Annexure V."**

Disclosures, as required under Para A of Schedule V of SEBI (Listing Obligations and Disclosure) Requirements) Regulations, 2015

There are no transactions, with person(s) or entity(ies) belonging to the Promoter / Promoter Group which hold(s) 10% or more shareholding in the Company, as per Schedule V (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the period under review, except the managerial remuneration being paid to Promoters namely Mr. Kiran Kumar Atukuri, Promoter and Managing Director and Mrs. Malathi Siripurapu, Promoter &

Whole-Time Director of the Company, however do not holds 10% or more shareholding in the Company.

Insider Trading Regulations

Based on the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of conduct for the Prohibition of Insider Trading, as approved by the Board is implemented by the Company. The Company, also, adopts the concept of trading window closure, to prevent its Directors, Officers, Designated Employees, their relatives from trading in the securities of the Company at the time when there is unpublished price sensitive information.

The Board has appointed Ms. Neha Soni, Company Secretary, as the Compliance Officer.

The Company has duly implemented the Structured Digital Database (SDD) facility as prescribed under SEBI (Prohibition of Insider Trading) Regulations, 2015.

Secretarial Standards

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS - 1) and General Meetings (SS - 2) issued by The Institute of Company Secretaries of India and approved by the central government.

Industrial Relations

Your Directors are happy to report that the industrial relations have been cordial at all levels throughout the year. Your Directors record their appreciation for all the efforts, support, and co-operation of all employees being extended from time to time.

Human Resources

Your Company considers its human resources as the key to achieve its objectives. Keeping this in view, your Company takes utmost care to attract and retain quality employees. The human resources systems procedures and the organizational environment are all designed to nurture creativity, innovation and greater efficiencies in its human capital. Training is an integral element of the HR system. The employees are sufficiently empowered, and such work environment propels them to achieve higher levels of performance.

The unflinching commitment of the employees is the driving force behind the Company's vision. Your Company appreciates the spirit of its dedicated employees.

Disclosure Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC)

Directors Report (Contd.)

has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The policy can be accessed at the website of the Company at <https://novaagri.in/investor-relations/policies/>.

Summary of harassment complaints during the financial year under review:

- No. of sexual harassment complaints received: Nil
- No. of complaints disposed off: Nil
- No. of cases pending for more than 90 days complaints disposed off: Nil

Disclosure Under the Maternity Benefit Act, 1961

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including the amendments introduced vide the Maternity Benefit (Amendment) Act, 2017.

The Company provides all eligible female employees with maternity benefits including paid leave, nursing breaks, and other prescribed entitlements as mandated under the Act.

Further, the Company has implemented the following in accordance with the law:

- Paid maternity leave of 26 weeks for eligible women employees.
- Provision of nursing breaks and crèche facility (as applicable).
- Ensured that no discrimination is made in recruitment or employment conditions on grounds of maternity.
- Awareness and sensitization programs conducted across locations to support female employees during maternity.
- The Company remains committed to fostering a supportive and inclusive workplace that prioritizes employee well-being and gender equity.

Certifications

The following certificates are annexed herewith to this report as “Annexure XII - Certificates.”

- Compliance Certificate by Practicing Company Secretaries regarding compliance of conditions of Corporate Governance (**Pursuant to Schedule V (E) of the SEBI (LODR) Regulations, 2015**)
- Certificate by Practicing Company Secretaries regarding non-disqualification of directors (**Pursuant to Schedule V(C)(10)(i) of the SEBI (LODR) Regulations, 2015**)
- Certificate by Secretarial Auditor w.r.t. ESOP Scheme (**Pursuant to Regulation 13 of the SEBI (SBE BASE) Regulations, 2021**)

- Confirmation by Board on Independent Directors (**Pursuant to Schedule V Para C clause (2)(i) of the SEBI (LODR) Regulations, 2015**)
- Declaration by Chief Executive Officer for compliance with Code of Code of Board & senior management (**Pursuant to Schedule V Para D of the SEBI (LODR) Regulations, 2015**)
- Certificate of the Chief Executive Officer and Chief Financial Officer of the Company on financial statements and applicable internal controls (**Pursuant to Regulation 17(8) and 33(2) (a) of the SEBI (LODR) Regulations, 2015**)

Disclosures with Respect to the Demat Suspense Account/Unclaimed Suspense Account

The Company do not have any shares in the demat suspense account/unclaimed suspense account.

Disclosures of Certain Types of Agreements Binding Listed Entities

No agreement has been executed by the shareholders, promoters, promoter group related parties, Directors, KMPs and employees of the Company and its Subsidiary pursuant to Regulation 30A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 which might impact the management or control of the Company / Impose any restriction on the Company., except in normal course of business / Impose any liability on the Company., except in normal course of business.

Other Disclosures

During the year under review –

- Your Company has not revised financial statement(s).
- Business Responsibility and Sustainability Report (ESG reporting) is not applicable to the Company.
- No special rights have been granted to any shareholders of the Company, hence no compliance pursuant to Regulation 31B of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is required.
- There were no instances of failure of implementation of any Corporate Actions.
- Company has not defaulted in payment of interest and/ or repayment of loans to any of the financial institutions and/ or banks during the year under review.
- Your Company has not issued any non-convertible securities.
- Your company has only one class of shares i.e. equity shares. All the equity shares of the Company are held in dematerialized form.



The additional information required to be given under the Companies Act, 2013 and the Rules made thereunder, has been laid out in the Annexures and Notes attached to the Financial Statements forming part of this report.

Appreciation

The Directors express their appreciation to all employees of the various divisions for their diligence and contribution to performance. The Directors also record their appreciation for the support and co-operation received from bankers and all other stakeholders. Last but not the least, the Directors wish to thank all shareholders for their continued support.

By the Order of the Board

For Nova Agritech Limited

Sd/-

Rajesh Cherukuri
Whole-Time-Director
DIN: 09840611

Sd/-

Kiran Kumar Atukuri
Managing Director
DIN: 08143781

Place: Singannaguda

Date: 9th August, 2025

Annexure I

Form AOC-1

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures
(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with all amounts in ₹ **Lakhs** unless specified)

Particulars	Name of the Subsidiary(ies)	
	Nova Agri Sciences Private Limited	Nova Agri Seeds India Private Limited
The year since when subsidiary was acquired	2017	2017
Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Same as Holding Company (31.03.2025)	Same as Holding Company (31.03.2025)
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	NA	NA
Share Capital	180.00	5.00
Reserves and surplus	5521.60	(26.04)
Total assets	15031.15	267.61
Total Liabilities	5381.49	9.14
Investments	-	-
Turnover	14045.70	2.92
Profit before taxation	1607.82	(12.67)
Provision for taxation	-	-
Profit after taxation	1107.11	(12.68)
Proposed Dividend	-	-
Extent of shareholding (in percentage)	100	100

- Names of subsidiaries which are yet to commence operations - Nil
- Names of subsidiaries which have been liquidated or sold during the year - Nil

By the Order of the Board
For **NOVA AGRITECH LIMITED**

Place: Singannaguda
Date: 9th August, 2025

Sd/-
RAJESH CHERUKURI
Whole-Time-Director
DIN: 09840611

Sd/-
KIRAN KUMAR ATUKURI
Managing Director
DIN: 08143781



Annexure II

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.)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain Arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:

The Company has not entered into any contract or arrangement or transaction with its related parties which is not in Arm's Length during the FY 2024-25.

2. Details of contracts or arrangements or transactions at Arm's length basis.

(All amounts are in lakhs unless otherwise specified)

Name (s) of the related party	Nature of relationship	Duration of the contracts/ arrangements/ transaction	Nature of contracts/ arrangements/ transactions	Amount	Date of Approval of Board	Amount paid as advances, if any
Nova Agri Sciences Private Limited	Wholly-owned Subsidiary [Material Subsidiary]	Transactions done during FY 2024-25	Sales	647.37	14/02/2024 And 10/08/2024	-
			Purchase	573.67		
			Loan granted Repaid	905.62		
			Lease Rent Received	10.29	14/02/2024 And 10/08/2024	
			Investment in OCD	4528.65		
			Interest accrued on OCD	0.25		
Nova Agri Seeds India Private Limited	Wholly-owned Subsidiary	Transactions done during FY 2024-25	Advances towards Purchase	10.54	14/02/2024 And 10/08/2024	
Suraksha Agri Retails (India) Private Limited	Promoter/ Associate Company	Transactions done during FY 2024-25	Sales	1405.92	10/08/2024	
Zeit Systems	Proprietorship of Director	Transactions done during FY 2024-25	Sales	1404.43	10/08/2024	
Malathi S	Executive Director	Transactions done during FY 2024-25	Loan obtained Repaid	55.77	10/08/2024	

Aforesaid transactions are considered as "Material Related Party Transactions" as per Regulation 23(1) of SEBI (LODR) Regulations, 2015. The transactions entered into between the Company with its wholly-owned subsidiary do not require approval of shareholders in terms of Regulation 23(5) of SEBI (LODR) Regulations, 2015, however the Company has obtained the approval of the Shareholders in its 17th AGM held on 20th September, 2024, in view of good corporate governance.

NOTE: The amount of Related Party transactions for FY 2024-25 as mentioned above are the exact value of transaction and do not include GST value. However, the details of Related Party Transactions submitted with Stock Exchange(s) for the half year ended 30.09.2024 are inclusive of GST value. Therefore, the sum of Related Party Transactions submitted to Stock Exchanges(s) for the half year ended 30.09.2024 and 31.03.2025 are not consistent with the year-end figures due to the inclusion of GST in the first half-year numbers.

By the Order of the Board
For **NOVA AGRITECH LIMITED**

Place: Singannaguda
Date: 9th August, 2025

Sd/-
RAJESH CHERUKURI
Whole-Time-Director
DIN: 09840611

Sd/-
KIRAN KUMAR ATUKURI
Managing Director
DIN: 08143781

Annexure III

Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to Companies (Corporate Social Responsibility Policy) Amendment Rules, 2022]

1. A brief outline of the Company's CSR policy.

a) CSR POLICY

CSR Vision Statement:

As a socially responsible corporate citizen, the Company will continue to enhance value creation in the society and community in which it operates. Through its conduct, services, and CSR initiatives it will strive to promote sustained growth in the surrounding environment.

Objective CSR Vision:

The objective of the policy is to actively contribute to the social, environmental, and economic development of the society in which we operate.

Resources:

2% of the average net profits of the Company made during the three immediately preceding financial years; Surplus arising out of CSR activities.

Company will engage in the activities mentioned in the CSR Policy of the Company independently or in such manner that it will complement the work being done by local authorities wherever necessary in such a manner, that the work executed by Company will offer a multi fold benefit to the community.

2. The Composition of the CSR Committee

S. No.	Name of the Director	Designation /Nature of Directorship	No. of meetings held during the year	No. of meetings attended during the year
1.	Kiran Kumar Atukuri	Chairman of CSR Committee Managing Director	2	2
2.	Adabala Seshagiri Rao	Member of CSR Committee Non-Executive Independent Director	2	2
3.	Adapa Kiran Kumar	Member of CSR Committee Non-Executive 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.

- Composition of CSR Committee: <https://novaagri.in/investor-relations/committees-of-board/>
- CSR Policy: <https://novaagri.in/investor-relations/policies/>
- CSR Projects approved by the Board: <https://novaagri.in/investor-relations/csr-initiatives/>

4. Provide the executive summary alongwith the Web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable:

Not Applicable

5. (a) Average net profit of the company as per section 135(5): ₹ **13,15,14,333/-**
(b) Two percent of average net profit of the company as per section 135(5): ₹ **26,30,287/-**
(c) Surplus arising out of the CSR projects or programs or activities of the previous financial years: **Nil**
(d) Amount required to be set off for the financial year, if any: **Nil**
(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ **26,30,287/-**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ **29,78,178/-**

Details of Ongoing Projects: **Nil**

Details of Other than Ongoing Projects: ₹ **29,78,178/-**



1	2	3	4	5	6	7	8	
S. no.	Name of the Project	Item from the list of activities in the Schedule VII of the Act	Local Area (Yes/ no)	Location of the Project		Amount spent for the project (in ₹)	Mode of Implementation – Direct (Yes/ no)	Mode of Implementation – through Implementing Agency
				State	District			Name CSR Reg. No.
1.	Organised Free Eye Screening & Check Up Camp	Item No. (i) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation	Yes	Andhra Pradesh	Martur, Bapatla	1,17,240	Yes	- -
			Yes	Andhra Pradesh	Karamchedu, Bapatla	2,13,746	Yes	- -
			Yes	Andhra Pradesh	Inkolllu, Bapatla	2,86,955	Yes	- -
			Yes	Andhra Pradesh	Parchur, Bapatla	15,120	Yes	- -
			Yes	Andhra Pradesh	Yeddnapudi, Bapatla	2,37,260	Yes	- -
2.	Organised Free Medical Camps	Item No. (i) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation	Yes	Andhra Pradesh	Karamchedu, Bapatla	1,76,410	Yes	- -
			Yes	Andhra Pradesh	Yeddnapudi, Bapatla	1,98,989	Yes	- -
			Yes	Andhra Pradesh	Chinaganjam, Bapatla	3,28,237	Yes	- -
			Yes	Andhra Pradesh	Swarna, Bapatla	2,21,583	Yes	- -
			Yes	Andhra Pradesh	Pedaganjam, Bapatla	2,21,174	Yes	- -
3.	Street Lights Installations	Item No. (x) Rural Development Projects	Yes	Telangana	Singannaguda, Medak	9,61,464	Yes	- -
Total						29,78,178		

(b) Amount spent in Administrative Overheads - Nil

(c) Amount spent on Impact Assessment, if applicable - NA

(d) Total amount spent for the Financial Year [(a)+(b)+(c)] - ₹ **29,78,178/-**

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (In ₹)	Amount Unspent (in ₹)				
	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
₹ 29,78,178/-	Nil	Nil	Nil	Nil	Nil

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

S. No.	Particular	Amount (in ₹)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	₹ 26,30,287/-
(ii)	Total amount spent for the Financial Year	₹ 29,78,178/-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	₹ 3,47,891/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	₹ 70,526/-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	₹ 4,18,417/-

Annexure III (Contd.)

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

1	2	3	4	5	6	7	8
S. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any Amount (in ₹) Date of Transfer	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
NIL							

8. 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 (asset-wise details): **Nil**.
9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).
Not Applicable

By the Order of the Board
For **NOVA AGRITECH LIMITED**

Sd/-

KIRAN KUMAR ATUKURI

Managing Director & Chairman of CSR Committee

DIN: 08143781

Place: Singannaguda
Date: 9th August, 2025

Annexure IV

Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

The details regarding energy conservation, technology absorption, foreign exchange earnings and outgo, as required by section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 are given as below.

A. Conservation of energy:

The operations of the Company are not energy-intensive, adequate measures have been taken, to conserve and reduce wastage and optimize consumption. Further, the Company is making continuous efforts on ongoing basis to conserve the energy by adopting innovative measures to reduce wastage and optimize consumption.

i. Steps taken or impact on conservation of energy

The Company is very careful in using the power to reduce the cost of maintenance and conserve the resources. The Company has taken following steps to conserve the energy –

- Installation of LED lights on road side and in the plant at certain places within the company premises, which reduced power consumption.
- It is made mandatory to turn off the computers, printers, fans and other electrical equipment/paraphernalia after the office/working hours, which also helped in conservation of electricity.

ii. Steps taken by the Company for utilizing alternate sources of energy

The Company has installed of 20 KW grid connected electricity generating solar systems on roof top of a manufacturing plant. This Solar plant is used as alternate source of energy.

iii. Capital investment on energy conservation equipment

The Company has not made any investment for reduction of consumption of energy during FY 2024-25.

During previous FY 2023-24, The Company has made an investment of ₹ 29,00,000/- (Rupees Twenty-Nine Lakh Only) for reduction of consumption of energy towards installation of Solar Plant.

B. Technology Absorption:

We firmly believe that technology is the genesis of innovative business practices, which in turn enable the organization to carry out business effectively and efficiently. We intend to make investments in innovative techniques for this regard.

i	The efforts made towards technology absorption	:	New instruments/machinery/equipment used in the formulation development technology in the industry whether it is milling for raw materials, preparation of finished product of formulation have been collected and installed in the newly constructed formulation plant. Further, the efforts have been made to import some new technologies in milling and formulation development from China through visits to China and continuous discussion with equipment manufacturers in China.
ii	The benefits derived such as product improvement, cost reduction, product development or import substitution	:	<p>The benefits derived out of this additional technology installation are –</p> <ul style="list-style-type: none"> • Facilitated own manufacturing and marketing of 50-100 additional pesticide (herbicide, insecticide, fungicide) & PGR formulations in the next 2 years' time period, which require wet and dry milling of pesticide & PGR active ingredients and other adjuvants • Prevented the purchase of the above 50-100 formulations at prevailing higher cost from the competitors in the industry • Increased the manufacturing capacity of plant by 3-5 times, which facilitated not only an increase in brand sales of company but also the bulk sales of the company • Resulted in saving a lot of money to the company by own formulation of these pesticide & PGR at company's plant • Created an opportunity to sell the formulations of these pesticides & PGRs in bulk to other marketers/companies in the industry thereby generating sizeable income to the company at present and in the days to come. • Facilitated smooth process manufacturing of new types formulations (CS, ZC, WDG/SG etc.), new formulations of products as well as existing formulations of products in large quantities • Facilitated automation, smooth and easy handling and movement of raw materials and finished products within plant and within company premises

Annexure IV (Contd.)

		<ul style="list-style-type: none"> Facilitated automation, smooth and easy filling, sealing and packing of finished products Facilitated smooth flow of information among various departments/divisions about batch formulations, packing of finished products, stocks of raw materials & finished products, orders placement status, quality control reports status, purchase of raw materials etc.
iii	In case of imported technology (imported during the last 3 years, reckoned from the beginning of the financial year), following information may be furnished	<p>In the last three years, we have not imported any technology but have marketed the devices with advanced technology that are useful in farming operations and making agricultural operations simple and easy for farming community.</p> <p>These include Nova Agribot, a DGAC approved multipurpose drone and Nova Bhu Parikshak, a rapid soil testing device.</p>
	(a) The details of technology imported	: NA
	(b) The year of import	: NA
	(c) Whether the technology been fully absorbed	: NA
	(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	: NA
iv	The expenditure incurred on research and development	: 152.40 Lakhs

C. Foreign Exchange Earnings & Outgo:

Particulars	2024-25	2023-24
Foreign Exchange Earnings	Nil	5,50,000
Foreign Exchange Outgo	14,75,23,104	24,74,14,783

By the Order of the Board
For **NOVA AGRITECH LIMITED**

Place: Singannaguda
Date: 9th August, 2025

Sd/-
RAJESH CHERUKURI
Whole-Time-Director
DIN: 09840611

Sd/-
KIRAN KUMAR ATUKURI
Managing Director
DIN: 08143781



Annexure V

DISCLOSURE OF MANAGERIAL REMUNERATION

Particulars of Employees pursuant to provisions of Section 197(12) of the Companies Act 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

S. No.	Name of the Director	Designation	Remuneration (₹ in Lakhs)			Ratio to median remuneration
			2024-25	2023-24	% increase	
1.	Malathi Siripurapu	Whole-Time Director	271.83	271.82	-	71.77
2.	Kiran Kumar Atukuri	Managing Director	79.06	53.56	47.6%	20.87
3.	*Rajesh Cherukuri	Whole-Time Director	17.51	-	-	4.62
4.	*Srinivasa Rao Mandalapu	Chief Executive Officer	68.61	-	-	18.11
5.	K. Srinivas Gunupudi	Chief Financial Officer	31.20	24	30%	8.24
6.	Neha Soni	Company Secretary	12	12	-	3.17

*Mr. Rajesh Cherukuri is appointed as Director w.e.f. 02/04/2024 and Mr. Srinivasa Rao Mandalapu is appointed as Chief Executive Officer w.e.f. 16/03/2024.

Note: The company has not paid any remuneration to the non-executive independent directors of the company for the financial year 2023-24, except sitting fee.

- b. the percentage increase in the median remuneration of employees in the financial year:

Median for FY 2024-25 is ₹ 378744 as compared to ₹ 436680 for previous financial year. Accordingly, percentage decrease in median remuneration of employees in the FY 2024-25 is 13.27%.

- c. The number of permanent employees on the rolls of Company:

No. of Employees of the Company	As on 31.03.2025	As on 31.03.2024
	87	112

- d. **Average percentile increase** made in the salaries of employees other than the managerial personnel in the last financial year is 11.67%.

Comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Managerial Remuneration percentile increase in the last financial year is 47.6%.

- e. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration paid is as per the remuneration policy of the Company.

DISCLOSURE OF PARTICULARS OF EMPLOYEES

[Pursuant to Section 197(12) read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Particulars statement showing the names of the top ten employees in terms of remuneration drawn and the name of every employee, as required under Section 197(12) of the Act, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Name	Malathi Siripurapu
Age	46 years
Designation	Whole-Time-Director
Remuneration Received	271.82 Lakhs per annum
Nature of Employment	Contractual (as approved by the shareholders)
Qualification	Bachelor of Commerce from Kakatiya University
Experience	10+ Years of Experience in managing the financial activities and operations of agriculture and agro product industry
Date of Commencement of Employment	17 th March, 2021
Last employment	-
Shareholding as on 31.03.2024	84,21,620 equity Shares of ₹ 2/- each constituting to 9.10%
Relationship with other Directors	Nil

The remuneration paid to Directors, Key Managerial Personnel and other employee of the Company during the FY 2024-25 is in conformity with the Nomination and Remuneration Policy of the Company and the managerial remuneration is within the limits approved by the shareholders.

By the Order of the Board
For **NOVA AGRITECH LIMITED**

Place: Singannaguda
Date: 9th August, 2025

Sd/-
RAJESH CHERUKURI
Whole-Time-Director
DIN: 09840611

Sd/-
KIRAN KUMAR ATUKURI
Managing Director
DIN: 08143781

Annexure VI

Disclosure pursuant to regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on 31st March 2025:

A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.

There are no disclosures in the Notes to Financial Statements of the Company for the year ended 31st March 2025, since no grants have been made during the year.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time: NIL

C. Details related to Nova Agritech Limited Share Based Employee Benefit Scheme – 2022 ("the scheme")

The Board of Directors and the shareholders of the company at their meetings held on 23rd November, 2022 and 19th December, 2022, respectively, approved the adoption of the "Nova Agritech Limited Share Based Employee Benefit Scheme – 2022" ("the Scheme") for the benefit of the eligible employees of the Company, and its Subsidiary Company(ies), Associate Company(ies) and Group companies (as permitted), as may be decided by the Board/ Compensation Committee from time to time.

In terms of Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEBASE) Regulations, 2021"), no company is permitted to make any fresh grant which involves allotment or transfer of shares to its employees under any scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI (SBEBASE) Regulations, 2021 and is ratified by its members subsequent to the listing of the shares of the Company.

Accordingly, approval of the Members is duly sought in the 17th AGM of the Company held on 20th September, 2025, for ratification of the Scheme and the issue of employee stock options ("ESOPs") and/or share appreciation rights ("SARs") to the eligible employees as may be determined by the Compensation Committee in accordance with the Scheme.

I. Details related to Scheme are given below:

S. No.	Particulars	Details
1.	Date of Shareholders approval	<ul style="list-style-type: none"> 19th December, 2022 Ratification by shareholders post listing – 20th September, 2024
2.	Total number of options approved	5,00,000 options convertible into 5,00,000 equity shares of ₹ 10/- each corresponding to 25,00,000 options convertible into 25,00,000 equity shares of ₹ 2/- each
3.	Vesting Requirement	Vesting period for Options/SARs shall commence after minimum 1 (One) year from the Grant Date and it may extend upto maximum period of 5 (Five) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee
4.	Exercise price or pricing formula	The Compensation Committee shall determine the Exercise Price of the Options Granted under the Plan, as it may deem appropriate in conformity with the applicable accounting policies, if any, provided that the Exercise Price shall not be less than the face value of the Shares and not higher than the prevailing Market Price (on Stock Exchange with highest volume) of the Shares of the Company as on the Grant Date as discounted by such percentage as may be determined by the Compensation Committee in its absolute discretion.
5.	Maximum term of options granted	The exercise period would commence from the date of vesting and will expire on completion of 2 (two) years from the date of vesting of options, or such period as may be decided by the Compensation Committee at its sole discretion from time to time.
6.	Source of shares	Primary issuance to Trust
7.	Variation in terms of ESOP	Nil

Annexure VI (Contd.)

II. Method used to account for ESOS – Fair Value Method

III. Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed - Not applicable, since no grants made during FY 2024-25

IV. Details of Options (Option Movement during the year): As on 31st March 2025, no options have been granted to employees of the Company under the Scheme.

V. Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock: Not applicable, since no grants made during FY 2024-25

VI. Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –

a. Senior Managerial Personnel

Name & Designation	No. of options granted and grant price
Nil	Nil

b. Employees who were granted, during the year, options amounting to 5% or more of the options granted during the year

Name & Designation	No. of options granted and grant price
Nil	Nil

c. Identified employees who were granted options, during the year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.

Name & Designation	No. of options granted and grant price
Nil	Nil

VII. A description of the method and significant assumptions used during the year to estimate the fair value of options: Not applicable, since no grants made during FY 2024-25

D. Details related to Trust:

i. General Information:

S. No.	Particulars	Details
1.	Name of the Trust	Nova Agritech Limited Employees Welfare Trust
2.	Details of the Trustee(s)	a. Mr. Srinivasa Rao Paturi b. Mr. Srinivasa Rao Linga
3.	Amount of loan disbursed by Company/any company in the group, during the year.	₹ 1,26,00,000/- was disbursed during the FY 2022-23 out of which ₹ 1,25,00,000/- was used by Trust for subscribing 5,00,000 equity shares of ₹ 10/- each at a price of ₹ 25/- each [corresponding to 25,00,000 equity shares of ₹ 2/- each] (Allotted on 6 th January, 2023)
4.	Amount of loan outstanding (Repayable to Company/any company in the group) as at the end of the year.	₹ 1,26,00,000/-
5.	Amount of loan, if any, taken from any other source for which Company/any company in the group has provided any security or guarantee.	Nil
6.	Any other contribution made to the Trust during the year.	Nil

ii. Brief details of transactions in shares by the Trust: During the financial year 2024-25, the Trust has not transferred any shares of the Company. As on 31st March 2025, the Trust has 25,00,000 equity shares of ₹ 2/- each of the Company.

iii. In case of secondary acquisition of shares by the Trust: NA.

By the Order of the Board
For **NOVA AGRITECH LIMITED**

Sd/-
RAJESH CHERUKURI
Whole-Time-Director
DIN: 09840611

Sd/-
KIRAN KUMAR ATUKURI
Managing Director
DIN: 08143781

Place: Singannaguda
Date: 9th August, 2025



Annexure VII

Form No. MR-3
SECRETARIAL AUDIT REPORT
for the financial year ended 31 March 2025

[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,
Nova Agritech Limited
CIN: L01119TG2007PLC053901,
 Sy.No.251/A/1., Singannaguda Village,
 Mulugu Mandal Siddipet, Medak – 502279
 Telangana, India.

We have conducted the secretarial audit of the compliance with applicable statutory provisions and adherence to good corporate practices by **Nova Agritech Limited having (CIN: L01119TG2007PLC053901) (“the Company”)** for the financial year ended 31 March 2025. The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company, and also the information and clarifications and confirmations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31 March 2025 (“ the period under review”) complied with the statutory provisions listed hereunder and also that the Company has proper board processes and compliance mechanisms.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31 March 2025, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder
- ii) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India;

The Company is a Publicly listed company and all the shares of the company are in Demat mode.

During the period under review, following acts/regulations are applicable **as on 31st March, 2025-**

- (i) Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (ii) Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (iv) The following regulations as prescribed under Securities and Exchange Board of India Act, 1992 (“SEBI Act”) -
 - a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not attracted during the period under review**
 - g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 – **Not attracted during the period under review**
 - h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not attracted during the period under review**
 - i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – Not attracted during the period under review – **Not attracted during the period under review**

Annexure VII (Contd.)

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

We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that –

The Board of Directors of the Company is duly constituted with requisite number of Independent Directors and Women Director as per the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The appointment/cessation of the Directors took place during the period under review were carried out in compliance with the provisions of the Act & Regulation.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance or with shorter consents as may be the case, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting. Based on the documents produced by the management, we are of the view that meetings at shorter notice, are conducted with adequate consents of the Directors, and the necessary compliances under the Act and Secretarial Standards on Board Meetings are complied with.

During the year under review, Directors/Members have participated in the Board/Committee Meetings through Video Conferencing and such meetings were properly convened and recorded in compliance with the provisions of Section 173(2) of the Act read with Rule 3 of Companies (Meetings of Board and its Powers) Rules, 2014.

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

We further report that during the year under review, there are no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above **except the following –**

1. Change in Board & Senior Management:

- **Appointment of Mr. Rajesh Cherukuri** (DIN: 09840611) as the Additional Director designated as Whole-Time-Director of the Company, for a term of 3 (three) years w.e.f. **2nd April, 2024** in the Board Meeting held on 2nd April, 2024, whose appointment was approved by the shareholders of the Company vide special resolution passed on 14th June, 2024 by way of Postal Ballot (Remote E-Voting) which was duly completed on 14th June, 2024 and the results were declared based on the Scrutinizer's Report dated 17th June, 2024.
- **Appointment of Mr. Dhana Raj Boina** as the Chief Technical Officer (CTO) of the Company w.e.f. **2nd April, 2024**, in the Board Meeting held on 2nd April, 2024, based on the recommendation of the Nomination and Remuneration Committee of the Company.
- **Resignation of Mr. Sreekanth Yenigalla**, (DIN: 07228577) from the office of Whole-Time-Directors of the Company w.e.f. 2nd April, 2024.
- **Resignation of Mr. Basanth Kumar Nadella**, (DIN: 08139510) from the office of Whole-Time-Directors of the Company w.e.f. 2nd April, 2024.
- **Resignation of Mr. P V Uday Kiran** (categorized as "Senior Management Personnel") from the post of "Vice President – Legal and Human Resource" of the Company tendered on 12th November, 2024, w.e.f. 26th November, 2024.

2. Re-appointment of Directors:

- Mr. Kiran Kumar Atukuri (DIN: 08143781) is reappointed as Managing Director of the Company for a period of 3 (three) years w.e.f. 13 November 2024 to 12 November 2027 (both days inclusive), liable to retire by rotation, in the 17th AGM of the Company held on 20 September 2024.
- Mrs. Swapna Kandula (DIN: 08719208) is reappointed as Non-Executive Independent Director of the Company for a second term of 5 (five) years commencing from 19 March 2025 to 18 March 2030 (both days inclusive), whose office shall not be liable to retire by rotation, in the 17th AGM of the Company held on 20 September 2024.



3. Ratification of ESOP Scheme:

- The members of the Company have duly approved the Ratification of “Nova Agritech Limited Share Based Employee Benefit Scheme – 2022” (Pre-IPO Scheme), implemented by the Company vide Board and members approval dated 23rd November, 2022 and 19th December, 2022 respectively, in terms of Regulation 12(1) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, in the 17th AGM of the Company held on 20 September 2024.

4. Levying of Fine by Stock Exchanges:

- Stock Exchanges (NSE & BSE) levied a fine of ₹ 5,000/- each on the Company - As per the provisions of SEBI LODR Regulations, the Related Party Transactions are required to be submitted in XBRL on the same day of publication of Financials. It was observed that the Company has submitted Related Party Transactions in PDF along with the Outcome & Financial Results in compliance with Regulation 23(9). However, it was noted that the XBRL of Related Party Transactions was submitted within 4 hours of closure of the Board meeting of the Company, but owing to late closure of the Board Meeting, the filing was being made after closure of the day hours i.e. next day. Hence, Exchanges imposed penalty considering the delay of one day. The Company pursued to pay the penalty to both the Stock Exchanges.

The Management clarified that the delay was inadvertent and arose purely due to practical constraints. It was further informed that the non-compliance related to the delayed filing of XBRL was largely unavoidable, as the Board Meeting had concluded late in the evening, leaving limited scope for timely submission.

We further report that the Company being a listed Company, this report is also issued pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 and Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 issued by Securities Exchange Board of India (SEBI).

We further report that the Company have a Material Subsidiary incorporated in India as defined under Regulation 16(1)(c) and Regulation 24A of SEBI (LODR) Regulations, 2015, namely Nova Agri Sciences Private Limited and the secretarial audit of such Material Subsidiary is also carried out from our end and the report thereon is given separately.

For **P. S. RAO & ASSOCIATES**
Practicing Company Secretaries

Sd/-
M RAMANA REDDY
FCS - 11891
CP No. 18415

Place: Hyderabad
Date: 9th August, 2025

PR: 3572/2023
UDIN: F011891G000970002

[This Report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.]

Annexure VII (Contd.)

'Annexure A' to Secretarial Audit Report

To
The Members,
Nova Agritech Limited
CIN: L01119TG2007PLC053901,
Sy.No.251/A/1., Singannaguda Village,
Mulugu Mandal Siddipet, Medak – 502279
Telangana, India.

Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditors' Responsibility

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on random 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. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
4. We believe that audit evidence and information provided by the Company's management is adequate and appropriate for us to provide a basis for our opinion.
5. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
6. We have not verified the correctness and appropriateness of financial records and books and accounts of the Company.

Disclaimer

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 **P. S. RAO & ASSOCIATES**
Practicing Company Secretaries

Sd/-

M Ramana Reddy
FCS - 11891
CP No. 18415

PR: 3572/2023

UDIN: F011891G000970002

Place: Hyderabad
Date: 9th August, 2025



Annexure VIII

**Annual Secretarial Compliance Report of Nova Agritech Limited (“the listed entity”)
for Financial Year ended 31st March, 2025**

[Pursuant to Regulation 24A (2) of SEBI (LODR) Regulations, 2015]

I, **M. Ramana Reddy, Practicing Company Secretary from P. S. Rao & Associates, Hyderabad**, have examined:

- (a) All the documents and records made available to us and explanation provided by **Nova Agritech Limited** (“the listed entity”);
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the financial year ended 31st March, 2025 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the regulations, circulars, and guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”).

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not attracted during the year under review)**;
- f. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not attracted during the year under review)**;
- g. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not attracted during the year under review)**;
- h. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not attracted during the year under review)**;
- i. Other regulations as applicable and Circulars/ guidelines issued thereunder

Annexure VIII (Contd.)

Based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 23(9)	SEBI (LODR) Regulations, 2015	Delay in filing Related Party Transaction for FY ended 31.03.2024 with Stock Exchanges	Stock Exchanges	Levied the fine	Delay in filing XBRL of Related Party Transaction for FY ended 31.03.2024 with Stock Exchanges	₹ 5,000/- each levied by BSE Limited and National Stock Exchange of India Limited	As per the provisions of SEBI LODR Regulations, the Related Party Transactions are required to be submitted in XBRL on the same day of publication of Financials. It was observed that the Company has submitted Related Party Transactions in PDF along with the Outcome & Financial Results in compliance with Regulation 23(9). However, it was noted that the XBRL of Related Party Transactions was submitted within 4 hours of closure of the Board meeting of the Company, but owing to late closure of the Board Meeting, the filing was being made after closure of the day hours i.e. next day. Hence, Exchanges imposed penalty considering the delay of one day. The Company pursued to pay the penalty to both the Stock Exchanges.	The Management clarified that the delay was inadvertent and arose purely due to practical constraints. It was further informed that the non-compliance related to the delayed filing of XBRL was largely unavoidable, as the Board Meeting had concluded late in the evening, leaving limited scope for timely submission.	The management was advised to be cautious henceforth w.r.t. to timings of the Board Meeting to avoid such non-compliance.

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										



We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013, and are mandatorily applicable.	Yes	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	- -
3.	Maintenance and disclosures on the Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	- - -
4.	Disqualification of Director: None of the Directors (s) of the Company is/ are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries 	Yes Yes	- -
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	Performance Evaluation: The listed entity has conducted a performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	Related Party Transactions: <ul style="list-style-type: none"> (a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. 	Yes Yes	- -
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-

Annexure VIII (Contd.)

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided herein.	NA	Stock Exchanges (NSE & BSE) levied a fine of ₹ 5,000/- each on the Company owing to delay in submitting RPT in XBRL as mentioned above. Except the above, no action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No event has occurred for the resignation of the auditor
13.	Additional Non-compliances, if any: No additional non-compliance was observed for any SEBI regulation/circular/ guidance note etc.	NA	-

We further, report that -

- the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.
- the listed entity has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by Stock Exchange(s).

Assumptions & limitation of scope and review:

- Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
- This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **P. S. Rao & Associates**
Practicing Company Secretaries

Sd/-
M RAMANA REDDY
FCS - 11891
CP No. 18415

Place: Hyderabad
 Date: 28th May, 2025

PR: 3572/2023
UDIN: F011891G000465234

Annexure IX

Form No. MR-3
SECRETARIAL AUDIT REPORT
for the financial year ended 31 March 2025

[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,
Nova Agri Sciences Private Limited
CIN: U01403TG2010PTC068405,
 Sy.No.251/A/1., Singannaguda Village,
 Mulugu Mandal Siddipet, Medak – 502279
 Telangana, India.

We have conducted the secretarial audit of the compliance with applicable statutory provisions and adherence to good corporate practices by **Nova Agri Sciences Private Limited (CIN: U01403TG2010PTC068405) (“the Company”)** for the financial year ended 31 March 2025. The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company, and also the information and clarifications and confirmations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31 March 2025 (“ the period under review”) complied with the statutory provisions listed hereunder and also that the Company has proper board processes and compliance mechanisms.

The Company, though a private limited Company by virtue of its incorporation, is a Deemed Public company in view of wholly-owned subsidiary of a Listed Public Company in terms of Section 2(71) of the Companies Act, 2013.

The Company is also a Material Subsidiary of “Nova Agritech Limited” in terms of Regulation 16(1)(c) and Regulation 24A of SEBI (LODR) Regulations, 2015. Accordingly, this Secretarial Audit has been conducted in pursuance of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, for the purpose of audit and reporting we have adhered to the format as per MR-3 and the Audit guidelines issued by the ICSI in this regard.

We have examined on test check basis the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31 March 2025, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder
- (ii) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India;
- (iii) Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder; **(Not attracted during the period under review)**
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment; **(Not attracted during the period under review)**
- (vi) The following regulations as prescribed under Securities and Exchange Board of India Act, 1992 (“SEBI Act”) -
 - a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **(checked to the extent applicable)**
 - b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not attracted during the period under review)**
 - c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not attracted during the period under review)**
 - d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not attracted during the period under review)**
 - e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not attracted during the period under review)**

Annexure IX (Contd.)

- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not attracted during the period under review)**
- g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **(Not attracted during the period under review)**
- h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not attracted during the period under review)**
- i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not attracted during the period under review)**

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

We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

As informed by the management, the Company is in process of converting all the shares of the company in Demat mode.

We further report that –

The Board of Directors of the Company is duly constituted with requisite number of Independent Directors as per the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The appointment/cessation of the Directors took place during the period under review were carried out in compliance with the provisions of the Act & Regulation.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance or with shorter consents as may be the case, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting. Based on the documents produced by the management, we are of the view that meetings at shorter notice, are conducted with adequate consents of the Directors, and the necessary compliances under the Act and Secretarial Standards on Board Meetings are complied with.

During the year under review, Directors/Members have participated in the Board/Committee Meetings through Video Conferencing and such meetings were properly convened and recorded in compliance with the provisions of Section 173(2) of the Act read with Rule 3 of Companies (Meetings of Board and its Powers) Rules, 2014.

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

We further report that during the year under review, there are no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For **P. S. Rao & Associates**
Practicing Company Secretaries

Sd/-
M RAMANA REDDY
FCS - 11891
CP No. 18415

Place: Hyderabad
Date: 9th August 2025

PR: 3572/2023
UDIN: F011891G000969958

[This Report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.]

**'Annexure A' to Secretarial Audit Report**

To
The Members,
Nova Agri Sciences Private Limited
CIN: U01403TG2010PTC068405,
Sy.No.251/A/1., Singannaguda Village,
Mulugu Mandal Siddipet, Medak – 502279
Telangana, India.

Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditors' Responsibility

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on random 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. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
4. We believe that audit evidence and information provided by the Company's management is adequate and appropriate for us to provide a basis for our opinion.
5. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
6. We have not verified the correctness and appropriateness of financial records and books and accounts of the Company.

Disclaimer

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 **P. S. Rao & Associates**
Practicing Company Secretaries

Sd/-

M RAMANA REDDY
FCS - 11891
CP No. 18415

PR: 3572/2023

UDIN: F011891G000969958

Place: Hyderabad
Date: 9th August, 2025

Annexure X

Management Discussion and Analysis

1. Economic Review

Global Economy

Despite facing recessionary threats, geopolitical uncertainties, trade disruptions, and inflationary pressures, global growth in 2024 remained subdued, with world GDP estimated at 3.3%. This growth was uneven and largely driven by the robust performance of the US economy. Central banks in developed economies, led by the US, implemented strategic rate cuts as inflation began to ease, though their approach remains cautious.

Amid political and economic uncertainties, including elections in major democracies, the global economy showed resilience. However, significant risks persist:

- Intensifying geopolitical tensions
- Persistent inflation
- Potential financial market volatility

At the same time, transitions in green energy and digitalisation offer opportunities for innovation and sustainable growth. Coordinated global efforts will be critical to navigating these challenges and supporting development.

Outlook

The International Monetary Fund (April 2025) has revised global growth projections for 2025 downward to 2.8%, from the earlier forecast of 3.3%. This slowdown is mainly driven by the impact of new trade measures, rising uncertainty, and weakening business and consumer sentiment.

Indian Economy

India's economy continued to show resilience amid global uncertainty, supported by strong domestic consumption and sustained government spending. Inflation has moderated, and liquidity conditions have stabilised, reflecting effective policy measures. However, risks remain from foreign portfolio outflows and a weakening rupee. For the full fiscal year 2025, the economy grew by 6.5% indicating steady economic momentum.

India's macroeconomic fundamentals remain strong, underpinned by healthy corporate and financial sector balance sheets. To sustain and accelerate long-term growth—especially as globalisation slows—India must leverage its demographic dividend through structural reforms and deregulation, laying the foundation for a more competitive, dynamic economy.

Outlook

The Reserve Bank of India (RBI) forecasts GDP growth at 6.5% for FY25, supported by:

- Rising agricultural and industrial output
- Resilient rural demand
- Strong private investments
- Improving consumer sentiment

Despite geopolitical and trade uncertainties, India's growth momentum is expected to remain firm. The economic outlook remains favourable, underpinned by strong fundamentals, a young and growing workforce, increasing formalisation of the economy, and targeted policy initiatives. Medium-term prospects are expected to be further bolstered by accelerated infrastructure development, higher public capital expenditure, and productivity-enhancing structural reforms.

2. Industry Review

Indian Agriculture Industry

The agriculture sector remains the backbone of India's livelihood economy. As one of the world's top producers of agricultural and food commodities, India's agri-sector plays a vital role in both domestic sustenance and global supply chains. Along with its allied sectors, agriculture is the largest source of employment in the country, engaging approximately 55% of the population and contributing around 16% to the national GDP.

The agriculture sector continued its strong momentum in FY25, recording an impressive 5.4% growth in the January–March quarter—significantly higher than the 0.9% growth during the same period last year. This robust performance is expected to lift the full-year Gross Value Added (GVA) in agriculture and allied activities to 4.6%, up from 2.7% in FY24. A key driver of this growth was the favourable monsoon, which contributed to healthy kharif and rabi harvests, boosting overall agricultural output.

Today, the sector is witnessing a significant transformation driven by technological innovation and digital adoption. Government initiatives aimed at improving farmer welfare—such as enhanced access to credit, insurance, and support services—are driving inclusive growth and creating a more resilient and future-ready agri-ecosystem.

Mega Trends in the Agriculture Sector

- **Focus on food security & inflation control** - Continued emphasis on ensuring food availability while managing domestic food inflation.
- **Technological advancements driving growth** - Precision farming, IoT, AI, and automation are accelerating agricultural transformation, with the digital agriculture market projected to grow at a CAGR of ~9.17% (2025–2030).
- **Emerging market leadership** - Countries like India and Brazil are leading agri-innovation with strong government support and rapid adoption of modern practices.
- **Shift towards high-value & organic crops** - Farmers are increasingly diversifying into high-value, organic, and exotic crops to tap into export potential and cater to evolving consumer demand.
- **Digital empowerment of farmers** - AgriTech platforms are offering tools for weather forecasting, pest prediction, and precision input usage, enabling data-driven decisions.
- **Sustainable farming practices on the rise** - Techniques like regenerative agriculture, organic farming, water conservation, and use of biofertilisers are helping mitigate environmental impact and enhance soil health.
- **Rural digital connectivity as a catalyst** - Greater digital penetration is expanding access to digital payments, crop insurance, and agri-credit in rural areas.
- **Changing consumption patterns** - Urbanisation and a growing female workforce are driving demand for processed and frozen foods, influencing crop selection and supply chains.
- **Supportive policy environment** - Government subsidies covering ~50% of sustainability initiatives are encouraging adoption of eco-friendly practices and agri-biotech solutions.

Exports

India's agricultural exports surged 6.47% in FY 2024-25, reaching \$51.91 billion, as reported by the Union Ministry of Commerce. Notably, the dairy sector witnessed a 54% increase in export value, highlighting India's emerging strength in global value-added dairy products. While overall merchandise exports remained relatively flat at \$437 billion, agriculture and allied sectors have proven resilient, with strong international demand for dairy, organic produce, and coffee.

Agrochemical Industry

According to Rubix Data Sciences, India's agrochemical market is estimated at USD 11.2 billion in FY2025, registering 8.7% year-on-year growth despite global disruptions. The export slump in FY2024 was largely attributed to inventory destocking, intense pricing pressure from China, and subdued demand in key global markets. However, with improving global agricultural activity and stabilising supply chains, a moderate recovery is expected in FY2025, buoyed by India's cost-efficient manufacturing capabilities.

A standout trend seen is the surge in herbicide exports, which clocked a 20% CAGR between FY2020 and FY2025. Their share of India's total agrochemical exports rose from 31% to 37%, underscoring rising global demand—driven by high agricultural labour costs—and India's strength in delivering affordable, high-quality crop protection products.

There has been a geographic shift in herbicide demand, with Japan surpassing Brazil as the second-largest export destination. Meanwhile, the US and Brazil remain dominant markets for Indian insecticides and fungicides. While exports declined by 22% in FY2024, the sector is projected to reach USD 14.5 billion by FY2028, growing at a CAGR of 9%.

Outlook

The outlook for India's agriculture and rural economy remains upbeat, supported by favourable developments such as a robust rabi wheat harvest, increased summer sowing activity, and the forecast of an above-average southwest monsoon. Rising rural consumption, a revival in informal sector momentum, and easing inflation are expected to create a conducive environment for agricultural growth. As the sector grapples with the complex challenges of food security, climate change, and sustainable development, the path forward will depend on the thoughtful integration of innovation, technology, and policy support—anchored in ecological responsibility. Coordinated actions across governments, farming communities, academia, and industry will be essential to building long-term resilience.

Reinforcing this optimism, India has set an ambitious foodgrain production target of 354.64 million tonnes for 2025–26. This record-setting goal is underpinned by expectations of favourable monsoon conditions and supported by targeted efforts to strengthen kharif crop performance, ensure fertilizer availability, and drive pan-India campaigns promoting modern, productivity-enhancing farming practices.

3. Company Overview

Nova AgriTech Limited is a leading manufacturer of agricultural inputs, with a strong focus on soil health management, crop nutrition, and crop protection. The company is driven by a commitment to technology-led innovation and ecological responsibility. With a robust R&D foundation, NATL develops sustainable and nutritionally balanced products that meet the evolving needs of farmers while upholding high environmental standards.

With a diversified product portfolio backed by 770 registrations across soil enhancers, crop nutrients, biopesticides, and crop protection solutions, NATL continues to support Indian agriculture's shift toward productivity, sustainability, and self-reliance.

Opportunities

- **Atmanirbhar Bharat in Fertilizers:** The national push for self-reliance in fertilizer production is fostering domestic manufacturing opportunities.
- **India as a Global Agrochemical Hub:** Cost competitiveness, strong technical capabilities, and global supply chain diversification make India an increasingly attractive market for agrochemicals.
- **Rising Demand for Sustainable Produce:** Growing consumer awareness around eco-friendly food production is driving adoption of biological agri-inputs.
- **AgriTech Adoption:** Technological advancements in agriculture, including robotics and drones—areas where NATL is actively investing—open doors for innovative product applications and delivery.
- **Supportive Government Policies:** Central and State initiatives providing income support to farmers are enhancing their purchasing capacity, boosting demand for agri-inputs.

- **Digital Rural Expansion:** Improved digital infrastructure in rural India enables wider farmer outreach and supports e-commerce-led agri-input distribution.

Strengths

- **Comprehensive Product Portfolio:** NATL offers an integrated, branded suite covering soil health, crop nutrition, biostimulants, biopesticides, IPM, and crop protection.
- **Extensive Distribution Network:** A wide-reaching dealer network ensures deep market penetration across regions.
- **Farmer-Centric Initiatives:** Through **Nova Kisan Seva Kendras**, the company enhances direct engagement and farmer support.
- **Innovation-Led Development:** Continuous investment in R&D drives advanced product development and modern marketing strategies.
- **Sustainability Commitment:** Strong focus on ecologically sound, nutritionally rich products to support sustainable farming.
- **Experienced Leadership:** A seasoned management team and visionary promoters drive strategic growth.
- **State-of-the-Art R&D Facility:** Well-equipped to support innovation in both product formulations and application technologies.

Threats

Global geopolitical tensions, such as the Russia-Ukraine conflict, pose risks to international trade stability. Resulting sanctions, tariffs, and supply chain disruptions can lead to price volatility and reduced availability of key raw materials and finished goods, potentially impacting margins and operational efficiency.

Segment-wise /Product-wise Performance

NATL Category-Wise Sales Value

Category	2024-25 sales value	% 2024-25 sales contribution
Soil Health Management	55,23,20,032.05	33.30%
Biostimulant	49,46,63,068.87	29.82%
Crop Nutrition	37,23,07,180.89	22.45%
Others	15,63,67,459.76	9.43%
Crop Protection	7,79,38,867.86	4.70%
Special Combinations	30,84,260.83	0.19%
Tank-Mix Surfactants / Wetting Agents	18,77,129.75	0.11%
Total	1,65,85,58,000.00	100.00%

NASPL Category-Wise Sales Value

Category	2024-25 sales value	% 2024-25 sales contribution
Insecticides	72,71,89,285.46	51.78%
Herbicides	35,81,03,193.55	25.50%
Fungicides	11,50,48,605.68	8.19%
Plant Growth Regulators	5,23,02,303.22	3.72%
Others	13,38,72,616.97	9.53%
Intermediates	1,79,83,995.12	1.28%
Total	1,40,45,00,000.00	100.00%

4. Financial Review

Year	Standalone		(₹ in Lakhs)	Consolidated		(₹ in Lakhs)
	FY 2024-25	FY 2023-24	Growth (%)	FY 2024-25	FY 2023-24	Growth (%)
Revenue	17,018.70	18,007.28	-5.49%	29,659.89	25,250.92	17.46%
EBITDA	2,637.91	2,788.14	-5.39%	4,515.37	4,435.21	1.81%
PAT	1,652.01	1,860.31	-11.20%	2,742.20	2,830.81	-3.13%

Operational performance overview and the significant changes in the ratio

Particulars	FY 2024-25	FY 2023-24	Changes (%)	Reason for change
Debtors Turnover	1.65	2.56	(36%)	Though there is a marginal increase in the value of debtors, with efficient credit management and strong cash flow, the company is effectively increasing and converting its credit sales into cash, which improves liquidity and reduces the risk of bad debts.
Inventory Turnover	6.04	5.37	12%	The increase in the value of inventory is proportionate to increase in sales suggesting efficient inventory management, strong sales, and better cash flow, as less capital is tied up in stock compared to sales. The Company is effectively matching its inventory levels with customer demand, reducing the risk of holding obsolete or excess inventory.
Interest Coverage Ratio	7.96	4.36	83%	This positive change suggests that the company is managing its finances more effectively, ensuring better coverage of its interest expenses. This is also indicative of reduced interest rate from banks.
Current Ratio	2.19	3.01	(27%)	The Company has more current assets relative to its current liabilities, suggesting better capability to meet its short-term obligations. This is a result of increased cash flow.
Debt Equity Ratio	0.18	0.25	(27%)	With the reduction in total debt and increase in shareholders' equity during the year, the ratio has decreased compared to the previous year.
Operating Profit Margin	13%	15%	(13%)	The reduction in operating profit margin was primarily due to changes in the product mix, with a mildly higher proportion of lower-margin products due to poor monsoon during the period
Net Profit Margin	9.71%	10%	(5.76%)	The decline in net profit margin was primarily on account of a reduction in operating profit margin.
Return on Net Worth	9.42%	13%	(28%)	Reduction in RoNW is an impact of the increase in shareholders' equity with the dilution by existing shareholders. this spreads the profits over a larger equity base, which has been available in a short period at the end of FY.

Financial performance with respect to operational performance

(₹ in Lakhs)

Financial performance with respect to operational performance		
Particulars	FY 25	% of total revenue
Sales revenue	16,585.58	97.46%
Other income	433.12	2.54%
Cost of materials consumed	11,212.00	65.88%
Gross margin (%)	34.12%	-
Employee cost	1,213.47	7.13%
Other expenses	1,955.32	11.49%
Operating profit (EBITDA)	2,637.91	15.50%
EBITDA (%)	15.50%	-
Finance cost	318.59	1.87%
Depreciation & amortisation	102.18	0.60%
Profit before tax	2,217.14	13.03%
Provision for tax	565.12	3.32%
Profit after tax	1,652.01	9.71%
EPS ₹	1.84	

5. Human Resources/Industrial Relations

At Nova AgriTech, our people are the cornerstone of every initiative we undertake. Guided by an employee-centric philosophy, we continually adapt our HR policies to foster a positive, inclusive, and growth-oriented workplace.

We are committed to creating an environment that values diversity, equity, and inclusion, where every individual feels respected, heard, and empowered. By building diverse teams and encouraging open dialogue, we ensure that employee voices play a central role in shaping our future.

Our Human Resources team oversees the full spectrum of people functions—talent acquisition, onboarding, training, performance management, employee engagement, and compliance with labour regulations. HR also plays a vital role in supporting managers and employees, ensuring alignment with our organisational values and goals.

We prioritise a healthy work-life balance, offering a congenial work environment with facilities such as free transportation, nutritious meals through our in-house canteen, and regular cultural celebrations to encourage relaxation and team bonding.

Our focus on continuous learning is reflected in various training and upskilling programmes, which promote professional development and inclusive growth. We are also consistently upgrading our HR systems and practices to embed a strong value system and behavioural framework aligned with our strategic vision.

As of March 31, 2025, Nova AgriTech Limited has 87 employees, each contributing to our shared mission of transforming agriculture through innovation and sustainability.

6. Risk Management

Considering how volatility in the operating environment can have an unprecedented impact on global business, our Company is adopting a more proactive risk management and mitigation framework. The Risk Management Committee assists the Board in overseeing various risks, including reviewing and analysing risk exposures related to our Company. The Risk Management Committee regularly reviews risk management measures and thereafter by the Board. Periodic diligence is performed and recommendations for corrective actions and process changes are thereafter implemented.

Economy Risk: Our business is dependent on the Indian economy. Any adverse development or slowdown in Indian economy may have an adverse impact on our business, results of operations and financial condition.

Weather Risk: The current geographic concentration of our operations creates exposure to local economies, regional downturns and severe weather or other catastrophic occurrence.



Competition Risk: Competition from domestic and international players can impact the Company's business and market share if it fails to provide high-quality, high-performing products, maintain supply reliability, and launch innovative solutions.

Employee Risk: The Agri-Input Industry requires skilled talent, and employees play a crucial role in maintaining relationships with the dealer network. The inability to attract or retain the right talent can impact operations and lead to business loss.

7. Internal Control

We have established an adequate internal control mechanism to safeguard all our assets and ensure operational excellence. The mechanism also meticulously records all transaction details and ensures regulatory compliance. We have multiple policy frameworks to ensure adequate controls on business processes. Further, Risk and Control dashboards have been defined and are periodically updated for all important operational processes. At periodic intervals, the management team and statutory auditors ensure that the defined controls are operative. We have a dedicated team of internal auditors to conduct an internal audit. Every year, this team defines the audit agenda for the year, which is implemented after approval from the Audit Committee. Reputed audit firms also ensure that all transactions are correctly authorised and reported following the relevant regulatory framework. The reports are reviewed by the Audit Committee of the Board. Wherever necessary, internal control systems are strengthened, and corrective actions are initiated.

8. Cautionary Statement

Certain statements in the Management Discussion and Analysis describing the Company's objectives, and predictions may be 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and Government policies that may impact the Company's business as well as its ability to implement the strategy. The Company does not undertake to update these statements.

Annexure XI

Report on Corporate Governance

[Pursuant to Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") read with Schedule V thereto, compliance with the requirements of Corporate Governance is set out below:]

Our Philosophy on Code of Governance

The corporate governance philosophy of Nova Agritech Limited ("the Company") is driven by the interest of stakeholders and business needs of the organization. We believe that corporate governance is essential for the growth, profitability and stability of any business. Aligning itself to this philosophy, the Company has placed corporate governance on a high priority.

The Company believes that strong governance standards, focusing on fairness, transparency, accountability and responsibility are vital, not only for the healthy and vibrant corporate sector growth, but also for inclusive growth of the economy. The Company has, always, focused on good corporate governance, which is a key driver of sustainable corporate growth and long-term value creation for its stakeholders. The Company believes that corporate governance is not just limited to creating checks and balances; it is more about creating organizational excellence, leading to increased employee and customer satisfaction and shareholder value. The Company, always, endeavours to leverage its human and capital resources to translate opportunities into reality, create awareness of corporate vision, and spark dynamism and entrepreneurship at all levels.

Board of Directors

(a) Composition and Category of Directors:

As at 31st March 2025, our Board consists of 3 (three) Executive Directors and 4 (four) Non-Executive Independent Directors, including a Woman Independent Director. The Chairperson of the Board is a Non-Executive Independent Director. The Board is constituted as per the corporate governance requirements of the SEBI (LODR) Regulations. As per the declarations received by the Company from each of the Directors, during the year under review, none of them are disqualified under Section 164(2) of the Companies Act, 2013. The Independent Directors of the Company are in compliance with the provisions of Regulation 16(1)(b) of the SEBI (LODR) Regulations. In the opinion of the Board, the Independent Directors fulfil the conditions specified in listing regulations and are independent of the management.

The information on the Board of Directors, required under Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations"), as amended, as on **31 March 2025** is stated below.

Name of the Director	Category	DIN	Designation
Mr. Adabala Seshagiri Rao	Non-Executive Independent Director	09608973	Chairperson and Independent Director
Mr. Ramesh Babu Nemani	Non-Executive Independent Director	08089820	Independent Director
Mr. Kiran Kumar Adapa	Non-Executive Independent Director	09087754	Independent Director
Ms. Swapna Kandula	Non-Executive Independent Director	08719208	Independent Director
Mrs. Malathi Siripurapu	Promoter - Executive	03033944	Whole-Time Director
Mr. Kiran Kumar Atukuri	Promoter - Executive	08143781	Managing Director
Mr. Rajesh Cherukuri	Executive	09840611	Whole-Time Director

(b) Attendance of each Director at the Board Meetings, last Annual General Meeting (17th AGM):

Details of attendance of Directors at the Board Meetings and Annual General Meeting (AGM) held during the year are given below:

Name of the Director	No. of Board Meetings		Attendance at the last AGM held on 20.09.2024
	Entitled to Attend	Attended	
Mr. Adabala Seshagiri Rao	7	7	✓
Mr. Ramesh Babu Nemani	7	6	✓
Mr. Kiran Kumar Adapa	7	7	✓
Ms. Swapna Kandula	7	7	✓
Mrs. Malathi Siripurapu	7	5	✓
Mr. Kiran Kumar Atukuri	7	7	✓
Mr. Rajesh Cherukuri	6	6	✓
Mr. Sreekanth Yenigalla	1	0	NA
Mr. Basanth Kumar Nadella	1	1	NA

Note:

1. Mr. Sreekanth Yenigalla and Mr. Basanth Kumar ceased to be a Director w.e.f. close of business hours on 2nd April, 2024.
2. Mr. Rajesh Cherukuri was appointed as Whole-Time Director w.e.f. close of business hours on 2nd April, 2024.
3. Mr. Sreekanth Yenigalla was granted leave of absence for Board Meeting dated 2nd April, 2024.
4. Mrs. Malathi Siripurapu was granted leave of absence for Board Meeting dated 10th May, 2024 and 22nd June, 2024.
5. Mr. Ramesh Babu Nemani was granted leave of absence for Board Meeting dated 27th May, 2024.

The Meetings of the Board of Directors are usually held at the Registered Office of the Company and considering the convenience of all the Directors and Invitees, the Company had facilitated an option of attendance of Directors and invitees at Board Meetings through Video Conferencing. The Agendas for the Meetings of the Board of Directors are circulated in advance to the Directors as per the provisions of the Companies Act, 2013 and the rules framed thereunder and Secretarial Standard – 1 (“SS-1”) issued by the Institute of Company Secretaries of India (ICSI) (which prescribes a set of principles for convening and conducting Meetings of the Board of Directors and matters related thereto) in order to ensure that sufficient time is provided to the Directors to prepare for the Meetings. This ensures detailed discussions and well informed, timely decisions by the Board.

(c) Number of directorships, committee memberships and committee chairmanships held by the aforementioned Directors in other companies as on 31st March, 2025 are given below:

Name of Director	*Number of other Company in which directorship held	^Number of Other Committees		Names of Listed Entities in which Directorship held and Category of Directorship
		Chairperson	Member	
Mr. Adabala Seshagiri Rao	3	2	9	Independent Director in – 1. Manoj Vaibhav Gems ‘N’ Jewellers Limited 2. Balaji Amines Limited 3. Kernex Microsystems (India) Limited. <i>He is also a Chairperson of Kernex Microsystems (India) Limited</i>
Mr. Ramesh Babu Nemani	6	6	13	Independent Director in – 1. Manoj Vaibhav Gems ‘N’ Jewellers Limited 2. VSF Projects Limited 3. Athena Global Technologies Limited
Mr. Kiran Kumar Adapa	-	-	-	-
Ms. Swapna Kandula	1	-	-	-
Mrs. Malathi Siripurapu	3	-	-	-
Mr. Kiran Kumar Atukuri	3	-	-	-
Mr. Rajesh Cherukuri	5	-	-	-

* Including all companies (i.e. private, public, foreign, Section 8), except Nova Agritech Limited.

^ Only membership of Committees in other Public Companies, have been considered. All the committees are considered herein.

(d) Number of Board Meetings and Dates:

During FY 2024-25, 7 (seven) board meetings were held. Details are given below -

Date of Board Meeting	Number of Directors entitled to attend	No. of Directors attended	Leave of Absence
02 April 2024	8	7	Mr. Srikanth Yenigalla
10 May 2024	7	6	Mrs. Malathi Siripurapu
27 May 2024	7	6	Mr. Ramesh Babu Nemani
22 June 2024	7	6	Mrs. Malathi Siripurapu
10 August 2024	7	7	-
08 November 2024	7	7	-
11 February 2025	7	7	-

The requisite quorum was duly present for all the aforesaid Meetings.

Annexure XI (Contd.)

(e) Disclosure of Relationship between Directors Inter-se:

During the financial year under review, Mrs. Malathi Siripurapu (Whole-Time-Director) and Mr. Kiran Kumar Atukuri (Managing Director) were promoter Directors. None of the Directors is related to any other Director on the Board nor related to the Key Managerial Personnel of the Company in terms of the provisions of the Companies Act, 2013 and the rules framed thereunder.

(f) Number of shares held by Directors as on 31st March, 2025:

Name of Directors	Category	Number of Shares held in the Company	% of Shareholding
Mr. Adabala Seshagiri Rao	NED ID	-	-
Mr. Ramesh Babu Nemani	NED ID	-	-
Mr. Kiran Kumar Adapa	NED ID	-	-
Ms. Swapna Kandula	NED ID	-	-
Mrs. Malathi Siripurapu	Promoter & ED	84,21,620	9.10
Mr. Kiran Kumar Atukuri	Promoter & ED	-	-
Mr. Rajesh Cherukuri	ED	-	-

NED ID = Non-Executive Independent Director

ED = executive Director

(g) Familiarization Programme for Independent Directors

The Company has a familiarisation programme for Independent Directors, with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc., and the same is available on the website of the Company under weblink <https://novaagri.in/investor-relations/policies/>.

In the opinion of the Board, the Independent Directors fulfil the conditions specified in SEBI (LODR) Regulations and are independent of the management.

Independent Directors Meeting

The Independent Directors (IDs) conducted a meeting on **20 February 2025**, without the presence of Non-Independent Directors, and Management. At this meeting, the IDs, inter alia, evaluated the performance of the Non-Independent Directors, and the Board of Directors as a whole, and also evaluated the performance of the Chairman of the Board, and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

(h) Skills/ Expertise/ Core Competencies of the Board

In terms of the requirements of SEBI (LODR) Regulations, the Board identified list of core skills/ expertise/ competencies as required in the context of Company's business(es) and sector(s) for it to function effectively. Broadly, the essential skill sets, identified by the Board are categorized as under.

Name of Director	Skills/Expertise/Core Competencies
Mrs. Malathi Siripurapu	<ul style="list-style-type: none"> Leadership and general management Operational and domain expertise Strategic and business planning
Mr. Kiran Kumar Atukuri	<ul style="list-style-type: none"> Leadership and general management Business and domain expertise Risk management Sales & Marketing Expertise Corporate governance, risk and compliance
Mr. Rajesh Cherukuri	<ul style="list-style-type: none"> Business and domain expertise Business Development planning Sales & Marketing Expertise Business partnerships and collaborations.
Mr. Adabala Seshagiri Rao	<ul style="list-style-type: none"> CSR and sustainability Financial Management Debt Structure planning
Mr. Ramesh Babu Nemani	<ul style="list-style-type: none"> Corporate structuring & business administration Financial and Management skills

Name of Director	Skills/Expertise/Core Competencies
Mrs. Swapna Kandula	<ul style="list-style-type: none"> • Corporate governance • Leadership and technical experience • Market and competitive intelligence
Mr. Kiran Kumar Adapa	<ul style="list-style-type: none"> • Industry & Domain experience • R&D and Technical Expertise

The Board comprises of members who possess the required skills, expertise and competencies that allow them to make an effective contribution to the deliberations of the Board and its Committees. Detailed profile of the Board members can be accessed on the website of the Company at <https://novaagri.in/investor-relations/board-of-directors/>.

(i) **Conformity related to Independent Directors:**

All the Independent Directors of the Company have given their respective declarations/disclosures under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have confirmed that they fulfill the independence criteria as specified under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Further, the Board after taking these declarations /disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and competencies to qualify as Independent Directors of the Company and Independent Directors are Independent of the Management.

All the Independent Directors had registered with Indian Institute of Corporate Affairs and had complied with Rule 6 (1) and (2) of Companies (Appointment and Qualification of Directors) Rules, 2014. The tenure of the Independent Directors is in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

Confirmation that in the opinion of the Board, the Independent Directors fulfil the conditions specified in these regulations and are independent of the management is annexed to this report under “Annexure XII - Certificates.”

(j) **Resignation of an Independent Director**

There is no such instance of resignation of independent director before expiry of his/her tenure, in the Company.

Committees of the Board

The Board has constituted Committees with specific terms of reference/scope to focus effectively on issues and ensure expedient resolution of diverse matters.

At present, the Company has the following Committees, namely:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee
- IPO Committee

A. Audit Committee:

The terms of reference of the Audit Committee cover the areas, as contemplated in Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, as applicable, besides other terms as referred by the Board of Directors. The Committee, mandatorily, reviews information, which, inter alia, includes internal audit reports related to internal control weakness, management discussion and analysis of financial conditions, and results of operations, statement of significant related party transactions, appointment and removal of the auditors, and such other matters as prescribed from time to time. All the recommendations made by the Audit Committee were accepted by the Board.

The Audit Committee comprises three Independent Directors, and the Chairman of the Audit Committee is an Independent Director. All members of the Audit Committee are financially literate and have related financial management expertise by virtue of their experience and background.

Annexure XI (Contd.)

The composition of the Audit Committee (AC) on 31 March 2025, and details of its meetings are provided hereunder. During the year, the Committee met **7 (seven)** times.

S. No.	Name of the Member	Category of the Director	Meeting Dates & Attendance						
			02 April 2024	15 May 2024	27 May 2024	22 June 2024	10 Aug 2024	08 Nov 2024	11 Feb 2025
1.	Mr. Ramesh Babu Nemani (Chairman)	Non-Executive Independent	✓	✓	Leave of Absence	✓	✓	✓	✓
2.	Mr. Adapa Kiran Kumar (Member)	Non-Executive Independent	✓	✓	✓	✓	✓	✓	✓
3.	Mr. Adabala Seshagiri Rao (Member)	Non-Executive Independent	✓	✓	✓	✓	✓	✓	✓

The maximum gap between any two meetings was less than 120 days. The Statutory Auditor, the Internal Auditor are also invited to the meetings of the Audit Committee. The terms of reference of the Audit Committee was approved by a Board Resolution dated 27 February 2023.

B. Nomination and Remuneration Committee:

The terms of reference of the Nomination and Remuneration Committee covers the areas, as contemplated in Section 178 of the Companies Act, 2013 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, besides other terms as referred by the Board of Directors, and include formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board; formulation of criteria for evaluation of Independent Directors and the Board; identification of persons who are qualified to become directors, and who may be appointed in senior management roles, in accordance with the criteria laid down, and recommending to the Board their appointment, removal, and noting their cessation; recommending to the Board on extension or continuation of the terms of appointment of the independent directors; and carrying out any other function, as referred by the Board from time to time, or enforced by any statutory notification / amendment or modification, as may be applicable.

The Nomination and Remuneration Committee consists of three Non-Executive Independent Directors.

The composition of the Nomination and Remuneration Committee (NRC) on 31 March 2025, and details of its meetings are provided hereunder. During the year, the Committee met **3 (three)** times.

S. No.	Name of the Member	Category of the Director	Meeting Dates & Attendance		
			02 April 2024	10 May 2024	10 Aug 2024
1.	Mr. Ramesh Babu Nemani (Chairman)	Non-Executive Independent	✓	✓	✓
2.	Mr. Adapa Kiran Kumar (Member)	Non-Executive Independent	✓	✓	✓
3.	Mrs. Swapna Kandula (Member)	Non-Executive Independent	✓	✓	✓

The terms of reference of the Nomination and Remuneration Committee was approved by a Board Resolution dated 27 February 2023

Salient Features of Nomination and Remuneration Policy and Weblink

The contents of the Nomination and Remuneration Policy are available at <https://novaagri.in/investor-relations/policies/>. The Policy includes guiding the Board in relation to appointment, removal of Directors, KMP and senior Management, and their remuneration, including criteria for determining qualifications, positive attributes, independence of a director, and other matters provided in Section 178(3) of the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are covered in the Policy.

Performance evaluation of the Independent Directors

Performance evaluation criteria for Independent Directors is as per the Nomination and Remuneration Policy. Performance evaluation of Independent Directors is done by the entire Board.

C. Stakeholders' Relationship Committee

The terms of reference of the Stakeholders Relationship Committee, inter alia, include resolving the grievances of the security holders of the listed entity, including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc., review of measures taken for effective exercise of voting rights by shareholders, review of adherence to the service standards

adopted by the listed entity, in respect of various services being rendered by the Registrar & Share Transfer Agent; review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends, and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company.

The remit of the Stakeholders Relationship Committee is to consider and resolve the grievances of the security-holders of the Company, including complaints relating to transfer and transmission of securities, non-receipt of dividends, and such other grievances as may be raised by the security holders from time to time.

The composition of the Stakeholders Relationship Committee (SRC) as on 31 March 2025, and details of its meetings are provided hereunder. During the year, the Committee met **4 (four)** times.

S. No.	Name of the Member	Category of the Director	Meeting Dates & Attendance			
			27 May 2024	10 Aug 2024	08 Nov 2024	11 Feb 2025
1.	Mrs. Swapna Kandula (Chairperson)	Non-Executive Independent	✓	✓	✓	✓
2.	Mr. Adapa Kiran Kumar (Member)	Non-Executive Independent	✓	✓	✓	✓
3.	Mr. Ramesh Babu Nemani (Member)	Non-Executive Independent	Leave of Absence	✓	✓	✓

The terms of reference of the Stakeholders Relationship Committee was approved by a Board Resolution dated 27 February 2023

The Company attends to the investors' grievances/ correspondence expeditiously. The Compliance Officer of the Company is Ms. Neha Soni, Company Secretary & Compliance Officer.

Details of investor grievances during the FY 2024-25:

Opening	Received	*Resolved	Pending
1	0	1	0

*The pending complaint as on 31.03.2024 was appropriately **resolved** within stipulated time frame i.e. 21 days.

D. Corporate Social Responsibility (CSR) Committee

CSR Committee is constituted in line with the provisions of Section 135 of the Act. The Committee oversees, inter alia, corporate social responsibility and other related matters, as may be referred by the Board of Directors, and discharges the roles, as prescribed under Section 135 of the Companies Act, 2013, which include formulating and recommending to the Board, a Corporate Social Responsibility (CSR) Policy, indicating the activities to be undertaken by the Company, in conformity with Schedule VII of the Companies Act, 2013 and rules thereof; recommending the amount of expenditure to be incurred; and monitoring the CSR Policy of the Company. The brief outline of the CSR Policy of the Company, and the initiatives undertaken by the Company on CSR during the financial year are set out in Annexure VIII to the Board's Report, in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The composition of the CSR Committee (CSRC) as on 31 March 2025, and details of its meetings are provided hereunder. During the year, the CSR Committee met **2 (two)** times.

S. No.	Name of the Member	Category of the Director	Meeting Dates & Attendance	
			27 May 2024	10 Aug 2024
1.	Mr. Kiran Kumar Atukuri (Chairman)	Executive	✓	✓
2.	Mr. Adapa Kiran Kumar (Member)	Non-Executive Independent	✓	✓
3.	Mr. Adabala Seshagiri Rao (Member)	Non-Executive Independent	✓	✓

The terms of reference of the CSR Committee was approved by a Board Resolution dated 27 February 2023.

E. Risk Management Committee

The terms of reference of the Risk Management Committee, inter alia, include formulate a detailed risk management policy, monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems, periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.

The composition of the Risk Management Committee as on 31 March 2025, and details of its meetings are provided hereunder. During the year, the Risk Management Committee met **2 (two)** times.

Annexure XI (Contd.)

S. No.	Name of the Member	Category of the Director	Meeting Dates & Attendance	
			27 May 2024	8 Nov 2024
1.	Mr. Kiran Kumar Atukuri (Chairman)	Executive	✓	✓
2.	Mr. Adabala Seshagiri Rao (Member)	Non-Executive Independent	✓	✓
3.	Mr. Ramesh Babu Nemani (Member)	Non-Executive Independent	Leave of Absence	✓
4.	Mr. Srinivasa Rao Mandalapu (Member)	Chief Executive Officer	NA	✓
5.	Mr. Dhana Raj Boina (Member)	Chief Technical Officer	NA	✓

Note:

Risk Management Committee was reconstituted w.e.f. **8th June, 2024** by way of resolution passed by circulation by Board of Directors of the Company, by inducting the following as members of the Committee –

- Mr. Srinivasa Rao Mandalapu, Chief Executive Officer
- Mr. Dhana Raj Boina, Chief Technical Officer

F. IPO Committee

The terms of reference of the IPO Committee, inter alia, include finalising and deciding upon all the actions w.r.t. proposed IPO of the Company.

The composition of the IPO Committee on 31 March 2025, and details of its meetings are provided hereunder.

S. No.	Name of the Member	Chairman/ Member	Category of the Director
1.	Mr. Adabala Seshagiri Rao	Chairman	Non-Executive Independent
2.	Mr. Kiran Kumar Adapa	Member	Non-Executive Independent
3.	Mr. Ramesh Babu Nemani	Member	Non-Executive Independent

Senior Management

Particulars of the Senior Management including the changes therein since the close of previous financial year:

S. No.	Name of Key Managerial Personnel (KMP)	Designation
1.	Mr. Srinivasa Rao Mandalapu	Chief Executive Officer (CEO)
2.	Mr. Kamoji Srinivas Gunupudi	Chief Financial Officer (CFO)
3.	Ms. Neha Soni	Company Secretary (CS)

Following constitutes the Senior Management of the Company apart from the Key Managerial Personnel of the Company as on 31 March 2025:

S. No.	Name	Department	Designation
1.	Dr. Dhana Raj Boina	Research and Development	Chief Technical Officer
2.	Mr. Harshavardhan Reddy Kunta	Marketing	Marketing Head – South

Changes in Senior Management:

Mr. P V Uday Kiran, Vice President – Legal and Human Resource (categorized as “Senior Management Personnel”) resigned from the Company w.e.f. 26th November, 2024, pursuant to resignation letter dated 12th November, 2024.

Directors' Remuneration

(a) Details of pecuniary relationship or transaction of Non-Executive Directors with the Company

There was no pecuniary relationship or transaction of the Non-Executive Directors vis-à-vis the Company, and no investments in shares / securities of the Company except payment of sitting fees to the Director for attending Board Meetings and various Committee of the Company.

During the financial year 2024-25, the Non-Executive Directors were paid sitting fee for attending meeting of the Board & Committees as mentioned below:

S. No.	Name of the Director	Designation	Amount (in ₹)
1.	Mr. Adabala Seshagiri Rao	Chairperson & Independent Director	2,85,000
2.	Mr. Ramesh Babu Nemani	Independent Director	2,80,000
3.	*Mr. Kiran Kumar Adapa	Independent Director	1,55,000
4.	Mrs. Swapna Kandula	Independent Director	2,45,000

*During FY 2023-24, Mr. Kiran Kumar Adapa has waived off his right to receive sitting fee. However, the same was revoked and duly noted by Board in its meeting held on 10th August, 2024.

The aforesaid sitting fee paid to the Non-Executive Director for attending various meetings are within the limits specified in Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(b) Criteria of making payments to Non-Executive Directors:

The Company has adopted policy for "Criteria for making payment to Non-Executive Director" and the same can be accessed from the website of the Company at <https://novaagri.in/investor-relations/policies/>.

(c) Remuneration to Executive Directors during the year ended 31st March, 2025 is given below

The details of remuneration paid or payable to the Directors for the financial year ended 31 March 2025 are as under.

(Amount in Lakhs)

Name of Director	Salary	Perquisites and other benefits	Commission	Sitting fee	Total
Mrs. Malathi Siripurapu	271.83	-	-	-	271.83
Mr. Kiran Kumar Atukuri	79.06	-	-	-	79.06
Mr. Rajesh Cherukuri	17.51	-	-	-	17.51

The remuneration paid/payable to directors are within the limits approved by the shareholders.

The Company has not provided any stock options to its directors. However, Company has implemented Nova Agritech Limited Share Based Employee Benefit Scheme – 2022 for ESOPs.

The information relating to remuneration and other details, required pursuant to Section 197 of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is provided under "Annexure V".

General Body Meetings

a) Details of place, date and time of Annual General Meetings held during the last three years:

Annual General Meetings

Financial Year	No.	Date	Day	Time	Venue
2021-22	15 th AGM	30 September 2022	Friday	4.00 PM	Registered Office
2022-23	16 th AGM	30 September 2023	Saturday	4.00 PM	Registered Office
2023-24	17 th AGM	20 September 2024	Friday	4.00 PM	Through VC/OAVM Deemed Venue: Registered Office

Annexure XI (Contd.)

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

2021	<ul style="list-style-type: none"> a) Re-appointment of Mr. Kiran Kumar Atukuri (DIN: 08143781) as a Managing Director of the Company. b) Change in designation of Mr. Sreekanth Yenigalla (DIN: 07228577) from Non-Executive Director to Whole-Time-Director designated as Director (Marketing) of the Company. c) Change in designation of Mr. Basanth Kumar Nadella (DIN: 08139510) from Non-Executive Director to Whole-Time-Director designated as Director (Technical) of the Company
2022	<p>Nil</p> <p>All Ordinary Resolutions were passed</p>
2023	Re-appointment of Mrs. Malathi Siripurapu (DIN: 03033944) as a Whole-Time Director of the Company for a period of 3 years.
2024	<ul style="list-style-type: none"> a) Re-appointment of Mr. Kiran Kumar Atukuri (DIN: 08143781) as Managing Director of the Company for a period of 3 years b) Re-appointment of Mrs. Swapna Kandula (DIN: 08719208) as a Non-Executive Independent Director of the Company for a second term of 5 years c) Approval for payment of Managerial Remuneration to Executive Directors who are Promoters of the Company d) Ratification of Nova Agritech Limited Share Based Employee Benefit Scheme – 2022 (“the scheme”) and grant of options/SARs/other benefits under the scheme e) Ratification of extension of benefits under Nova Agritech Limited Share Based Employee Benefit Scheme – 2022 (“the scheme”) to the employees of group company including subsidiary company(ies) or associate company of the Company f) Ratification of approval for grant of options /SARs/ shares/other benefits to the identified employee(s) during any one year, equal to or exceeding one percent of the issued capital of the company at the time of grant under the Scheme g) Ratification for implementation of “Nova Agritech Limited Share Based Employee Benefit Scheme – 2022” through trust route h) Ratification of approval of provisioning of money to trust by the Company for implementation of Nova Agritech Limited Share Based Employee Benefit Scheme – 2022

c) Special Resolutions passed in the previous year through postal ballot & details of Voting pattern

During the financial year 2024-25, members approval was accorded by way of postal ballot on 14th June, 2024 for appointment of Mr. Rajesh Cherukuri (DIN: 09840611) as Whole-Time Director.

Date of Postal Ballot notice: 10th May, 2024

Voting period: 16th May, 2024 (9.00 am) to 14th June, 2024 (5.00 pm)

Date of declaration of results: 17th June, 2024

Voting results:

S. No.	Description	Type of Resolution	No. of members voted	No. of Votes casted	Votes in Favour		Votes in Against	
					No. of Votes	%age	No. of Votes	%age
1.	Appointment of Mr. Rajesh Cherukuri (DIN: 09840611) as a Director of the Company:	Ordinary	169	54990851	54986674	99.99	4177	0.01
2.	Appointment of Mr. Rajesh Cherukuri (DIN: 09840611) as a Whole-Time-Director of the Company for a period of 3 (three) years:	Special	168	54990661	54986416	99.99	4245	0.01

d) Person who conducted the postal ballot exercise

The Company engaged the services of Central Depository Services (India) Limited for the above postal ballot exercise through remote e-voting. Mr. M Ramana Reddy, Practicing Company Secretary, P. S. Rao & Associates, Hyderabad was appointed as the scrutiniser for scrutinising the postal ballot process through remote e-voting in a fair and transparent manner.

e) Whether any Special Resolution is proposed to be conducted through postal ballot

No special resolution is currently proposed to be conducted through postal ballot.

f) Procedure for postal ballot

Aforesaid Postal Ballots were conducted by the Company as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and General Circulars issued by the Ministry of Corporate Affairs (MCA).

g) Details of Extra-Ordinary General Meetings held during the year: Nil**Means of Communication**

(a) quarterly results;	: The results of the Company are submitted to the stock exchanges (NSE & BSE) and also published in the Newspapers. The results are also displayed on the Company's web-site – www.novaagri.in .
(b) newspapers wherein results normally published;	: Financial Express (English) Nava Telangana (Telugu)
(c) any website, where displayed;	: www.novaagri.in
(d) whether it also displays official news releases; and	: NA
(e) presentations made to institutional investors or to the analysts	: NA

Your Company maintains a website www.novaagri.in wherein there is a dedicated section 'Investor Relations'. The website provides the information/ documents required to be placed as per the SEBI (LODR) Regulations.

All periodical information, including the statutory filings and disclosures, are filed with BSE and NSE. No news releases and presentation were either made to Institutional Investors or were displayed in the website.

Annual Report containing, inter alia, the Standalone and Consolidated Financial Statements, Board's Report, Auditors' Report and other important information is circulated to the shareholders of the Company prior to the AGM.

A Management Discussion and Analysis Report is a part of this Integrated Annual Report.

General Shareholder Information**(a) Annual General Meeting**

18th AGM for FY 2024-25

Date & Time: Friday, 19th September, 2025 at 4:00 PM IST (16:00 Hours IST)

Venue: Through VC/OAVM (Deemed Venue: Registered Office)

(b) Financial Year: April to March**(c) Dividend payment date**

The Company has not declared dividend this year.

(d) Listing on stock exchange(s)

Your company is listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) w.e.f. 31st January, 2024 by way of an Initial Public offer.

- BSE Limited (BSE)**

New Trading Ring, Rotunda Building, P.J Towers, Dalal

Street, Fort, Mumbai - 400 001, Maharashtra, India

- National Stock Exchange of India Limited (NSE)**

Regd. Office: "Exchange Plaza", Bandra-Kurla Complex,

Bandra (East), Mumbai - 400 051, Maharashtra, India

Confirmation on payment of listing fee:

The annual listing fees have been paid to the above exchanges and there is no outstanding payment towards the exchanges, as on date.

Annexure XI (Contd.)

Stock Code:

BSE scrip code: 544100

NSE Symbol: NOVAAGRI

ISIN: INE02H701025

(e) Suspension from trading

Not Applicable

(f) Registrar and Share Transfer Agents

Bigshare Services Private Limited

SEBI Reg. No.: INR000001385

306, Right Wing, Amrutha Ville Apt,

Somajiguda, Raj Bhavan Road,

Hyderabad-500082, Telangana

Email: bsshyd1@bigshareonline.com

(g) Share Transfer System

All the shares of the Company are in demat mode and it can be transferred through the Depository Participant (DP) of the shareholders. The Company engages the services of M/s. Bigshare Services Private Limited, Mumbai for any transfers, transmissions in the Company which are carried out in accordance with the provisions of Companies Act, 2013.

During the year, the Company has obtained, on yearly basis, a certificate from a Company Secretary in Practice, certifying that all certificates for transfer, transmission, subdivision, consolidation, renewal, exchange and deletion of names, were issued as required under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This certificate was duly filed with the Stock Exchanges.

(h) Distribution of Shareholding as on 31 March 2025

Range of equity shares	No. of shareholders	% of shareholders	No. of shares of ₹ 2/- each	% of holding
1-500	77871	88.4235	10080527	10.8955
501-1,000	5382	6.1113	4277081	4.6229
1,001-2,000	2676	3.0386	3998004	4.3212
2,001-3,000	783	0.8891	2001037	2.1628
3,001-4,000	336	0.3815	1206099	1.3036
4,001-5,000	322	0.3656	1524743	1.6480
5,001-10,000	431	0.4894	3044319	3.2905
More than 10,000	265	0.3009	66388003	71.7554
Total	*88066	100	92519813	100

The details given above are as per BENPOS received from M/s Bigshare Services Private Limited, Registrar and Share Transfer Agent as on 31st March, 2025.

*The No. of shareholders in distribution herein are as per demat account holders whereas in Shareholding pattern the numbers are based on PAN.

Shareholding Pattern as on 31 March 2025

S. No.	Category of shareholder	No. of shareholders	No. of shares of ₹ 2/- each	% of share holding
A	Promoter & Promoter Group	4	5,49,44,045	59.39
B	Public	86,993	3,50,75,768	37.91
C	Non-Promoter - Non-Public	-	-	-
(i)	Shares underlying DRs	-	-	-
(ii)	Shares held by Employee Trusts	1	25,00,000	2.70
	Total	86,998	9,25,19,813	100

The details given above are as per BENPOS received from M/s Bigshare Services Private Limited, Registrar and Share Transfer Agent as on 31st March, 2025.

(i) **Dematerialisation and Liquidity**

All the shares of your Company are in demat mode.

(j) **Outstanding: GDR/ADR/Warrants/Options/any convertible instrument**

As on 31 March 2025, the Company has no GDR /ADR/Warrants/ Options/any other convertible instruments.

(k) **Commodity price risk or foreign exchange risk and hedging activities: Not Applicable**(l) **Plant Locations**

Sy.No.251/A/1., Singannaguda Village, Mulugu Mandal,
Medak, Siddipet - 502279
Telangana, India

(m) **Address for Correspondence**

Registered cum Corporate Office:
Sy.No.251/A/1., Singannaguda Village, Mulugu Mandal,
Medak, Siddipet - 502279
Telangana, India

(n) **Credit ratings obtained by the entity, along with any revisions thereto, during the relevant financial year**

During the financial year under review –

- Acuité Ratings & Research Limited has upgraded its ratings to “ACUTE BBB | stable” (pronounced as ACUTE triple B; stable) from “ACUTE BBB-lstable” (pronounced as ACUTE triple B minus; stable), on the long-term credit facilities of the Company vide letter dated 26th August, 2024.
- CARE Ratings Limited (CARE) has assigned the rating “CARE BBB; positive” (pronounced as CARE triple B; positive), on the long-term credit facilities of the Company vide letter dated 6th November, 2024.

Other Disclosures

(a) **Material Related Party Transactions:**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year 2024-25 were in the ordinary course of business, at arm's length price and intended to further the Company's interests.

There were no materially significant related party transactions during the year that may have potential conflict with the interest of the Company.

The Register of Contracts containing the transactions in which Directors are deemed to be concerned or interested is placed before the Board and Audit Committee regularly for its approval. Disclosures from directors and senior management have been obtained to the effect that they have not entered into any material, financial and commercial transactions where they have personal interest that may have potential conflict with the interest of the Company at large.

Transactions with the related parties are disclosed in the notes to the accounts forming part of this Annual Report and RPT Policy can be accessed from the website of the Company at <https://novaagri.in/investor-relations/policies/>.

(b) **Details of non-compliance/penalty:**

There were no instances of non-compliance by the Company and/or no penalties, strictures were imposed on the Company by Stock Exchanges or SEBI, or any matter related to capital markets during the last three years, **except as mentioned below:**

- **Payment of fine towards GST Investigation proceedings**

The Company received seizure order dated January 25, 2024 issued by the Assistant Director, Andhra Pradesh State Directorate of Revenue Intelligence, Vijayawada, Andhra Pradesh (APSDRI) pursuant to a search conducted at one of the Company's premises on January 24, 2024 wherein certain files, cash receipt books, diary, spiral book, computer CPU, stock register pertaining to financial year 2019-2020, mobile phone of one of our employee and one office laptop was seized for further enquiry/investigation.

Annexure XI (Contd.)

Subsequently, summons dated January 25, 2024 under section 70 of the Andhra Pradesh Goods and Services Tax Act, (APGST Act) 2017 was issued to Mr. Pullela Ajay Babu (ex-employee) and Mr. Kiran Kumar Atukuri (Managing Director) to appear before the Deputy Director, Andhra Pradesh State Directorate of Revenue Intelligence Vijayawada, Andhra Pradesh, on January 27, 2024 and January 29, 2024 respectively to provide evidence and produce documents for investigation against NATL for contravention of provisions of APGST Act, 2017. Accordingly, investigation proceedings were initiated by Andhra Pradesh State Directorate of Revenue Intelligence Vijayawada, Andhra Pradesh under 67(2) of the APGST Act, 2017 against the Company.

The Company provided the necessary information and documents as desired by the APSDRI during the ongoing investigation proceedings. The following payment was made payment against the GST liability along with interest and penalty as per the direction of the APSDRI –

S. No.	Issues Involved	FYs	Tax paid along with interest & penalty (in ₹)
1.	Availment and utilization of ineligible ITC	2018-19	18,31,485
2.	Non-payment of GST on transport charges	2017-18	27,908
		2018-19	20,855
		2019-20	4,937
		2020-21	4,738
		Total	58,438
Total amount paid			18,89,923

Further, in view of the payment made towards the liability, the Company requested APSDRI for closure of investigation proceedings vide its letter dated 15/07/2024. The closure of the ongoing investigation was considered by the competent authority in terms of Section 74(6) of the APGST Act, 2017 read with corresponding provisions of CGST Act, 2017.

The Company received an intimation on 23/07/2024 regarding closure of such investigation proceedings vide letter dated 19/07/2024 issued by the Deputy Director, Andhra Pradesh State Directorate of Revenue Intelligence Vijayawada, Andhra Pradesh (APSDRI) **confirming the closure of the investigation proceedings initiated under 67(2) of the APGST Act, 2017** and the seized assets are returned back to the Company.

- **Fine levied by stock exchange during FY 2024-25**

During the FY 2024-25, the Stock Exchanges levied a fine of ₹ 5000/- each on the Company on 28/06/2024 towards delay in filing Related Party Transaction in **XBRL** format.

Shareholders are herein informed that the related party transactions were submitted alongwith financial results in pdf format within 30 min of conclusion of board meeting. Further, compliance of XBRL was also made within 4 (four) hours from the Conclusion of the Board Meeting. However, considering the Board Meeting was concluded late hours at night, the XBRL filing was considered to be made at next day. Hence, attracted delayed submission. The penalties as levied has duly paid to Stock Exchanges on 2nd July, 2024.

(c) Establishment of Vigil Mechanism:

The Company has adopted a whistle-blower policy, establishing a vigil mechanism to provide a formal mechanism to the directors and employees to report concern about unethical behaviour, actual or suspected fraud, or violation of code of conduct and ethics. It, also, provides for adequate safeguards against the victimization of employees, who avail of the mechanism and provides direct access to the Chairman of the Audit Committee in exceptional cases.

The Company has established a vigil mechanism for reporting concerns through the whistle-blower policy of the Company. The policy provides for a framework and process, for the employees and directors, to report genuine concerns or grievances about illegal and unethical behaviour.

The whistle-blower policy aims to conduct the affairs in a fair and transparent manner by adopting higher standards of professionalism, honesty, integrity and ethical behaviour. All permanent employees of the Company are covered by the whistle-blower policy. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The policy of vigil mechanism is available on the Company's website under the weblink <https://novaagri.in/investor-relations/policies/>.

(d) The Company has complied with the mandatory requirements of listing regulations. Further, the Company is also trying to put its best endeavour to comply with non-mandatory requirement(s).



(e) Policy for determining material subsidiaries of the Company is available on the website of the Company under the weblink <https://novaagri.in/investor-relations/policies/>.

(f) Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions is available on the website of the Company under the weblink <https://novaagri.in/investor-relations/policies/>.

(g) Disclosure of Commodity price risk and commodity hedging activities:

The Company is engaged in the agri-input industry and does not consume large quantities of commodities in its manufacturing activities, the Company is not materially exposed to commodity price risks nor does the Company do any commodity hedging.

(h) During the financial year under review, the Company has not raised any fund through financial preferential allotment, or qualified institutional placement, as specified in Regulation 32 (7 A). The Company has raised fund through public issue and accordingly the disclosures required are made under the Board Report.

(i) Certificate stating that no Director on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/ Ministry of Corporate Affairs, or any such statutory authority, is annexed with this report under “Annexure XII – Certificates.”

(j) During the financial year under review, there is no such instance that the Board had not accepted any recommendation of any Committee of the Board, which is mandatorily required.

(k) Remuneration to Statutory Auditors:

Fee paid by the Company and its subsidiaries has paid following fees to M/s NSVR & Associates LLP, Statutory Auditors during the FY 2024-25 –

Name of the Company	Amount (in Lakhs)
Nova Agritech Limited	22.75
Nova Agri Sciences Private Limited	9.20
Nova Agri Seeds India Private Limited	0.05
Consolidated Fee Paid	32.00

Fee paid to NSVR & Associates LLP by other network entity (group companies), of which statutory auditor is part –

Name of the Company	Amount (in Lakhs)
Suraksha Agri Retails (India) Private Limited	0.3
Nova Fertilcare Private Limited	0.05
Nova Dairy Tech India Private Limited	0.05
Nova Health Sciences Private Limited	0.15
Agri Genome Resources India Private Limited	0.07
AIC- Nova Foundation for Agriculture Innovation and Research	0.05
Total	0.67

(l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

During the financial year under review, the Company has not received any complaint on sexual harassment.

- number of complaints filed during the financial year - Nil
- number of complaints disposed of during the financial year – NA
- number of complaints pending as on end of the financial year – NA

Total No. of Employees

Male: 72

Female: 15

Total: 87

Annexure XI (Contd.)

(m) Details of loans and advances in the nature of loans to firms/companies, in which directors are interested

S. No.	Name	Directors interested	Amount (in ₹)
1.	Nova Agri Sciences Private Limited (Wholly-Owned Subsidiary)	Mr. Kiran Kumar Atukuri Mr. Rajesh Cherukuri Mr. Ramesh Babu Nemani	9,05,62,000 (The loan was given during FY 2023-24 and repaid during FY 2024-25)

The loan was given pursuant to objects of public issue towards working capital of Subsidiary Company during FY 2023-24.

(n) 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:

S. No.	Name of the Subsidiary/ Joint Venture/ Associate	Relationship	Date and Place of Incorporation	Name and Date of appointment of the statutory auditors
1.	Nova Agri Sciences Private Limited (Material Subsidiary)	Wholly-owned Subsidiary	12/05/2010 Hyderabad, Telangana (erstwhile Andhra Pradesh)	M/s NSVR & Associates LLP Appointed on 21.09.2018 Re-appointed on 30.09.2023

Note: Only Material Subsidiary in terms of Regulation 24 of SEBI (LODR) Regulations, 2015 are reported herein.

Compliance of Corporate Governance:

The Company is in compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the same has been regularly submitting to the Stock Exchange(s) as required under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. Board takes note of the same on quarterly basis in the respective meetings.

Certificate from the Practicing Company Secretaries on compliance of Corporate Governance is enclosed along with this Report under “Annexure XII – Certificates.”

The Company has complied with the requirements of Regulation 34 and Schedule V of sub-paras (2) to (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There has been no instance of non-compliance of any requirement of Corporate Governance Report, as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adoption of Non-Mandatory Requirements as Stipulated in Part E of Schedule II of SEBI (LODR) Regulations

(a) The Board:

- The Non-executive Chairperson, being resident of the same city as of the Company, visits the Company's Registered Office /stores as and when deemed necessary. Hence, no separate office as such is required to be maintained.
- The Company ranks within 1001-2000 as per market capitalization and have a Woman Independent Director on the Board of the Company.

(b) Shareholders' rights:

All the quarterly financial results shall be placed on the Company's Website, <https://novaagri.in/investor-relations/results-and-reports/>, apart from publishing the same in the Newspapers along and submission to Stock Exchanges, upon Listing.

(c) Modified opinion(s) in audit report:

There are no modified opinion in Audit Reports.

(d) Separate posts of Chairperson and the Managing Director or the CEO:

Mr. Adabala Seshagiri Rao is the Non-Executive Chairperson of the Company, Mr. Kiran Kumar Atukuri is the Managing Director of the Company and Mr. Srinivasa Rao Mandalapu is the Chief Executive Officer (CEO) of the Company and either of them are not related to each other.

**(e) Reporting of internal auditor:**

The internal auditor reports directly to the audit committee.

(f) Independent Directors' Meeting:

The Company falls under top 2000 listed entities as per market capitalization. The Company is endeavouring to hold at least two meetings in a financial year, without the presence of non-independent directors and members of the management for FY 2025-26.

(g) Risk Management:

The Company ranks within 1001-2000 as per market capitalization and have duly constituted a risk management committee with the composition, roles and responsibilities specified in Regulation 21.

By the Order of the Board
For Nova Agritech Limited

Place: Singannaguda
Date: 9th August, 2025

Sd/-
Rajesh Cherukuri
Whole-Time-Director
DIN: 09840611

Sd/-
Kiran Kumar Atukuri
Managing Director
DIN: 08143781

Annexure XII – Certificates

Certificate on Corporate Governance

(Pursuant to Schedule V (E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Nova Agritech Limited

We have examined the compliance of conditions of corporate governance by **Nova Agritech Limited** ('the Company') for the year ended 31 March 2025, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('listing regulations'), as referred to in Regulation 15(2) of the said regulations.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation 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 statements 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 above-mentioned listing regulations.

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 **P. S. Rao & Associates**
Practicing Company Secretaries

Sd/-

M Ramana Reddy
M. No. F11891
CP No. 18415

PR: 3572/2023

UDIN: F011891G000970024

Place: Hyderabad
Date: 9th August, 2025

**Certificate on Non-Disqualification of Directors**

(Pursuant to Schedule V(C)(10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Nova Agritech Limited

We have examined the relevant registers, records, forms, returns and disclosures, received from the Directors of **Nova Agritech Limited** (CIN: L01119TG2007PLC053901), having registered office at Sy. No. 251/A/1, Singannaguda Village, Mulugu Mandal, Siddipet, Medak – 502279, Telangana, 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 SEBI (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 on the MCA portal), as considered necessary and explanations furnished to us by the Company, and the respective Directors, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended 31 March 2025, 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.

For **P. S. Rao & Associates**
Practicing Company Secretaries

Sd/-

M Ramana Reddy
M. No. F11891
CP No. 18415

Place: Hyderabad
Date: 9th August, 2025

PR: 3572/2023
UDIN: F011891G000970035

Annexure XII – Certificates (Contd.)

Certificate by Secretarial Auditor

(Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021)

To
The Members of
Nova Agritech Limited

We, P. S. Rao & Associates, Practicing Company Secretaries, Hyderabad, the Secretarial Auditors of Nova Agritech Limited ("the Company") appointed by a company under Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 to conduct secretarial audit pursuant to regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby state that we have examined the **Nova Agritech Limited Share Based Employee Benefit Scheme – 2022 ("the scheme")**, other relevant records and documents and based on the information and explanations provided to us and to be of our knowledge and belief, we confirm that the Scheme is being implemented in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021".

This Certificate is issued in compliance with Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

For **P. S. Rao & Associates**
Practicing Company Secretaries

Sd/-

M Ramana Reddy

M. No. F11891

CP No. 18415

PR: 3572/2023

UDIN: F011891G000970046

Place: Hyderabad

Date: 9th August, 2025

**Board Confirmation**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (2)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Based on the assessment carried out by the Board of Directors of the Company ("Board"), and the declarations of independence submitted by the Independent Directors, this is to confirm that in the opinion of the Board, the Independent Directors fulfil the conditions specified in these regulations and are independent of executive management of the Company.

**For and on behalf of the Board
Nova Agritech Limited**

Sd/-

**Kiran Kumar Atukuri
Managing Director
DIN: 08143781**

Place: Singannaguda
Date: 9th August, 2025

Annexure XII – Certificates (Contd.)

Declaration

Compliance with the Company's Code of Conduct

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

I, **Srinivasa Rao Mandalapu, Chief Executive Officer** of Nova Agritech Limited ("the Company"), hereby, confirm that the Board has laid down a Code of Conduct for all Board members, Senior Management and Independent Directors of the Company, in accordance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Companies Act, 2013. The Code of Conduct is available on the website of the Company.

I, further hereby, confirm that all the Board of Directors and the senior management personnel have affirmed compliance with the code of conduct and ethics for the financial year ended 31 March 2025.

**For and on behalf of the Board
Nova Agritech Limited**

Place: Singannaguda
Date: 9th August, 2025

Sd/-
**Srinivasa Rao Mandalapu
Chief Executive Officer**



Compliance Certificate

[Under Regulation 17(8) and 33(2) (a) of SEBI (LODR) Regulation, 2015]

We, Kiran Kumar Atukuri, Managing Director, Srinivasa Rao Mandalapu, Chief Executive Officer and K. Srinivas Gunupudi, Chief Financial Officer (CFO) of Nova Agritech Limited hereby certify as under:

- A) We have reviewed the audited financial statements (both standalone and consolidated) ("financial statements") for the quarter and financial year ended 31 March, 2025 ("the quarter"), and that to the best of our knowledge and belief:
 - i. These financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These financial statements, together, present a true and fair view of the listed entity's affairs, and are in compliance with existing accounting standards, applicable laws and regulations.
- B) We confirm that to the best of our knowledge and belief, no transactions entered into by the Company during the quarter and financial year ended 31 March, 2025, 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 that we have taken or propose to take to rectify these deficiencies commensurate with the size of the organization.
- D) We have indicated to the Auditors and the Audit Committee that:
 - i. There have been no significant changes in internal control over financial reporting during the year.
 - ii. There have been no significant changes in accounting policies during the year.
 - iii. There have been no instances of significant fraud, of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For and on behalf of the Board
Nova Agritech Limited**

Place: Singannaguda
Date: 30 May 2025

Sd/-
Kiran Kumar Atukuri
Managing Director
DIN: 08143781

Sd/-
Srinivasa Rao Mandalapu
Chief Executive Officer

Sd/-
K. Srinivas Gunupudi
Chief Financial Officer

Standalone Independent Auditor's Report

To

The Members of
Nova Agritech Limited,

Report on the audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Nova Agritech Limited ("the Company"), which comprise the balance sheet as at 31 March 2025, and the statement of Profit and Loss, including the Statement of Other Comprehensive Income, the statement of cash flows and the statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as on 31st March 2025, and its profit (including other comprehensive income), its cash flows and the changes in equity for year ended on that date.

Basis for opinion

We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 on the Standalone financial statements.

Key Audit Matters

- Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the 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 Matter	Auditor's Response
1. Trade Receivables : Net Trade Receivables amounting to ₹13,120.92 lakhs. Trade Receivables are recognized at their anticipated realized value, which is the original invoice amount less estimated value of allowance. Trade receivables are considered as key audit matters in the audit due to size of Trade receivables balance and the high level of management judgment used in determining the provision.	To obtain sufficient and appropriate audit evidence, our principal audit procedures and procedures performed by component auditors, amongst others, include the following: <ul style="list-style-type: none">We obtained balance confirmations from customers on sample basis;We analyzed the aging of trade receivables; andWe obtained a list of long outstanding receivables, and assessed the recoverability of these through inquiry with management and by obtaining sufficient corroborative evidence to support the conclusions.

Key Audit Matter	Auditor's Response
<p>2. Revenue recognition – Sale of Goods: ₹ 16,585.58 lakhs (Refer Note 26 of the standalone financial statements)</p> <p>Revenue recognition – Sale of goods</p> <p>Refer Note on “Revenue Recognition” of the Standalone Financial Statements under Material Accounting Policies. Revenue from sale of goods is recognized when control of the products being sold is transferred to the customers and when there are no longer any unfulfilled obligations. The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms. Revenue is measured at transaction price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur. Our customers have the contractual right to return goods only when authorized by the Group. An estimate is made of goods that will be returned and a liability is recognized for this amount using a best estimate based on accumulated experience.</p>	<p>We have performed the following principal audit procedures in relation to revenue recognized which include a combination of testing internal controls and substantive testing as under:</p> <ul style="list-style-type: none"> Assessing the appropriateness of the Company's revenue recognition accounting policies in line with Ind AS 115 and testing thereof. Evaluating the integrity of the general information and technology (“IT”) control environment and testing the operating effectiveness of key IT application controls. Understanding the revenue recognition process, evaluating the design and implementation of Company's controls in respect of revenue recognition. Testing the effectiveness of such controls over revenue cut-off at year end. Testing the supporting documentation for sales transactions recorded during the period closer to the year end and subsequent to the year end, including examination of credit notes issued subsequent to the year end to determine whether revenue was recognized in correct period. Performing analytical procedures on current year revenue based on monthly trends and where appropriate, conducting further enquiries and testing.

Information other than the standalone financial statements and auditor's report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the yearly report, for example, Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone financial statements and our auditor's report thereon. The other information as stated above is expected to be made available to us after the date of this auditor's report.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the standalone financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act read with the companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Standalone Independent Auditor's Report (Contd.)

In preparing the Standalone Financial Statements, the 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 the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

As part of an audit in accordance with Standards on auditing specified under section 143(10) of the act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control:
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls:
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management:
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements

or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern:

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

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

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

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

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

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by the section 143(3) of the Act, based on our audit 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, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the Directors as on March 31, 2025, taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2025 from being appointed as a Director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of the 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 financial statements.
 - ii. The company has made provision, as required under the applicable laws or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, 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, as disclosed in the notes to the Standalone Financial Statements, 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 another person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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. management has represented to the best of their knowledge and belief, other than as disclosed in the notes to accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to the Standalone Financial Statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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.

Standalone Independent Auditor's Report (Contd.)

- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The company hasn't declared any Dividend for the current period.
- vi. Based on our examination, which included test checks, we observed that the company has used accounting software for maintaining its books of account which has a feature of recording an audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that the process of binding the MAC address for the user's login is currently pending. Further, during the course of our audit, we did not come across any instances where the audit trail feature was tampered with.

For **NSVR & Associates LLP**
Chartered Accountants
Firm's Registration No.: 0008801/S200060

P. Venkata Ratnam
Partner
Membership No.: 230675
UDIN: 25230675BMINDP4013

Place: Hyderabad
Date: 30.05.2025

Annexure – A to the Independent Auditors’ Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to Standalone Financial Statements of Nova Agritech Limited (“the Company”) as at 31st March, 2025 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls with reference to Standalone Financial Statements based on the internal control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“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 respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Standalone Financial Statements of the Company 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 Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to Standalone Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Standalone Financial Statements

and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, 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 financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to Standalone Financial Statements.

Meaning of Internal Financial Controls with reference to Standalone Financial statements

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

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.

Annexure – A to the Independent Auditors' Report (Contd.)

Opinion

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 with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at 31st March, 2025, based on the criteria for internal financial control with reference to Standalone Financial Statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **NSVR & Associates LLP**

Chartered Accountants

Firm's Registration No.: 0008801/S200060

P. Venkata Ratnam

Partner

Membership No.: 230675

UDIN: 25230675BMINDP4013

Place: Hyderabad

Date: 30.05.2025

Annexure 'B' to the Independent Auditor's Report

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

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (c) Based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds, of all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the Financial Statements included in Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right-of-Use assets) and intangible assets during the year.
- (e) No proceedings have been initiated or pending against the Company as at 31st March, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder
- ii. (a) The inventories, except goods-in-transit and stocks lying with third parties, have been physically verified by the management during the year. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the management is appropriate having regard to the size of the Company and the nature of its operations. For stocks held with third parties at the year-end, written confirmations have been obtained.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of ₹5 crores, in aggregate, at points of time during the year, from bank on the basis of security of current assets. There is no material discrepancy found between quarterly returns or statements filed by the company with such banks or financial institutions and books of account of the Company.

- iii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investment in other entities, the details of which are tabulated below:

Particulars	Investment
Aggregate amount of investment made in Optionally convertible debentures of Wholly owned subsidiary during the year	4528.65
Balance outstanding as at the balance sheet date in respect of the above case	4528.65

- (b) According to the information and explanations given to us and based on the audit procedures performed by us, in our opinion the investments made, guarantees provided, security given and the terms and conditions of the grant of loans and advances in the nature of loans and guarantees provided are not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and based on the audit procedures performed by us, in our opinion the Company has not granted any loans or advances in the nature of loans during the year. Accordingly, the provisions of clause 3(iii)(c) of the Order are not applicable to the Company.
- (d) According to the information and explanations given to us and based on the audit procedures performed by us, Company has not granted any loans or advances in the nature of loans during the financial year. Consequently, the requirements under Clause 3(iii)(d) of the Companies (Auditor's Report) Order, 2020, pertaining to the reporting of overdue loans, are not applicable.
- (e) According to the information and explanations given to us and based on the audit procedures performed by us, There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties. Renewal of term deposits placed with financial institutions (ICICI bank limited and Union bank of India) in the normal course of business is not considered for reporting under this clause.
- (f) According to the information and explanations given to us and based on audit procedures performed by us, the Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability

Annexure 'B' to the Independent Auditor's Report (Contd.)

- Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- iv. According to the information and explanations given to us and based on the audit procedures performed by us, in our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013, in respect of loans, investments made, guarantees given and securities provided by the Company.
- v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. . We have not, however, made a detailed examination of the same.
- vii. According to the information and explanations given to us, in respect of statutory dues:
- (a) In our opinion, the Company has few delays in depositing undisputed statutory dues, including Goods and Services Provident Fund, Employees' State Insurance, 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 31st March 2025 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues of income tax, sales tax, service tax, GST, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- x. (a) In our opinion and according to the information and explanations given to us, the Company has completed its Initial Public Offer (IPO) on January 31, 2024, and received net proceeds of ₹10,094.83 lakhs (gross proceeds from the IPO were ₹11,200.00 lakhs, excluding offer for sale proceeds, less offer-related expenses of ₹1,105.17 lakhs). The monies raised through the IPO have been applied for the purposes for which they were raised. Idle/surplus funds from the IPO, which were not required for immediate utilization, have been appropriately invested in deposits with banks.

Particulars	Total Amount (In Lakhs)	Utilized Upto 31st March 2025
a. Investment in our subsidiary, Nova Agri Sciences Private Limited for setting-up a new formulation plant	1,420.11	1,376.11
b. Funding Capital Expenditure by our Company, towards expansion of our existing formulation plant	1,048.95	788.95

Particulars	Total Amount (In Lakhs)	Utilized Upto 31st March 2025
c. Funding of working capital requirement of Our Company	2,665.47	1703.16
d. Investment in our subsidiary, Nova Agri Sciences Private Limited, for funding working capital requirements	4,335.85	3108.54
e. General corporate purposes	624.45	623.02
Total	10,094.83	7,599.78

- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares, fully or partially, or optionally convertible debentures during the year under audit. Accordingly, the requirements of clause 3(x)(b) of the Order are not applicable to the Company
- xi. (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.
- xii. The Company is not a nidhi Company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii) (a), 3(xii)(b) and 3(xii)(c) of the Order are not applicable to the Company.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto 31st March, 2025.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, the requirements of clause 3(xv) of the Order are not applicable to the company.

xvi. The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a),(b), (c) and (d) of the Order are not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For **NSVR & Associates LLP**

Chartered Accountants

Firm's Registration No.: 0008801/S200060

P. Venkata Ratnam

Partner

Membership No.: 230675

UDIN: 25230675BMINDP4013

Place: Hyderabad

Date: 30.05.2025

Standalone Balance Sheet

as at 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Particulars	Notes	As at 31st March 2025	As at 31st March 2024
I ASSETS			
(1) Non-current assets			
a) Property, plant and equipment	3	1,101.41	1,178.36
b) Capital work-in-progress	3	617.48	75.17
c) Intangible Assets	4	5.47	6.66
d) Financial assets			
(i) Investments	5	4,892.71	185.01
(ii) Loans	6	5.33	5.33
(iii) Other financial assets	7	97.77	97.77
(e) Deferred Tax Asset (Net)	8	599.61	630.63
		7,319.77	2,178.93
2 Current assets			
a) Inventories	9	1,732.96	3,760.02
b) Financial assets			
(i) Trade receivables	10	13,120.92	7,013.32
(ii) Cash and cash equivalents	11	554.51	6,224.68
(iii) Bank balances other than cash and cash equivalents	12	2,267.25	2,261.56
(iv) Other financial assets	13	2.30	919.75
c) Other current assets	14	1,488.76	1,147.00
		19,166.70	21,326.33
Total assets		26,486.47	23,505.26
II EQUITY AND LIABILITIES			
(1) Equity			
a) Equity share capital	15	1,850.40	1,850.40
b) Other equity	16	15,691.46	14,044.66
		17,541.86	15,895.06
(2) Non-current liabilities			
a) Financial liabilities			
(i) Borrowings	17	69.02	403.51
(ii) Other financial liabilities	18	32.38	35.44
b) Provisions	19	97.02	82.84
		198.42	521.79
(3) Current liabilities			
a) Financial Liabilities			
(i) Borrowings	20	3,113.56	3,492.69
(ii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	21	456.58	488.73
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	21	4,376.52	2,088.85
(iii) Other financial liabilities	22	106.03	243.18
b) Other current liabilities	23	48.32	119.66
c) Provisions	24	137.84	121.82
d) Current tax liabilities (Net)	25	507.35	533.47
		8,746.20	7,088.41
Total equity and liabilities		26,486.47	23,505.26

Corporate information and material accounting policies
See accompanying notes to financial statements

1 and 2

In terms of our report attached
For **NSVR & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No:008801S/S200060

For and on behalf of the Board of Directors
For **NOVA AGRITECH LIMITED**

P. VENKATA RATNAM
Partner
Membership Number: 230675
UDIN: 25230675BMINDP4013

KIRAN KUMAR A
Managing Director
(DIN: 08143781)

RAJESH CHERUKURI
Whole-Time Director
(DIN: 09840611)

SRINIVAS RAO M
Chief Executive Officer

Place: Hyderabad
Date: 30-05-2025

K SRINIVAS GUNUPUDI
Chief financial officer

NEHA SONI
Company Secretary



Standalone Statement of Profit & Loss

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Particulars	Notes	For the year ended 31st March 2025	For the year ended 31st March 2024
Income			
I. Revenue from operations	26	16,585.58	17,984.46
II. Other income	27	433.12	22.82
III. Total Income (I+II)		17,018.70	18,007.28
IV. Expenses:			
Cost of Material Consumed	28	10,021.65	12,037.14
Changes in inventories of Finished goods	29	1,190.36	(398.87)
Employee benefits expense	30	1,213.47	1,396.62
Finance costs	31	318.59	607.71
Depreciation and amortisation expense	32	102.18	136.75
Other expenses	33	1,955.32	2,184.25
Total Expenses (IV)		14,801.56	15,963.60
V. Profit/(Loss) Before Exceptional Items and Tax from continuing operations (III- IV)		2,217.14	2,043.68
VI. Exceptional Items		-	-
VII. Profit/(Loss) Before tax from continuing operations (V-VI)		2,217.14	2,043.68
VIII. Tax expenses:			
(a) Current tax		532.35	533.47
(b) Deferred tax		32.77	(350.10)
Total tax expenses (VIII)		565.12	183.37
IX. Profit/(Loss) for the year from continuing operations (VII-VIII)		1,652.01	1,860.31
X. Profit/(Loss) from discontinued operations (after tax)		-	-
XI. Other Comprehensive Income ('OCI')			
(i) Items that will not be reclassified subsequently to profit or loss			
- Re-measurement gains/(losses) on defined benefit plans		(6.97)	(9.60)
- Income tax effect on the above		1.75	2.42
(ii) Items that will be reclassified subsequently to profit or loss		-	-
Other comprehensive income for the year, net of tax		(5.21)	(7.18)
XII. Total Comprehensive Income for the year, net of tax (IX+X+XI)		1,646.80	1,853.12
XIII. Earnings per equity share			
(EPES) of Face value of ₹ 2 each)			
(1) Basic ₹		1.84	2.76
(2) Diluted ₹		1.84	2.76

Corporate information and material accounting policies

1 and 2

See accompanying notes to financial statements

In terms of our report attached
For **NSVR & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No:008801S/S200060

For and on behalf of the Board of Directors
For **NOVA AGRITECH LIMITED**

P. VENKATA RATNAM
Partner
Membership Number: 230675
UDIN: 25230675BMINDP4013

KIRAN KUMAR A
Managing Director
(DIN: 08143781)

RAJESH CHERUKURI
Whole-Time Director
(DIN: 09840611)

SRINIVAS RAO M
Chief Executive Officer

Place: Hyderabad
Date: 30-05-2025

K SRINIVAS GUNUPUDI
Chief financial officer

NEHA SONI
Company Secretary

Standalone Statement of Changes in Equity

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Particulars	Equity share capital		Other components of equity				Total
	No of Shares	Amount	Retained earnings	Treasury shares	Other comprehensive income	Securities Premium	
As on 01-04-2023	6,52,02,740	1,304.05	2,620.14	(50.00)	72.91	–	2,643.06
Adjustment	–	–	–	–	–	–	–
Adjusted balances as on 01-04-2023	6,52,02,740	1,304.05	2,620.14	(50.00)	72.91	–	2,643.06
Add: Shares Issued during the year	2,73,17,073	546.34	–	–	–	–	–
Profit or loss for the year	–	–	1,860.31	–	–	–	1,860.31
Securities Premium	–	–	–	–	–	9,548.49	9,548.49
Other comprehensive income	–	–	–	–	(7.18)	–	(7.18)
Total comprehensive income	–	–	1,860.31	–	–	–	1,860.31
As on 01-04-2024	9,25,19,813	1,850.40	4,480.45	(50.00)	65.73	9,548.49	14,044.66
Adjustment	–	–	–	–	–	–	–
Adjusted balance as on 01-04-2024	9,25,19,813	1,850.40	4,480.45	(50.00)	65.73	9,548.49	14,044.66
Add: Shares Issued during the year	–	–	–	–	–	–	–
Profit or loss for the year	–	–	1,652.01	–	–	–	1,652.01
Securities Premium	–	–	–	–	–	–	–
Other comprehensive income	–	–	–	–	–	–	–
Total comprehensive income	–	–	1,652.01	–	(5.21)	–	1,646.80
As on 01-04-2025	9,25,19,813	1,850.40	6,132.46	(50.00)	60.51	9,548.49	15,691.46

In terms of our report attached
For **NSVR & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No:008801S/S200060

P. VENKATA RATNAM
Partner
Membership Number: 230675
UDIN: 25230675BMINDP4013

Place: Hyderabad
Date: 30-05-2025

For and on behalf of the Board of Directors
For **NOVA AGRITECH LIMITED**

KIRAN KUMAR A
Managing Director
(DIN: 08143781)

RAJESH CHERUKURI
Whole-Time Director
(DIN: 09840611)

K SRINIVAS GUNUPUDI
Chief financial officer

SRINIVAS RAO M
Chief Executive Officer

NEHA SONI
Company Secretary



Standalone Cash Flow Statement

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
A. Cash flows from operating activities		
Profit before tax	2217.14	2043.68
Adjustments for:		
Interest Income	(242.90)	–
Interest Income on optionally convertible debentures	(179.30)	–
Rental income	(10.29)	–
Finance costs	318.59	607.71
Provision for expenses and expected credit loss	311.64	301.52
Depreciation and amortisation expenses	102.18	136.75
Foreign exchange (gain)/loss, net	13.31	–
Operating profit before working capital changes	2,530.37	3,089.67
changes in working capital:		
(Increase)/Decrease in Trade receivables	(6,419.24)	(809.20)
(Increase)/Decrease in Inventories	2,027.06	(822.15)
(Increase)/Decrease in Other current assets	22.98	(667.16)
(Increase)/Decrease in Other financial assets	917.71	(989.78)
Increase/(Decrease) in Trade payables	2,242.21	230.49
Increase/(Decrease) in Non-Current Provisions	7.20	(1.44)
Increase/(Decrease) in Other Current liabilities	(71.34)	(33.30)
Increase/(Decrease) in Current Provisions	16.01	48.17
Increase/(Decrease) in Other financial liabilities	(140.21)	(28.86)
Changes in Working Capital	(1,397.62)	(3,073.23)
Cash flows generated from operating activities	1,132.75	16.44
Income-taxes paid	(558.47)	(364.92)
Net cash flows generated from operating activities (A)	574.28	(348.48)
B. Cash flows from investing activities		
Purchase/ Sales of Property, plant and equipment (Including CWIP) and Advance for Capital Goods	(931.09)	(37.77)
Investment of Optionally Convertible Debentures (OCDs) in subsidiary	(4,528.65)	0.20
Term Deposits with Banks	(5.69)	(2,261.56)
Interest income on FD	242.90	–
Rental income on leases	10.29	–
Net cash flow from/(used) in Investing activities (B)	(5,212.24)	(2,299.13)
C. Cash flows from financing activities		
Proceeds from/ (Repayment of) Non current Borrowings	(334.48)	(977.48)
proceeds from/(Repayment) short term Borrowings	(379.13)	105.37
Net Proceeds from issue of Share capital	0.00	10,094.83
Finance costs	(318.59)	(607.71)
Net cash flow from/(used) in financing activities (C)	(1,032.21)	8,615.01
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	(5,670.17)	5,967.41
Cash and cash equivalents at the beginning of the year	6,224.68	257.27
Cash and cash equivalents at the end of the year(as per note 11)	554.51	6,224.68

See accompanying notes forming part of the financial statements

Note:

- Statement of Cash Flows has been prepared under the Indirect method as set out in the Indian Accounting Standard 7 on Cash Flow Statements, whereby profit / (loss) after tax is adjusted for the effects of transaction of non- cash nature and any deferrals or accruals of past or future cash receipts or payments for the year. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Cash and cash equivalents in the Statement of Cash Flows comprise cash at bank and in hand, demand deposits and cash equivalents which are short-term and held for the purpose of meeting short-term cash commitments.

Standalone Cash Flow Statement

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

2. Changes in liabilities arising from financing activities

A. Reconciliation of borrowings

For the year ended 31 March 2025

Particulars	Current Borrowings	Non-current Borrowings
Opening balance As at 1 April 2024	2,960.72	935.48
Borrowings made during the year	32.92	–
Borrowings repaid during the year	–	(746.53)
Closing balance As at 31 March 2025	2,993.63	188.95

For the year ended 31 March 2024

Particulars	Current Borrowings	Non-current Borrowings
Opening balance As at 1 April 2023	3,068.00	1,511.64
Borrowings made during the year	–	–
Borrowings repaid during the year	(107.28)	(576.16)
Closing balance As at 31 March 2024	2,960.72	935.48

In terms of our report attached
For **NSVR & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No:008801S/S200060

For and on behalf of the Board of Directors
For **NOVA AGRITECH LIMITED**

P. VENKATA RATNAM
Partner
Membership Number: 230675
UDIN: 25230675BMINDP4013

KIRAN KUMAR A
Managing Director
(DIN: 08143781)

RAJESH CHERUKURI
Whole-Time Director
(DIN: 09840611)

SRINIVAS RAO M
Chief Executive Officer

Place: Hyderabad
Date: 30-05-2025

K SRINIVAS GUNUPUDI
Chief financial officer

NEHA SONI
Company Secretary

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

1. General Information

Nova Agritech Limited (the 'Company') is a public limited company domiciled and incorporated in India under the Indian Companies Act, 1956 on 09th May 2007. The registered office of the company located at Sy.No.251/a/1, Singannaguda village Mulugu mandal Siddipet, Medak, Telangana 502279. The company is domiciled and incorporated in India in the state of Telangana.

Nova Agritech Limited is an Agri-input manufacturer offering soil health management, crop nutrition and crop protection products focused on tech-based farmer driven solution approach, wherein we mainly offer ecologically sustainable and nutritionally balanced products based on our R&D. The Company manufactures, distributes and markets a wide range of product categories consisting of (a) soil health management products; (b) crop nutrition products; (c) bio stimulant products; (d) bio pesticide products (e) Integrated Pest Management (IPM) products; (f) new technologies; and (g) crop protection products. Currently, the crop protection products are manufactured by its subsidiary Nova Agri Sciences Private Limited.

The Company has completed its Initial Public Offer ('IPO') of its equity shares and the equity shares got listed on National Stock Exchange of India Limited ('NSE') and BSE Limited on 31st January 2024.

The company was initially incorporated with the name "Nova Agritech Private Limited" and subsequently changed its name to "Nova Agritech Limited"

2. Material Accounting Policies

2.1 Basis of preparation of Financial Statements

a) Statement of compliance

These Standalone Financial Statements of Nova Agritech Limited have been prepared and presented in accordance with and in compliance in all material aspects, with the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 (the "Act") read along with the Companies (Indian Accounting Standards) Rules 2015, and presentation requirements of Division II of Schedule III to the Companies Act, 2013, and as amended from time to time together with the comparative period data as at and for the year ended 31 March 2025.

These Standalone Financial Statements have been prepared by the Company as a going concern on the basis of relevant Ind AS that are effective at the Company's annual reporting date, 31 March 2024. These

Standalone Financial Statements for the year ended 31 March 2025 were approved by the Company's Board of Directors.

b) Basis of Measurement

These Standalone Financial Statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the balance sheet:

- Certain financial assets are measured either at fair value or at amortized cost depending on the classification;
- Long-term borrowings are measured at amortized cost using the effective interest rate method and
- Employee defined benefit assets/ (liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation, and
- Right-of-use the assets are recognised at the present value of lease payments that are not paid at that date. This amount is adjusted for any lease payments made at or before the commencement date, lease incentives received and initial direct costs, incurred, if any.

c) Functional and presentation currency

These Standalone Financial Statements are presented in Indian rupees, which is also the functional currency of the Company. All the financial information presented in Indian rupees has been rounded to the nearest Lakhs.

d) Significant accounting judgements, estimates, and assumption

The preparation of the Standalone Financial Statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

in any future periods affected. In particular, the areas involving critical estimates or Judgment are:

Property, plant and equipment

The depreciation of property, plant and equipment is derived on determining of an asset's expected useful life and the expected residual value at the end of its life. The residual value of Company's assets are determined by management at the time of acquisition of asset and is reviewed periodically, including at each financial year end.

Impairment of financial and non-financial assets

Significant management judgement is required to determine the amounts of impairment loss on the financial and nonfinancial assets. The calculations of impairment loss are sensitive to underlying assumptions.

Tax provisions and contingencies

Significant management judgement is required to determine the amounts of tax provisions and contingencies. Deferred tax assets are recognized for unused tax losses and MAT credit entitlements to the extent it is probable that taxable profit will be available against which these losses and credit entitlements can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Defined benefit plans

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of

government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using internal valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

e) Current and noncurrent classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

All the assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1, presentation of financial statements.

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

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

All other assets are classified as non-current.

(All amounts are in INR lakhs except share data or unless otherwise specified)

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

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

The Company classifies all other liabilities as noncurrent.

Current assets/ liabilities include the current portion of noncurrent assets/ liabilities respectively. Deferred tax assets and liabilities are always disclosed as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

f) Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's

ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Ind AS financial statements 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) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the Ind AS Standalone Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for sale in discontinued operations.

External valuers are involved, wherever considered necessary. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

2.2 Summary of Material accounting policies

The following are the material accounting policies for the Company:

a. Property, Plant & equipment

Measurement at recognition:

The cost of an item of property, plant and equipment are recognized as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Freehold land is carried at historical cost less any accumulated impairment losses.

Items of property, plant and equipment (including capital-work-in progress) are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any.

Cost includes expenditures that are directly attributable to the acquisition of the asset i.e., freight, duties and taxes applicable and other expenses related to acquisition and installation. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part will be derecognized. The costs of repairs and maintenance are recognized in the statement of profit and loss as incurred.

Items of stores and spares that meet the definition of Property, plant and equipment are capitalized at cost, otherwise, such items are classified as inventories.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Items of property, plant and equipment acquired through exchange of non-monetary assets are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of either the asset received or asset given up is not reliably measurable, in which case the asset exchanged is recorded at the carrying amount of the asset given up.

Subsequent expenditure

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

Capital work in progress and Capital advances:

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Current Assets.

Derecognition:

The carrying amount of an item of PPE is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of PPE is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

b. Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use.

Research & Development Expenditure:

Revenue expenditure on Research is expensed out in the statement of profit and loss for the year. Development costs of products are charged to the statement of profit and loss unless a product's technological and commercial feasibility has been established, in which case such expenditure is capitalized. Capital expenditure on research and development is shown as an addition to property, plant and equipment.

(All amounts are in INR lakhs except share data or unless otherwise specified)

Derecognition:

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognized in the Statement of Profit and Loss when the asset is derecognized.

Depreciation:

Depreciation on each part of an item / component of PPE is provided on pro-rata basis using the Written down Value method based on the expected useful life of the asset and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimated useful life has been assessed based on technical evaluation, taking into account the nature of the asset and the estimated usage basis management's best judgement of economic benefits from those classes of assets.

The estimated useful life of items of PPE is mentioned below:

Type of Asset	Estimated Useful Life(Years)
Plant & Machinery	20
Furniture and Fittings	10
Motor Vehicles	10
Office Equipment	5
Computers And Data Processing Units	3
Electrical Installations and Equipment	10
Buildings	30

Freehold land is not depreciated. Leasehold improvements are amortized over the period of the lease.

The useful lives, residual values of each part of an item of PPE and the depreciation methods are reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

c. Financial Instruments

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial recognition and measurement:

All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Where the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognized as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial asset.

Subsequent measurement:

For subsequent measurement, the Company classifies a financial asset in accordance with the below criteria:

- The Company's business model for managing the financial asset and
- The contractual cash flow characteristics of the financial asset.

Based on the above criteria, the Company classifies its financial assets into the following categories:

- Debt instruments at amortized cost;

A 'debt instrument' is measured at the amortized cost, if both of the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.

- ii. Debt instruments at fair value through other comprehensive income (FVTOCI);

A 'debt instrument' is classified as FVTOCI, if both of the following criteria are met:

- (i) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- (ii) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. However, the Company recognizes interest income, impairment losses and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

- iii. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL);

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

- iv. Equity instruments measured at fair value through other comprehensive income (FVTOCI)

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as FVTPL. If the Company decides to classify an equity instrument as FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI and there

is no subsequent reclassification of these fair value gains and losses to the statement of profit and loss. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability.

The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

Impairment of Financial Assets:

The company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired.

In accordance with Ind AS 109, the company uses "Expected Credit Loss" (ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value through Profit and Loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date);
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)
- The company follows simplified approach for recognition of impairment loss allowance on trade receivables and under the simplified approach, the company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECL at each reporting date right from its initial recognition. The company uses a provision matrix to determine impairment loss allowance on trade receivables. The provision matrix is based on its historically observed default rates over the expected

life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated

For other assets, the company uses 12-month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Financial Liabilities

Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value i.e., loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

Subsequent measurement:

The measurement of financial liabilities depends on their classification.

Financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading, unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risks are recognized in OCI. These gains/loss are not subsequently transferred to the statement of profit and loss.

(All amounts are in INR lakhs except share data or unless otherwise specified)

However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit and loss.

Loans and borrowings:

After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

De-recognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Reclassification of financial assets and liabilities:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no re-classification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a re-classification is made only if there is a change in the business model for managing those assets. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the re-classification prospectively from the re-classification 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 or losses) or interest.

Offsetting of financial assets and financial liabilities:

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet wherever there is a currently enforceable legal right to offset the recognized amounts and there is

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

d. Cash & Cash Equivalents

Cash and bank balances comprise of cash balance in hand, in current accounts with banks, and other short-term deposits. For this purpose, "short-term" means investments having maturity of three months or less from the date of investment, and which are subject to an insignificant risk of change in value.

e. Inventory

Raw materials, work-in-progress, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at the lower of cost and net realizable value. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and estimated costs necessary to make the sale.

Cost of inventory is determined on weighted average basis. Cost of inventory comprises all costs of purchase, non-refundable duties and taxes, cost of conversion including an appropriate share of fixed and variable production overheads and all other costs incurred in bringing the inventory to their present location and condition.

The Company considers factors like estimated shelf life, product discontinuances and ageing of inventory in determining the provision for slow moving, obsolete and other non-saleable inventory and adjusts the inventory provisions to reflect the recoverable value of inventory.

f. Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment.

If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflow of other assets or groups of assets (the "cash-generating unit").

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country in which the entity operates, or for the market in which the asset is used.

An impairment loss is recognized in the statement of profit and loss if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

Reversal of Impairment of Assets

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation

or amortization, if no impairment loss had been recognized.

g. Employee Benefits

Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

The Company's contributions to defined contribution plans are charged to the statement of profit and loss as and when the services are received from the employees.

Defined benefit plans

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related defined benefit obligation. In countries where there is no deep market in such bonds, the market interest rates on government bonds are used. The current service cost of the defined benefit plan, recognized in the statement of profit and loss in employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the statement of profit and loss.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions for defined benefit obligation and plan assets are recognized in OCI in the period in which they arise. When the benefits under a plan are changed or

(All amounts are in INR lakhs except share data or unless otherwise specified)

when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in the statement of profit and loss. The Company recognizes gains or losses on the settlement of a defined benefit plan obligation when the settlement occurs.

Termination benefits

Termination benefits are recognized as an expense in the statement of profit and loss when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense in the statement of profit and loss if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

Other long-term employee benefits

The Company's net obligation in respect of other long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

(h) Provisions, contingent liabilities and contingent assets

Provisions

A provision is recognized in the statement of profit and loss if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Contingent liabilities and contingent assets

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

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

Onerous contracts

A provision for onerous contracts is recognized in the statement of profit and loss when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

Reimbursement rights

Expected reimbursements for expenditures required to settle a provision are recognized in the statement of profit and loss only when receipt of such reimbursements is virtually certain. Such reimbursements are recognized as a separate asset in the balance sheet, with a corresponding credit to the specific expense for which the provision has been made.

i. Revenue

Ind AS 115 recognizes revenue on transfer of the control of goods or services, either over a period of time or at a point in time, at an amount that the entity expects to be entitled in exchange for those goods or services. In order to align with Ind AS 115, the Accounting policy on revenue recognition was reviewed and revised.

The Company primarily earns revenue from manufacture, distribute and market a wide range of product categories consisting of (a) soil health management products; (b) crop nutrition products; (c) bio stimulant products; (d) bio pesticide products (e)

Integrated Pest Management (IPM) products; (f) new technologies.

Revenue from sale of goods is recognized when control of the products being sold is transferred to the customers and when there are no longer any unfulfilled obligations. The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Revenue is measured at transaction price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur. Our customers have the contractual right to return goods only when authorized by the Group. An estimate is made of goods that will be returned and a liability is recognized for this amount using a best estimate based on accumulated experience.

Refund Liability:

The Company accounts for sales returns accrual by recording refund liability concurrent with the recognition of revenue at the time of a product sale. This liability is based on the Company's estimate of expected sales returns. The Company deals in various products and operates in various markets. Accordingly, the estimate of sales returns is determined primarily by the Company's historical experience in the markets in which the Company operates. With respect to established products, the Company considers its historical experience of actual sales returns, levels of inventory in the distribution channel, estimated shelf life, any revision in the shelf life of the product, product discontinuances, price changes of competitive products, and the introduction of competitive new products, to the extent each of these factors impact the Company's business and markets. With respect to new products introduced by the Company, such products have historically been either extensions of an existing line of product where the Company has historical experience or in therapeutic categories where established products exist and are sold either by the Company or the Company's competitors. At the time of recognizing the refund liability the

(All amounts are in INR lakhs except share data or unless otherwise specified)

Company also recognizes an asset, (i.e., the right to the returned goods) which is included in inventories for the products expected to be returned. The Company initially measures this asset at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. Along with re-measuring the refund liability at the end of each reporting period, the Company updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

j. Tax Expenses

Income tax expense comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized outside the statement of profit and loss is recognized outside the statement of profit and loss (either in OCI or in equity in correlation to the underlying transaction). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions, where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities and assets are recognized for all taxable

temporary differences and deductible temporary differences.

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

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

Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognized outside the statement of profit and loss is recognized outside the statement of profit and loss (either in OCI or in equity in correlation to the underlying transaction).

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.

Goods and Service Tax (GST) paid on acquisition of assets or on incurring expenses

When the tax incurred on purchase of assets or services is not recoverable from the taxation authority, the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable. Otherwise, expenses and assets are recognized net of the amount of taxes paid. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

K. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section of Impairment of non-financial assets.

Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be

exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Company's lease liabilities are included in Borrowings.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

I. Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares)

(All amounts are in INR lakhs except share data or unless otherwise specified)

that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

m. Treasury Shares:

The Company has created an ESOP Trust (Nova Agritech employee welfare trust) which acts as a vehicle to execute its ESOP plan. The ESOP trust is considered as an extension of the Company and the shares held by the ESOP trust are treated as Treasury shares. The ESOP Trust purchases Company's share from secondary market for issuance to the employees on exercise of the granted stock options. These shares are recognized at cost and are disclosed separately as reduction from Other Equity as treasury shares. No gain or loss is recognized in the Statement of Profit and Loss on purchase, sale, issuance, or cancellation of treasury shares.

n. Segment Reporting:

The Company is engaged in the "manufacture, distribute and marketing bio pesticide products" and the same constitutes a single reportable business segment as per Ind AS 108. And hence segment reporting specified as per IND AS 108 is not applicable.

o. Investment in subsidiary and associate Companies

The Company has elected to recognize its investments in subsidiary and associate companies at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements'. Cost includes cash consideration paid on initial recognition, adjusted for embedded derivative and estimated contingent consideration (earn out), if any.

Contingent consideration (earn out) is remeasured at fair value at each reporting date and changes in the fair value of the

contingent consideration are recognized in the Statement of Profit and Loss.

p. Foreign Currency Translation

Initial Recognition:

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

Measurement of foreign currency items at reporting date:

Foreign currency monetary items of the Company are translated at the closing exchange rates. Non monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

Exchange differences arising out of foreign exchange translations and settlements during the year are recognized in the Statement of Profit and Loss.

q. Borrowing Cost:

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. All other borrowing costs are expensed in the period in which they occur.

r. Events after reporting date:

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the Financial Statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

s. Exceptional items:

An ordinary item of income or expense which by its size, nature, occurrence or incidence requires a disclosure in order to improve understanding of the performance of the Company is treated as an exceptional item in the Statement of Profit and Loss account.

t. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended 31 March 2025, MCA has notified the following standards or amendments to the existing standards which are effective for annual periods beginning on or after 1 April 2024:

1. Ind As 117 – Insurance Contracts : This Standard is not applicable to the company.

2. Ind As 116 – Sale and leaseback : Amendments to this standard are not applicable to the company.

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 3: Property, plant and equipment and capital work in progress

	As at 31st March 2025	As at 31st March 2024
Carrying amount of :		
Land	425.18	425.18
Plant & Machinery	74.22	73.78
Furniture and Fixtures	16.46	22.03
Motor Vehicles	32.44	43.78
Office equipment	1.85	2.05
Computers & Peripherals	7.86	7.85
Electrical equipment	17.76	22.87
Buildings	525.64	580.82
	1,101.41	1,178.36
Capital work- in -progress	617.48	75.17

Details of property, plant and Equipment

Particulars	Land	Plant and Equipment	Furniture and Fixtures	Motor Vehicles	Office equipment	Computers & Peripherals	Electrical equipment	Buildings	Total
Gross carrying Value									
Balance as at 1 April 2023	412.54	244.81	48.97	111.66	11.59	111.37	51.79	945.35	1,938.07
Additions for the year	12.64	3.54	0.38	-	0.95	0.79	-	-	18.31
Disposals for the year	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2024	425.18	248.35	49.35	111.66	12.55	112.16	51.79	945.35	1,956.38
Additions during the year	-	11.07	0.16	-	0.95	8.78	1.04	-	21.99
Disposals / adjustments during the year	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2025	425.18	259.42	49.50	111.66	13.50	120.94	52.83	945.35	1,978.37
Accumulated depreciation									
Balance as at 1 April 2023	-	146.15	19.67	52.59	9.54	91.32	20.92	301.82	642.01
Depreciation charge for the year	-	28.42	7.65	15.29	0.96	12.99	7.99	62.70	136.00
On Disposals	-	-	-	-	-	-	-	-	-
Up to 31 March 2024	-	174.57	27.32	67.88	10.50	104.31	28.92	364.53	778.02
Charge for the year	-	10.63	5.73	11.33	1.15	8.76	6.16	55.18	98.94
Deletions/Disposals	-	-	-	-	-	-	-	-	-
Up to 31 March 2025	-	185.20	33.05	79.22	11.65	113.07	35.07	419.70	876.96
Net book value									
As at 31st March 2023	412.54	98.66	29.30	59.07	2.05	20.05	30.87	643.52	1,296.06
As at 31st March 2024	425.18	73.78	22.03	43.78	2.05	7.85	22.87	580.82	1,178.36
As at 31st March 2025	425.18	74.22	16.46	32.44	1.85	7.86	17.76	525.64	1,101.41

Notes:

- (i) Title Deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (ii) The Company has not revalued its Property, Plant and Equipment (including Right-of Use Assets).

Capital work-in-progress(CWIP) Movement schedule

Particulars	As at 31st March 2025	As at 31st March 2024
Opening	75.17	63.00
Additions During The Year	542.31	12.17
Capitalisation During The Year	-	-
Closing	617.48	75.17

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Capital work-in-progress Ageing schedule

	amount in CWIP for a period of				
As at 31 March 2025	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	542.31	12.17	63.00	-	617.48
Projects temporarily suspended	-	-	-	-	-
Total	542.31	12.17	63.00	-	617.48

	amount in CWIP for a period of				
As at 31 March 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	12.17	63.00	-	-	75.17
Projects temporarily suspended					
Total	12.17	63.00	-	-	75.17

Note 4: Other Intangible Assets

Particulars	As at 31st March 2025	As at 31st March 2024
Opening	7.68	0.38
Additions During The Year	2.04	7.29
Deductions During The Year	-	-
Closing	9.72	7.68
Amortization		
Opening	1.01	0.27
For The Year	3.23	0.75
Closing	4.25	1.01
Net Block	5.47	6.66

Note 5: Investments

Particulars	As at 31st March 2025	As at 31st March 2024
Non-current		
In Equity Instruments		
<i>In subsidiaries (unquoted) - measured at cost</i>		
31 March 2025:18,00,000 Shares ,31 March 2024:18,00,000 Shares Equity Shares of ₹10 each in Nova Agri Sciences Private Limited Extent of holding :- 31 March 2025-100%,31 March 2024-100%	180.00	180.00
31 March 2025 :45,28,650 0.01% optionally convertible debentures of ₹100 each fully paid up in Nova agri sciences private limited Extent of holding :-31 st March 2025 -100%,31 March 2024-Nil	1,066.90	-
31 March 2025:50,000 Shares, 31 March 2024:50,000 Shares Equity Shares of ₹10 each in Nova Agri Seeds India Private Limited Extent of holding :- 31 March 2025-100%,31 March 2024-100%	5.00	5.00
<i>In other companies (unquoted) - measured at fair value through other comprehensive income</i>		
31 March 2025:100 Shares ,31 March 2024:100 Shares Equity Shares of ₹10 each in Agri Genome Resources India Private Limited Extent of holding :- 31 March 2025-1%,31 March 2024-1%	0.01	0.01
In optionally convertible debentures		
In subsidiaries (unquoted) - measured at amotised cost	3,640.80	-
Total	4,892.71	185.01

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 6: Loans

Particulars	As at 31st March 2025	As at 31st March 2024
Inter corporate Deposits & Other Advances	154.96	154.96
Less:-		
Allowance for doubtful advances	(149.63)	(149.63)
Total	5.33	5.33

Note 7: Other Financial Assets

Particulars	As at 31st March 2025	As at 31st March 2024
Security Deposits	97.77	97.77
Total	97.77	97.77

Note 8: Deferred tax asset (net)

Particulars	As at 31st March 2025	As at 31st March 2024
Deferred Tax Asset	599.61	630.63
Total	599.61	630.63

Note 9: Inventories

Particulars	As at 31st March 2025	As at 31st March 2024
Raw Materials and Spares	334.77	756.55
Packing Materials	328.04	742.96
Finished Goods	1,070.15	2,260.51
Total	1,732.96	3,760.02

Note 10: Trade receivables

Particulars	As at 31st March 2025	As at 31st March 2024
Sundry Debtors:		
Others	14,308.32	7,960.61
Less: Allowance for expected credit loss	(1,187.40)	(947.29)
Total	13,120.92	7,013.32

(a) Trade receivables ageing:

S.No	Particulars	As at 31-03-2025					Total
		<6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
1	Undisputed Trade Receivables - Considered as good	8,186.42	4,748.62	385.87	437.79	29.64	13,788.34
2	Disputed Trade Receivables - Considered as good	-	-	-	-	519.98	519.98
3	Less:- Loss Allowance On Debtors	-	-	-	-	-	(1,187.40)
	Total	8,186.42	4,748.62	385.87	437.79	549.62	13,120.92

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

S.No	Particulars	As at 31-03-2024					Total
		<6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
1	Undisputed Trade Receivables - Considered as good	4,955.28	1,929.47	338.62	348.46	-	7,571.82
2	Disputed Trade Receivables - Considered as good	-	-	-	-	388.79	388.79
3	Less:- Loss Allowance On Debtors	-	-	-	-	-	(947.29)
	Total	4,955.28	1,929.47	338.62	348.46	388.79	7,013.32

(b) Movement in the allowance for trade receivables for the period ended 31 March 2025 and 31 March 2024 is as follows:

Particulars	As at 31st March 2025	As at 31st March 2024
Opening balance at beginning of the year	947.29	671.24
Provision made during the year	311.64	301.52
Bad debts written off during the year	71.53	25.48
Closing balance at end of the year	1,187.40	947.29

Note 11: Cash and cash equivalents

Particulars	As at 31st March 2025	As at 31st March 2024
Cash in hand	58.38	80.01
Balances with banks		
i. Current accounts	236.13	6,144.67
ii. Fixed Deposit accounts with Original maturity period of less than 3 months*	260.00	-
Total	554.51	6,224.68

*Note:

1. Fixed deposit with Union Bank of India maturing on April 07,2025	260.00	-
---	--------	---

Note 12: Bank balances other than cash and cash equivalents

Particulars	As at 31st March 2025	As at 31st March 2024
Fixed Deposits With Banks*	2,267.25	2,261.56
Total	2,267.25	2,261.56

*Note:

1. Fixed deposit with Union Bank of India maturing on April 04,2025	1,000.55	-
2. Fixed deposit with ICICI maturing on Maturing on April 05,2025	589.83	-
3. Fixed deposit with ICICI maturing on Maturing on April 29,2025	600.24	-
4. Fixed deposit with Union Bank of India maturing on April 07,2025	76.64	-

Note 13: Other financial assets

Particulars	As at 31st March 2025	As at 31st March 2024
Security Deposits	2.05	1.93
Loans & Advances to Wholly owned subsidiary*	-	917.83
Coupon interest receivable on OCD	0.25	-
Total	2.30	919.75

Note:

*Loan advance to wholly owned subsidiary Nova Agri Sciences Private Limited.

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 14: Other current assets

Particulars	As at 31st March 2025	As at 31st March 2024
Advances to Employees	21.85	21.91
Balance with revenue Authorities	446.78	430.10
Other Advances	474.10	437.03
Advances to Material Suppliers	-	89.29
Advance For Capital Assets	498.19	133.44
Prepaid Insurance	47.85	35.22
Total	1,488.76	1,147.00

Note 15: Equity share capital**15.1 Authorised share capital**

Particulars	Equity shares	
	No. of shares	Amount
Authorised (Equity shares of ₹ 2 each)		
As at April 01,2023	10,00,00,000.00	2,000.00
Change during the year	-	-
As at March 31,2024	10,00,00,000.00	2,000.00
Change during the year	-	-
As at March 31, 2025	10,00,00,000.00	2,000.00

15.2 Issued, subscribed and fully paid up share capital

Particulars	Equity shares	
	No. of shares	Amount
Issued, subscribed and fully paid up (Equity shares of ₹ 2 each)		
As at April 01,2023	6,52,02,740.00	1,304.05
Add: Fresh issue of shares during the year (IPO)	2,73,17,073.00	546.34
As at March 31,2024	9,25,19,813.00	1,850.40
Add: Change during the year	-	-
As at March 31, 2025	9,25,19,813.00	1,850.40

*25,00,000 Equity Shares of face value of ₹ 2 each held by the Nova Agritech employee welfare trust pursuant to employee stock option plan are treated as treasury share till the time of exercise of options of employees in accordance with Ind As 102. These treasury shares are considered in the paid up capital but not considered in the calculation of EPS.

15.3 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year:

Particulars	Equity shares	
	No. of shares	Amount
Balance as at April 01,2023	65202740.00	1304.05
Add: Shares issued during the Year	27317073.00	546.34
Balance as at March 31,2024	92519813.00	1850.40
Changes during the year	-	-
Balance as at March 31,2025	92519813.00	1850.40

15.4 Rights, preferences and restrictions attached to each class of equity shares:

Equity shares: The Company has one class of equity shares having a face value of ₹ 2 each. Each shareholder is eligible for one vote per share held, Shareholders will have equal rights per share in terms of dividend, voting & Assets of the company.

During the Financial Year 2023-24 the company went into public issue, company newly issued 2,73,17,073 shares having face value ₹ 2 per share.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

15.5 Details of shareholders holding more than 5% shares in the Company:

Name of the equity shareholders	As at 31st March 2025		As at 31st March 2024	
	Number	% holding	Number	% holding
Siripurapu Malathi	84,21,620.00	9.10%	84,21,620.00	9.10%
Suraksha Agri Retail (India) Private Limited	1,53,88,040.00	16.63%	1,53,88,040.00	16.63%
Yeluri Family Trust	3,11,34,360.00	33.65%	3,11,34,360.00	33.65%
Total	5,49,44,020.00	59.39%	5,49,44,020.00	59.39%

15.6 Share options granted under the Group's employee share option plan

As at 31 March 2025, Number of shares reserved for issue under ESOP is 25,00,000 Equity shares of ₹ 2 each.

During the FY 2022-23 as on 6 January 2023 the company has allotted the 5,00,000 equity shares of ₹10/- each at fair value of ₹25/- each to the Nova Agritech Limited Employee Welfare Trust under the Nova Agritech Limited Share Based Employee Benefit Scheme 2022. The same were considered as treasury shares and included in paid up capital of the company but not considered for calculation of EPS.

15.7 The Company has neither bought back any shares nor issued any bonus shares or shares for consideration other than cash during the period of five years immediately preceding the reporting date.

15.8 Details of shareholding of promoters:

Name of promoter *	As at 31st March 2025		As at 31st March 2024		% change during the year***
	No of shares	% of total shares**	No of shares	% of total shares**	
Siripurapu Malathi	84,21,620.00	9.10%	84,21,620.00	9%	-
Suraksha Agri Retail (India) Private Limited	1,53,88,040.00	16.63%	1,53,88,040.00	17%	-
Yeluri Family Trust	3,11,34,360.00	33.65%	3,11,34,360.00	34%	-
Siripurapu Madhuri	25.00	0.00%	25.00	0%	-
Total	5,49,44,045	59.39%	5,49,44,045	59.39%	-

* Details of promoters are identified based on information submitted in the Annual Returns, filed in accordance with the provisions of Section 92 of the Companies Act, 2013 and also information submitted to stock exchanges

** Represents % of shares held, computed based on total number of shares as 31 March 2025 and 31 March 2024 respectively.

*** Represents change in share holding %, computed based on the shares held at the beginning of the year and end of the year of respective holder.

Note:

there was no change in the promoter's holding for the year ended 31 March 2025 and 31 March 2024.

Note 16: Other equity

Particulars	As at 31st March 2025	As at 31st March 2024
Securities Premium		
Opening Balance	9,548.49	-
Add: Shares issued during the year	-	10,653.66
Less: IPO Expenses	-	1,105.17
Less: Bonus shares issued out of Securities Premium	-	-
Closing Balance	9,548.49	9,548.49
Retained Earnings		
Surplus (Profit & Loss Account)	6,142.97	4,496.18
Balance brought forward from previous year	4,496.18	2,693.06
Add: Profit for the period	1,652.01	1,860.31
Less: Re-measurement gains/(losses) on account of OCI	(5.21)	(7.18)
Less: Bonus shares issued during the year	-	-

(All amounts are in INR lakhs except share data or unless otherwise specified)

Particulars	As at 31st March 2025	As at 31st March 2024
Treasury shares (25,00,000 Equity shares of ₹2 each)		
Opening	-	(50.00)
Additions during the year	-	-
Less: issue of equity shares on exercise of options	-	-
	15,691.46	14,044.66

Retained Earnings:

Retained earnings are the profits that the Company has earned till date after tax, less any dividends or other distribution to the shareholders.

Securities Premium:

Securities premium account is utilised in accordance with the provisions of the Companies Act, 2013.

Total Securities Premium amount on issue of shares is ₹ 10,653.66 Lakhs, out of this ₹ 1,105.17 lakhs adjusted as IPO offer Expenses

Note 17: Borrowings

Particulars	As at 31st March 2025	As at 31st March 2024
(i) Secured Loans		
Vehicle Loan From Banks On Hypothecation of Vehicles	15.69	19.73
Corporation loan	53.33	168.82
Long Term portion of Borrowings	69.02	188.55
(ii) Unsecured Loans		
Term Loan From Sri Ram City Finance	-	159.19
From Directors	-	55.77
Vehicle loans	-	-
Total	69.02	403.51

S. No	Bank	Sanctioned Amount	Rate of Interest	Security	Repayment	Amount Outstanding
1	Corporation Bank Loan	₹ 480 Lakhs	7.50% p.a	Secured by Hypothecation of stock and book debts	Repayable in 48 monthly equal instalments of ₹ 1493100/- each	35.48
2	Corporation UGELC	₹ 240 Lakhs	7.50 % p.a	Secured by Hypothecation of stock and book debts and all other current assets of the company	Repayable in 60 monthly equal instalments of ₹ 666666/- each	133.33
3	Union Bank of India Loan	₹ 16 Lakhs	7.30 % p.a	Secured by hypothecation of Vehicle purchased amounting to ₹ 18.48 lakhs	Repayable in 84 monthly equal instalments of ₹ 24384/- each	10.07
4	Union Bank of India Loan	₹ 16 Lakhs	7.30 % p.a	Secured by hypothecation of Vehicle purchased amounting to ₹ 18.48 lakhs	Repayable in 84 monthly equal instalments of ₹ 24384/- each	10.07

(a) Loan from directors and other related parties are interest free, unsecured and are repayable on demand.

Note 18: Other Financial Liabilities

Particulars	As at 31st March 2025	As at 31st March 2024
Security Deposits from Dealers	32.38	32.69
Other Payable	-	2.75
Total	32.38	35.44

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 19: Long Term Provisions

Particulars	As at 31st March 2025	As at 31st March 2024
Provision for Gratuity	97.02	82.84
Total	97.02	82.84

Note 20: Short term borrowings

Particulars	As at 31st March 2025	As at 31st March 2024
Secured Loans repayable on demand		
From Corporation Bank CC	2,990.05	2,950.69
Current Maturities of Long Term Borrowings	119.93	531.97
Unsecured Loans		
Credit Cards	3.58	10.03
Total	3,113.56	3,492.69

S.No	Name of bank	Amount sanctioned	Date of sanction	Security	DP Limit	ROI	Amount outstanding
1	Corporation Bank	₹3000 lakhs	13 th Feb 2023	Secured by Hypothecation of Stock, Trade receivables & all other current assets of the company	3000 Lakhs	9.7%P.a	2,990.05
2	ICICI Bank	₹100 lakhs	11 th Nov 2019	-	100 Lakhs	-	3.58

Note 21: Trade payables

Particulars	As at 31st March 2025	As at 31st March 2024
- Total outstanding dues of micro and small enterprises;	456.58	488.73
- Total outstanding dues of creditors other than micro and small enterprises	4,376.52	2,088.85
Total	4,833.10	2,577.58

(a) Trade payables ageing schedule as at 31 March 2025:

Outstanding for following periods from due date of payment	Undisputed		
	MSME	Others	Total
Not due			
Less than 1 year	456.58	4,376.52	4,833.10
1-2 years	-	-	-
2-3 years	-	-	-
More than 3 years	-	-	-
Total	456.58	4,376.52	4,833.10

(b) Trade payables ageing schedule as at 31 March 2024:

Outstanding for following periods from due date of payment	Undisputed		
	MSME	Others	Total
Not due			
Less than 1 year	488.73	2,039.12	2,527.85
1-2 years	-	49.73	49.73
2-3 years	-	-	-
More than 3 years	-	-	-
Total	488.73	2,088.85	2,577.58

Note:

There are no outstanding disputed dues payables as at 31 March 2025 and 31 March 2024



(All amounts are in INR lakhs except share data or unless otherwise specified)

- (c) The creditors covered by Micro, Small and Medium Enterprises Development Act, 2006 ("the MSMED Act, 2006") have been identified on the basis of information available with the Company. Disclosures in respect of the amounts payable to such parties are given below:

Dues to Micro Small and medium:

Particulars	As at 31st March 2025	As at 31st March 2024
(i) The principal amount remaining unpaid as at the end of the year	456.58	488.73
(ii) The amount of interest accrued and remaining unpaid on (i) above	-	-
(iii) Amount of interest paid by the Company in terms of Section 16, of the MSMED Act, 2006 along with the amounts of payments made beyond the appointed date during the year.	-	-
(iv) The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-
(v) The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006.	-	-

Note 22: Other financial liabilities

Particulars	As at 31st March 2025	As at 31st March 2024
Expense payable	106.03	243.18
Total	106.03	243.18

Note 23: Other current liabilities

Particulars	As at 31st March 2025	As at 31st March 2024
Statutory dues	48.32	119.66
Total	48.32	119.66

Note 24: Short Term Provisions

Particulars	As at 31st March 2025	As at 31st March 2024
Provision for Gratuity	13.28	18.80
Provision for Credit Sales	124.55	103.02
Total	137.84	121.82

Note 25: Current Tax Liability

Particulars	As at 31st March 2025	As at 31st March 2024
Provision For Taxation (Net of Advance Tax)	507.35	533.47
Total	507.35	533.47

Note 26: Revenue from operations

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue from sale of goods	16,585.58	17,984.46
Total (A)	16,585.58	17,984.46
Other operating income	-	-
Interest Income	-	-
Rental Income	-	-
Sale of Scrap	-	-
Others	-	-
Total	16,585.58	17,984.46

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 27: Other income

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest Income	242.90	12.76
Interest Income on optionally convertible debentures	179.30	-
Rental income	10.29	9.80
Misc. Income	0.63	0.26
Total	433.12	22.82

Note 28: Cost of Material Consumed

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Raw material		
Opening	756.55	653.33
Closing	334.77	756.55
Purchases (Net)	9,184.94	12,460.42
Sub-total (a)	9,606.73	12,357.19
Packing Material		
Opening	742.96	422.90
Closing	328.04	742.96
Sub-total (b)	414.92	(320.06)
Total	10,021.65	12,037.14

Note 29: Changes in inventories of Finished goods

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Finished goods		
Opening Stock	2,260.51	1,861.63
Closing Stock	1,070.15	2,260.51
Total	1,190.36	(398.87)

Components of inventory consists of the cost of materials, finished goods and packing materials as follows.

	Raw Materials	Packing Materials	Finished Goods
Opening	756.55	742.96	2,260.51
Closing	334.77	328.04	1,070.15
Change In Inventory	421.78	414.92	1,190.36

Note 30: Employee benefits expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries and wages	1,112.86	1,302.91
Contribution to provident fund and others	68.11	60.89
Staff welfare expenses	32.49	32.82
Total	1,213.47	1,396.62

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 31: Finance costs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest on CC	274.84	348.81
Interest On Terms Loans	34.55	193.87
Other Borrowing Costs	9.20	65.03
Total	318.59	607.71

Note 32: Depreciation and amortisation expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation on Fixed Assets	102.18	136.75
Total	102.18	136.75

Note 33: Other expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Transport Charges	355.36	736.93
Travelling Expense	183.28	318.36
Consultancy Charges	486.75	106.81
Marketing Expenses	123.54	205.34
Allowance for Doubtful debts	311.64	301.52
Research & Development Expenses	152.40	108.52
Power & Fuel	21.42	28.10
Rental Expense	4.16	4.89
Repairs & Maintenance	45.46	68.07
Office Maintenance	53.72	33.18
Subscriptions & Renewals	4.92	1.46
Insurance Expenses	15.51	18.35
Rates & Taxes	72.47	41.80
Loading & Unloading Expenses	13.28	14.86
Printing & Stationary Expenses	8.12	9.64
Telephone & Internet Charges	5.79	8.15
Other Expenses	31.65	58.14
Loss on Foreign exchange	13.31	90.62
CSR Expenses	29.78	16.92
Payment to Auditor*	22.75	12.60
Total	1,955.32	2,184.25

Payment to Auditor*

For Statutory Audit	11.75	8.60
For Tax Audit	4.00	4.00
Other	7.00	-

*Excluding INR 50.00 Lakhs towards attest services in connection with Initial Public Offering in the FY 23-24

Note 34: Payments to auditor

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
For Statutory Audit	11.75	8.60
For Tax Audit	4.00	4.00
For others	7.00	-
	22.75	12.60

*Excluding INR 50.00 Lakhs towards attest services in connection with Initial Public Offering during the FY 2023-24

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 35: Earnings per share(EPS)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
(i) Profit / (Loss) attributable to equity shareholders of the Company.(₹ Lakhs)	1,652.01	1,860.31
Basic		
(ii) Weighted average number of equity shares of ₹ 2/- each outstanding during the year	92,519,813	67,342,900
Less: Weighted average number of Treasury shares of ₹ 2/- each outstanding during the year	(2,500,000)	-
Dilution		
(iii) Effect of Potential equity shares on employees stock options outstanding		
(iv) Weighted average number of equity shares of ₹ 2/-each outstanding during the year	90,019,813	67,342,900
Earning Per share (Face Value of ₹ 2/- each)		
(v) Basic (₹)	1.84	2.76
(vi) Diluted (₹)	1.84	2.76

- During the Financial Year 2023-24 the company went into public issue, company newly issued 2,73,17,073 shares having face value ₹2 per share.
- **25,00,000 Equity Shares of face value of ₹ 2 each held by the Nova Agritech Limited employee welfare trust pursuant to employee stock option plan are treated as treasury share till the time of exercise of options of employees in accordance with Ind AS 102. These treasury are considered in the paid up capital and but not considered in the calculation of EPS.
- In a Capitalisation or bonus issue or a share split, the number of ordinary shares outstanding is increased without an increase in resources. The number of ordinary shares outstanding before the event is adjusted for the proportionate change in the number of ordinary shares outstanding as if the event had occurred at the beginning of the earliest period presented.

Note 36: Income tax

a) Amount recognized in the statement of profit and loss

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Current Tax	532.35	533.47
Deferred tax attributable to temporary differences	32.77	(350.10)
Tax Expense for the year	565.12	183.37

b) Income tax credit/(expense) recognised directly in equity

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Re-measurement gains/ (losses) on defined benefit plans	(6.97)	(9.60)
Deferred tax on re-measurement losses on defined benefit plans	1.75	2.42
	(5.21)	(7.18)

c) Reconciliation of tax expense to the accounting profit is as follows:

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2025 and 31 March 2024:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Accounting profit before income tax	2,217.14	2,043.68
Profit/(loss) before tax from a discontinued operation	-	-
Accounting profit before income tax	558.05	514.39
At India's statutory income tax rate of 25.17% (31 March 2024: 25.17%)		
Deductible expenses for tax purposes:		
Depreciation allowable under Income tax Act	30.85	40.03
IPO Expenses	166.90	278.17

(All amounts are in INR lakhs except share data or unless otherwise specified)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Bad debts Written off	18.00	6.41
Interest Income on OCD	0.06	-
At the effective income tax rate of 25.17% (31 March 2024: 25.17%)	215.82	324.62
Effect of Non-deductible expenses for tax purposes:		
Depreciation debited to Profit & Loss	25.72	34.42
CSR Expenses	7.50	4.26
Gratuity	0.42	1.19
Others	130.70	(46.27)
Interest Income on OCD	45.13	-
Interest on Late payments	13.42	-
At the effective income tax rate of 25.17% (31 March 2024: 25.17%)	222.89	(6.41)
	565.12	183.37
Income tax expense reported in the statement of profit and loss	565.12	183.37
	25.49%	8.97%

Deferred tax relates to the following**Balance Sheet**

Particulars	As at 31st March 2025	As at 31st March 2024
Deferred tax assets:		
WDV as per Companies Act	1,106.87	1,185.02
WDV as per IT Act	1,233.78	1,472.79
Difference	(126.91)	(287.77)
Provision for gratuity	(110.30)	(101.64)
Allowance For Doubtful Debts	(1,187.40)	(947.29)
Allowance For Doubtful Advances	(149.63)	(149.63)
Provision for credit sales	(124.55)	(103.02)
Leave Encasement	(20.35)	(32.00)
IPO Expenses	(663.10)	(884.14)
Net difference	(2,382.24)	(2,505.49)
Tax rate	25.17%	25.17%
Deferred tax	(599.61)	(630.63)
Opening Deferred Tax	(630.63)	(278.12)
Transferred to PandL	31.02	(352.51)
Deferred tax as on 31/03/2025	(599.61)	(630.63)

Reflected in the balance sheet as follows:

Particulars	As at 31st March 2025	As at 31st March 2024
Deferred tax assets (continuing operations)	(599.61)	(630.63)
Deferred tax liabilities:	-	-
Deferred tax liabilities/(assets), net	(599.61)	(630.63)

Note 37: Employee Benefits:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Salaries and wages	1,112.86	1,302.91
Contribution to provident fund and others	68.11	60.89
Staff welfare expenses	32.49	32.82
	1,213.47	1,396.62

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Notes:

The Code on Social Security, 2020 ('Code') relating to employee benefits received Presidential assent in September 2020. However, effective date and the final rules/interpretation have not yet been notified/issued. The Company is in the process of assessing the impact of the Code and will recognize the impact, if any, based on its effective date.

The Company operates defined benefit plan i.e., gratuity for its employees. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service. The fund has the form of a trust and it is governed by the Board of Trustees who is responsible for the administration of the plan assets and for the definition of the investment strategy.

During the period the Company has recognized the following amounts in the Statement of profit and loss.

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Employers Contribution to Provident fund	22.61	26.60
Employers Contribution to Employee state insurance	0.69	1.63
	23.30	28.23

The components of gratuity cost recognized in the statement of profit and loss for the years ended 31st March 2025 and 2024 consist of the following:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Current service cost	12.41	11.35
Interest on net defined benefit liability/(asset)	7.37	6.55
Expected Return on plan Assets	-	-
Components of defined benefit costs recognized in statement of profit or loss - (A)	19.77	17.90
Actuarial (gain) / loss on plan obligations	6.97	9.60
Components of defined benefit costs recognized in other comprehensive income - (B)	6.97	9.60
Total (A+B)	26.74	27.50

The amount included in the balance sheet arising from the entity's obligation in respect of defined benefit plan is as follows:

Particulars	As at 31st March 2025	As at 31st March 2024
Current-Liability (Short Term)	13.28	18.80
Non-Current Liability (Long Term)	97.02	82.84
Total Liability	110.30	101.64

Movement in the present value of the defined benefit obligation is as follows

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Defined benefit obligations at the beginning of the year	101.64	87.31
Benefits Paid	(18.09)	(13.17)
Expenses Recognised in statement of Profit & Loss	19.77	17.90
Current service cost	12.41	11.35
Interest on defined obligations	7.37	6.55
Expenses Recognised in statement of OCI	6.97	9.60
Actuarial loss/(gain) due to change in assumptions	-	-
Actuarial loss/(gain) due to experience changes	6.97	9.60
Defined benefit obligations at the end of the year	110.30	101.64

Summary of Actuarial Assumptions

The actuarial assumptions used to determine benefit obligations in accounting for the Gratuity Plan are as follows:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Discount rate	7.00%	7.25%
Rate of increase in compensation	5.00%	5.00%
Expected Average Remaining Service	18.90%	20.08%

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 38: Related Party Disclosures

List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

(A) Name of Related parties and their relationships:

Names	Nature of Relationship	Percentage of Holding as at	
		31st March 2025	31st March 2024
Nova agri sciences private limited (NASPL)	subsidiary	100.00	100.00
Nova agri seeds India private limited (NASIPL)	subsidiary	100.00	100.00
Suraksha Agri Retails (India) Private Limited.(SARIPL)	Promoter of the company/associate	-	-
Nova Fertilcare Private limited.(NFCPL)	associate	-	-
Nova Dairy Tech India Private limited.(NDIPL)	associate	-	-
Nova Health sciences Private Limited.(NHSPL)	associate	-	-
Agri Genome Resources India private limited.(AGRIPL)	associate	-	-
AIC Nova Foundation for Agricultural Innovation and research. (AIC NFAIR)	associate	-	-
Zeit systems	Proprietorship in which director has substantial interest	-	-

(ii) Details of other Related parties:

Names	Nature of Relationship
Mr. Ramesh Babu Nemani (W.E.F 23/03/2022)	Non executive Independent Director
Mr. Kiran Kumar Atukuri (W.E.F 09/07/2018)	Promoter-Executive director
Mrs. Kandula Swapna (W.E.F 19/03/2020)	Non executive Independent Director
Mr. Adabala Seshagiri Rao (W.E.F 25/10/2022)	Non executive Independent Director
Dr. Kiran Kumar Adapa (W.E.F 17/03/2021)	Non executive Independent Director
Mr. Cherukuri Rajesh (W.E.F 02/04/2024)	Whole time director
Mrs. Malathi Siripurapu (W.E.F 17/03/2021)	Promoter-Executive director
Mrs. Neha Soni (W.E.F. 22/10/2020)	Company Secretary
Mr. Gunupudi Kamoji Srinivas (W.E.F. 03/01/2023)	Chief Financial Officer
Mr. Mandalapu Srinivasa Rao (W.E.F. 16/03/2024)	Chief Executive Officer

(B) Transactions during the year:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
(i) sale of Finished goods/Raw materials		
a) Subsidiary -NASPL	647.37	1,825.48
b) Promoter/Associate-SARIPL	1,405.92	-
c) Zeit systems (Proprietorship in which director has interest)	1,404.43	-
(ii) Rent Income		
a) Subsidiary -NASPL	10.29	9.8
(iii) Purchase of finished goods/ Raw materials		
a) Subsidiary -NASPL	573.67	2,077.96
(iv) Investment in Subsidiary		
a) Nova agri sciences private limited - In Optionally convertible debentures	4,528.65	-
(v) Advance towards Purchases		
a) NASIPL	10.54	-
(vi) Interest accrued		
Accrued Interest income- Subsidiary- NASPL	0.25	-
(vii) Loans and advances Given		
a) Subsidiary -NASPL	-	905.62
(viii) Repayment of unsecured loan from directors	55.77	-
a) S Malathi		
(ix) amount received from subsidiary towards loan repayment		
a) Subsidiary -NASPL	905.62	-

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

(C) Outstanding balances as at the year end

Particulars	As at 31st March 2025	As at 31st March 2024
(i) Investment in Subsidiaries		
a) Nova agri sciences private limited - In Equity Instruments	180.00	180.00
b) Nova agri seeds India private limited - In Equity Instruments	5.00	5.00
c) Nova agri sciences private limited - In Optionally convertible debentures	4,528.65	-
(ii) Unsecured loans from Directors		
a) S Malathi	-	55.77
(iii) Payables to		
a) Subsidiary - NASPL	3,296	945.77
b) Swapna Kandula	0.32	-
c) Adabala Seshagiri Rao	0.32	-
d) Ramesh Babu Nemani	0.41	-
e) Dr. Adapa Kiran Kumar	0.41	-
(iv) Receivables from		
a) Promoter /associate-SARIPL	1,313.58	-
b) Zeit systems (Proprietorship in which director has interest)	1,447.77	-
(v) Other Financial assets		
a) Subsidiary - NASPL	0.25	905.62
(vi) Other current assets		
a) Subsidiary - NASIPL	10.54	-

(D) Transactions with Key Managerial persons

a) Compensation of key management personnel of the Company

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Short-term employee benefits	490.04	447.65
	490.04	447.65

Short-term employee benefits

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Remuneration / Managerial Remuneration to KMP*		
Malathi S	271.83	271.82
Sreekanth Yenigalla	-	53.16
Kiran Kumar Atukuri	79.06	53.56
Basanth Kumar Nadella	-	33.11
Neha Soni	12.18	12.00
Gunupudi Kamoji Srinivas	31.20	24.00
Srinivas Rao Mandalapu	68.61	-
Rajesh Cherukuri	17.51	-
Director Sitting fees		
Swapna Kandula	2.45	-
Adabala Seshagiri Rao	2.85	-
Ramesh Babu Nemani	2.80	-
Dr. Adapa Kiran Kumar	1.55	-
Total	490.04	447.65

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 39: Financial instruments & fair value measurements:

All assets and liabilities for which fair value is measured or disclosed in the Ind AS financial statements are categorised within the fair value hierarchy, as below, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Financial assets and liabilities: As on 31 March 2025

Particulars	Fair value	Total Carrying value
Assets		
Investments	4,892.71	4,892.71
Loans	5.33	5.33
Trade receivables	13,120.92	13,120.92
Cash & cash equivalents	554.51	554.51
Other Bank Balances	2,267.25	2,267.25
Other financial assets	100.07	100.07
	20,940.79	20,940.79
Liabilities		
Non current borrowings	69.02	69.02
Current borrowings	3,113.56	3,113.56
Trade payables	4,833.10	4,833.10
Other financial Liabilities	138.41	138.41
	8,154.09	8,154.09

Financial assets and liabilities: As on 31 March 2024

Particulars	Fair value	Total Carrying value
Assets		
Investments	185.01	185.01
Loans	5.33	5.33
Trade receivables	7,013.32	7,013.32
Cash & cash equivalents	6,224.68	6,224.68
Other Bank Balances	2,261.56	2,261.56
Other financial assets	1,017.52	1,017.52
	16,707.42	16,707.42
Liabilities		
Non current borrowings	403.51	403.51
Current borrowings	3,492.69	3,492.69
Trade payables	2,577.58	2,577.58
Other financial Liabilities	278.62	278.62
	6,752.40	6,752.40

There has been no transfers between levels during the year. The management has assessed that the carrying values of financial assets and financial liabilities for which fair values are disclosed, reasonably approximate their fair values because these instruments have short-term maturities.

Note 40: Financial Risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, trade and other receivables, cash and cash equivalents, bank balances and security deposits.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's risk management is carried out by a treasury department under policies approved by the Board of Directors. The Board of Directors provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

a. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument that will fluctuate because of changes in market prices. Market risk comprises three types of risk i.e. interest rate risk, currency risk and other price risk, such as commodity risk. Financial instruments affected by market risk include borrowings, derivatives financial instruments and trade payables.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rate relates primarily to the Company's borrowings with floating interest rates. The following table demonstrates the sensitivity to a reasonably possible change in interest rates on borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, without considering impact of derivatives not designated as hedges, as follows:

The exposure of the company's borrowings to interest rate changes at the end of the year are as follows:-

Particulars	Increase/ decrease in basis points	Effect on profit before tax
31-Mar-25		
INR	100	(32.89)
INR	(100)	32.89
31-Mar-24		
INR	100	(40.84)
INR	(100)	40.84

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's foreign currency borrowings and trade payables.

Unhedged foreign currency exposure as at balance sheet date (all amounts are payable in US dollars stated in Indian rupees)

Particulars	As at 31st March 2025	As at 31st March 2024
Imports	791.38	900.06
	791.38	900.06

Sensitivity

Particulars	As at 31st March 2025	As at 31st March 2024
Impact on standalone profit or loss		
Sensitivity		
1% Increase in FCER	(7.91)	(9.00)
1% Decrease in FCER	7.91	9.00

b. Credit Risk:

Credit risk is the risk of loss that may arise on outstanding financial instruments if counterparty default on its obligations. The Company's exposure to credit risk arises majorly from trade and other receivables. Other financial assets like security deposits and bank deposits are mostly with government authorities and scheduled banks and hence, the Company does not expect any credit risk with respect to these financial assets.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates,

(All amounts are in INR lakhs except share data or unless otherwise specified)

also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Details of financial assets - not due, past due and impaired

None of the Company's cash equivalents, including term deposits with banks, were past due or impaired as of 31 March 2025. The Company's credit period for trade and other receivables payable by its customers generally ranges from 30 - 90 days.

The ageing of trade and other receivables is given below:

Particulars	As at 31st March 2025	As at 31st March 2024
Neither past due nor impaired		
Past due but not impaired		
Less than 365 days	12,935.04	6,884.75
More than 365 days	1,373.28	1,075.86
	14,308.32	7,960.61
Less : Allowance for expected credit losses	1,187.40	947.28
	13,120.92	7,013.32

Reconciliation of impairment of trade receivables and other assets

Particulars	As at 31st March 2025	As at 31st March 2024
Impairment of Trade receivable		
Balance at the beginning of the year	947.28	671.24
Add: Provision made during the year	311.64	301.52
Less: Reversal of earlier years provisions	-	-
Less: Bad debts written off from earlier years provisions	71.53	25.48
Balance at the end of the year	1,187.40	947.28

C. Liquidity risk

The Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/long term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

The table below summarises the maturity profile of the Company's financial liabilities on undiscounted basis:

Maturities	Upto 1 year	1-5 Years	Above 5 years	Total
31-Mar-25				
Non-current borrowings	-	69.02	-	69.02
Current borrowings	3,113.56	-	-	3,113.56
Trade payables	4,833.10	-	-	4,833.10
Other financial liabilities	138.41	-	-	138.41
	8,085.07	69.02	-	8,154.09

Maturities	Upto 1 year	1-5 Years	Above 5 years	Total
31-Mar-24				
Non-current borrowings	-	403.51	-	403.51
Current borrowings	3,492.69	-	-	3,492.69
Trade payables	2,527.85	49.73	-	2,577.58
Other financial liabilities	278.62	-	-	278.62
	6,299.16	453.24	-	6,752.40

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 41: Details of CSR expenditure:

As per Section 135 of the Companies Act, 2013 ('Act'), a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The focus areas of Company's CSR activities are Education and Health care & while also pursuing CSR activities for the benefit of community around its local areas of operations. The CSR activities of the Company are in line with the Schedule VII of the Act. A CSR committee has been formed by the Company as per the Act. The CSR Committee shall recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the Company as specified in Schedule VII of the Act, as amended from time to time.

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
i) Amount required to be spent by the company during the year	29.78	16.92
ii) Amount required to be set off for the financial year, if any	-	-
iii) Total CSR obligation for the financial year	29.78	16.92
iv) Amount of expenditure incurred		
(a) Construction/acquisition of any asset	-	-
(b) On purposes other than (a) above	29.78	16.92
v) Shortfall/ (Pre spent) at the end of the year ((iii)-(iv))	-	-
vi) Total of previous years shortfall	-	-
vii) Reason for shortfall		-
viii) Nature of CSR activities	Eradicating hungry, poverty and malnutrition and Promoting health care including preventive health care and sanitation	
ix) 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	NA	N.A
x) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	N.A

Note 42: Other statutory information

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company does not have any transactions with struck off companies.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall
 - 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)
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall
 - 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
- The Company has not entered in to any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- The Company has not been declared as willful defaulter by any bank or financial institution or other lender.

(All amounts are in INR lakhs except share data or unless otherwise specified)

9. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
10. No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, during the year.
11. The Company have borrowings from banks or financial institutions against security of its current assets.
12. The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

Note 43: Issue of shares

In the financial year 2023-24, The Company has completed Initial Public Offer of 3,50,75,693 Equity Shares of the face value of ₹ 2 each at an issue price of ₹ 41 per Equity Share, comprising offer for sale of 77,58,620 shares by selling shareholders aggregating to ₹ 3,181.03 Lakhs and fresh issue of 2,73,17,073 shares aggregating to ₹ 11,200 Lakhs. The Equity Shares of the Company were listed on January 31, 2024 with BSE Limited and the National Stock Exchange of India Limited.

The Company had received an amount of 10094.83 Lakhs (net off IPO expenses of 1105.17 Lakhs) from proceeds out of fresh issue of equity shares.

IPO Expenses

The total IPO Expenses belongs to the Company is ₹ 1105.17 Lakhs has been adjusted against securities premium account.

Utilisation of proceeds from IPO:

The details of utilization of proceeds from IPO (net of Offer Expenses) are Summarised as follows:

Particulars	Total Amount (In Lakhs) As per offer letter	Utilised Upto 31st March 2025
a. Investment in our subsidiary, Nova Agri Sciences Private Limited for setting-up a new formulation plant	1,420.11	1,376.11
b. Funding Capital Expenditure by our Company, towards expansion of our existing formulation plant	1,048.95	788.95
c. Funding of working capital requirement of Our Company	2,665.47	1,703.16
d. Investment in our subsidiary, Nova Agri Sciences Private Limited, for funding working capital requirements.	4,335.85	3,108.54
e. General corporate purposes	624.45	623.02
	10,094.83	7,599.78

Unutilised IPO Proceeds as at March 31, 2025 are available as fixed deposit with banks and with escrow account.

Note 44: Ratio Analysis and its elements:

Ratio	31-Mar-25	31-Mar-24	% change	Reasons for variance >25%
Current Ratio	2.19	3.01	(27.16)	*1
Debt- Equity ratio	0.51	0.48	6.50	
Debt service coverage ratio	2.79	3.06	(8.89)	
Return on equity ratio	0.10	0.19	(47.30)	*2
Inventory turnover ratio	6.04	5.37	12.45	
Trade receivable turnover ratio	1.65	2.66	(38.08)	*3
Trade payable turnover ratio	2.48	5.01	(50.56)	*4
Net capital turnover ratio	1.59	1.26	26.01	*5
Net profit ratio	0.10	0.10	(3.71)	
Return on capital employed	0.14	0.16	(11.50)	
Return on investment	0.34	10.06	(96.64)	*6

1. Decrease in Current Assets & simultaneous rise in current liabilities resulting in Decrease in Current Ratio
2. Due to a significant increase in average shareholders' equity, the Return on Equity (ROE) ratio has decreased
3. Due to a significant increase in average trade receivables and decline in Sales

Notes to the Standalone Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

4. Due to significant Decrease in Purchases and increase in trade payables results in Decrease in Trade Payable Turnover Ratio
5. Decrease in Revenue from operations(Sales) & Decrease in Net working capital resulting in Decrease in Net Capital Turnover Ratio
6. Significant increase in investment results in Decrease in Return on Investment

Formula used to compute Ratios:

Ratio	Formula
Current Ratio	Current assets/Current liabilities
Debt- Equity ratio	(Long-term and Short-term borrowings including Current maturities of long-term borrowings)/ (total equity)
Debt service coverage ratio	(Profit after tax and before Depreciation and Amortisation Expense, Finance costs excluding lease interest, exceptional Items)/ (Finance costs excluding lease interest + Principal repayment of long-term borrowings)
Return on equity ratio	Net Profit after tax / Average share-holders equity
Inventory turnover ratio	(Cost of materials consumed, Purchases of stock-in-trade, Changes in inventories of finished goods, work-in-process and stock-in-trade)/ Average Inventories
Trade receivable turnover ratio	Revenue from operations /Average receivables
Trade payable turnover ratio	Purchases / Average Trade payables
Net capital turnover ratio	Net sales / Working capital
Net profit ratio	Profit after tax/ Revenue from operations
Return on capital employed	Earnings before Interest and taxes / Capital employed
Return on investment	Interest Income/Investment

Note 45: Capital Management

The Company's capital management Primary objective is to maximise the total shareholder return by optimising cost of capital through flexible capital structure that supports growth. Further, the Company ensures optimal credit risk profile to maintain/enhance credit rating.

The Company manages its capital to ensure that the Company will be able to continue as going concern while maximizing the return to stakeholders through the optimization of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual operating plan and long-term strategic plans. The funding requirements are met through internal accruals and long-term/short-term borrowings. The Company monitors the capital structure on the basis of Net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

For the purpose of capital management, capital includes issued equity capital, securities premium and all other reserves. Net debt includes all long and short-term borrowings as reduced by cash and cash equivalents, Bank deposits and inter-corporate deposits with financial institutions.

Following table summarises the capital of the company:

	As at 31st March 2025	As at 31st March 2024
Long term borrowings & short term borrowings	3369.31	4294.48
Inter-corporate deposits with financial institution		
Less: Cash and cash equivalents and Bank Deposits	(554.51)	(6224.68)
Net debt (A)	2814.80	(1930.20)
Equity(B)	17541.86	15895.06
Net debt to Equity ratio(A/B)	0.16	(0.12)
Interest coverage ratio	7.96	4.36



(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 46: Contingent Liabilities/Assets:

Particulars	As at 31st March 2025	As at 31st March 2024
Corporate Guarantees	800.00	800.00
Capital Commitments:		
i) Contract to be executed(net of advance)	251.26	251.26
ii) Claims against the company not acknowledged as debts	19.63	19.63
	1,070.89	1,070.89

*The Company vide its 0042 Board meeting had approved for purchase of land in Karnataka of 10 acre at Kadachur Industrial Area, Yardage district, dated on 02-12-2021. Accordingly, as at 31st March 2023 the company had paid an advance amounting to ₹123.74 lakhs towards purchase of 33% out of total consideration payable of ₹ 375.00 lakhs accordingly as at 31st March 2023, balance of ₹ 251.26 lakhs is disclosed as commitment.

Note 47: Research expenses recognised in the statement of profit and loss account

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Others	152.40	108.52
	152.40	108.52

Note 48: Previous period/year figures have been regrouped/re-classified wherever necessary, to conform to current period's classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013.

For **NSVR & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No:008801S/S200060

P. VENKATA RATNAM
Partner
Membership Number: 230675
UDIN:25230675BMINDP4013

Place: Hyderabad
Date: 30-05-2025

For and on behalf of the Board of Directors
Nova Agritech Limited

KIRAN KUMAR A
Managing Director
(DIN: 08143781)

RAJESH CHERUKURI
Whole-Time Director
(DIN: 09840611)

K SRINIVAS GUNUPUDI
Chief financial officer

SRINIVAS RAO M
Chief Executive Officer

NEHA SONI
Company Secretary

Consolidated Independent Auditor's Report

To

The Members of
Nova Agritech Limited,

Report on the audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Nova Agritech Limited ("the Company"), which comprise the balance sheet as at 31st March 2025 and the statement of profit and loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as on 31st March 2025, and its profit (including other comprehensive income), its cash flows and the changes in equity for year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated 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 Consolidated 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 on the Consolidated Financial Statements.

Key Audit Matters

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

Key Audit Matter	Auditor's Response
1. Trade Receivables : Net Trade Receivables amounting to ₹ 18,038.94 lakhs Trade Receivables are recognized at their anticipated realized value, which is the original invoice amount less estimated value of allowance. Trade receivables are considered as key audit matters in the audit due to size of Trade receivables balance and the high level of management judgment used in determining the provision.	To obtain sufficient and appropriate audit evidence, our principal audit procedures and procedures performed by component auditors, amongst others, include the following: <ul style="list-style-type: none">• We obtained balance confirmations from customers on sample basis;• We analyzed the aging of trade receivables; and• We obtained a list of long outstanding receivables, and assessed the recoverability of these through inquiry with management and by obtaining sufficient corroborative evidence to support the conclusions.



Key Audit Matter	Auditor's Response
<p>2. Revenue recognition – 29,413.16 Sale of Goods: (Refer Note 26 of the Consolidated Financial Statements)</p> <p>Revenue recognition – Sale of goods</p> <p>Refer Note on “Revenue Recognition” of the Consolidated Financial Statements under Material Accounting Policies. Revenue from sale of goods is recognized when control of the products being sold is transferred to the customers and when there are no longer any unfulfilled obligations. The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms. Revenue is measured at transaction price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates.</p> <p>Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur. Our customers have the contractual right to return goods only when authorized by the Group. An estimate is made of goods that will be returned and a liability is recognized for this amount using a best estimate based on accumulated experience.</p>	<p>We have performed the following principal audit procedures in relation to revenue recognized which include a combination of testing internal controls and substantive testing as under:</p> <ul style="list-style-type: none"> Assessing the appropriateness of the Company's revenue recognition accounting policies in line with Ind AS 115 and testing thereof. Evaluating the integrity of the general information and technology (“IT”) control environment and testing the operating effectiveness of key IT application controls. Understanding the revenue recognition process, evaluating the design and implementation of Company's controls in respect of revenue recognition. <hr/> <ul style="list-style-type: none"> Testing the effectiveness of such controls over revenue cut-off at year end. Testing the supporting documentation for sales transactions recorded during the period closer to the year end and subsequent to the year end, including examination of credit notes issued subsequent to the year end to determine whether revenue was recognized in correct period. Performing analytical procedures on current year revenue based on monthly trends and where appropriate, conducting further enquiries and testing.

Information other than the Consolidated financial statements and auditor's report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the yearly report, for example, Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated financial statements and our auditor's report thereon. The other information as stated above is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated 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 a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the Consolidated financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Consolidated Independent Auditor's Report (Contd.)

In preparing the Consolidated Financial Statements, the 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 the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated 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 Consolidated Financial Statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated 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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, The Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to Consolidated Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Consolidated Financial Statements.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of the 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 Consolidated Financial Statements.
 - ii. The Company has made provision, as required under the applicable laws or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, 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, as disclosed in the notes to the Consolidated Financial Statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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. management has represented to the best of their knowledge and belief, other than as disclosed in the notes to accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Consolidated Independent Auditor's Report (Contd.)

- (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to the Consolidated Financial Statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The company hasn't declared any Dividend for the current period.
- vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended 31st March, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

For **NSVR & Associates LLP**
Chartered Accountants
Firm's Registration No.: 0008801/S200060

P. Venkata Ratnam
Partner
Membership No.: 230675
UDIN: 25230675BMNDU5199

Place: Hyderabad
Date: 30.05.2025

Annexure – A to the Independent Auditors' Report

(Referred to in paragraph 1(f) of 'report on other legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Consolidated Financial Statements of Nova Agritech Limited ("the Company") as at 31st March, 2025 in conjunction with our audit of the Consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to Consolidated Financial Statements based on the internal control with reference to Consolidated Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Consolidated Financial Statements of the Company 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 Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to Consolidated Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements

and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, 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 financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to Consolidated Financial Statements.

Meaning of Internal Financial Controls with reference to Consolidated Financial statements

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

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.

Annexure – A to the Independent Auditors' Report (Contd.)

Opinion

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 with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at 31st March, 2025, based on the criteria for internal financial control with reference to Consolidated Financial Statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **NSVR & Associates LLP**

Chartered Accountants

Firm's Registration No.: 008801S/S200060

P. Venkata Ratnam

Partner

Membership No.: 230675

UDIN: 25230675BMINDU5199

Place: Hyderabad

Date: 30.05.2025



Annexure 'B' to the Independent Auditor's Report

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

There are no Adverse or Qualification remarks in the Independent Auditors' Report of subsidiaries to be indicated under Consolidated Independent Auditors' Report.

For **NSVR & Associates LLP**

Chartered Accountants

Firm's Registration No.: 008801S/S200060

P. Venkata Ratnam

Partner

Membership No.: 230675

UDIN: 25230675BMINDU5199

Place: Hyderabad

Date: 30.05.2025

Consolidated Balance Sheet

as at 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Particulars	Notes	As at 31st March 2025	As at 31st March 2024
I ASSETS			
1 Non-current assets			
a) Property, plant and equipment	3	1,484.41	1,432.69
b) Capital work-in-progress	3	1,800.27	75.17
c) Goodwill	3	116.15	116.15
d) Intangible Assets	4	9.77	13.75
e) Financial assets			
(i) Investments	5	0.01	0.01
(ii) Loans	6	—	—
(iii) Other financial assets	7	105.87	103.09
(f) Deferred Tax Asset (Net)	8	711.91	856.85
Total non-Current assets		4,228.38	2,597.72
2 Current assets			
a) Inventories	9	6,422.31	4,957.75
b) Financial assets			
(i) Trade receivables	10	18,038.94	12,342.77
(ii) Cash and cash equivalents	11	624.53	6,284.31
(iii) Bank balances other than cash and cash equivalents	12	2,311.32	2,261.56
(iv) Other financial assets	13	3.80	3.68
c) Other current assets	14	1,956.38	1,351.40
Total current assets		29,357.29	27,201.46
Total assets		33,585.67	29,799.18
II EQUITY AND LIABILITIES			
1 Equity			
a) Equity share capital	15	1,850.40	1,850.40
b) Other equity	16	20,127.85	17,459.98
		21,978.24	19,310.37
Liabilities			
2 Non-current liabilities			
a) Financial liabilities			
(i) Borrowings	17	298.35	797.33
(ii) Other financial liabilities	18	42.34	41.58
b) Provisions	19	117.54	98.47
Total non-current liabilities		458.23	937.37
3 Current liabilities			
a) Financial Liabilities			
(i) Borrowings	20	5,166.91	5,322.76
(ii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	21	1,211.76	922.46
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	21	3,271.19	1,678.06
(iii) Other financial liabilities	22	161.23	377.09
b) Other current liabilities	23	208.13	146.14
c) Provisions	24	211.28	182.89
d) Current tax liabilities (Net)	25	918.69	922.02
Total current liabilities		11,149.19	9,551.43
Total equity and liabilities		33,585.67	29,799.18

Corporate information and material accounting policies
See accompanying notes to financial statements

1 and 2

In terms of our report attached
For NSVR & ASSOCIATES LLP
Chartered Accountants
Firm Registration No: 008801S/S200060

For and on behalf of the Board of Directors
NOVA AGRITECH LIMITED

P. VENKATA RATNAM
Partner
Membership Number: 230675
UDIN: 25230675BMINDU5199

KIRAN KUMAR A
Managing Director
(DIN: 08143781)

RAJESH CHERUKURI
Whole-Time Director
(DIN: 09840611)

SRINIVAS RAO M
Chief Executive Officer

Place: Hyderabad
Date: 30-05-2025

K SRINIVAS GUNUPUDI
Chief financial officer

NEHA SONI
Company Secretary



Consolidated Statement of Profit and Loss

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Particulars	Note No.	For the year ended 31st March 2025	For the year ended 31st March 2024
Income			
I. Revenue from operations	26	29,413.16	25,247.36
II. Other income	27	246.73	3.56
III. Total Income (I+II)		29,659.89	25,250.92
IV. Expenses:			
Cost of Material Consumed	28	21,387.00	16,306.38
Changes in inventories of stock-in -trade	29	(1,121.44)	(632.52)
Employee benefits expense	30	2,132.80	2,268.46
Finance costs	31	524.93	902.60
Depreciation and amortisation expense	32	182.40	196.34
Other expenses	33	2,746.17	2,873.39
Total Expenses(IV)		25,851.85	21,914.65
V. Profit/(Loss) Before Exceptional Items and Tax from continuing operations (III- IV)		3,808.04	3,336.27
VI. Exceptional Items		-	-
VII. Profit/(Loss) Before tax from continuing operations (V-VI)		3,808.04	3,336.27
VIII. Tax expense:			
(a) Current tax		947.72	903.90
(b) Deferred tax		118.13	(398.45)
Total tax expenses (VIII)		1,065.84	505.45
IX. Profit/(Loss) for the year from continuing operations (VII-VIII)		2,742.20	2,830.81
X. Profit/(Loss) from discontinued operations (after tax)		-	-
XI. Other Comprehensive Income ('OCI')			
(i) Items that will not be reclassified subsequently to profit or loss			
- Re-measurement gains/(losses) on defined benefit plans		(5.94)	(4.34)
- Income tax effect on the above		1.49	1.09
(ii) Items that will be reclassified subsequently to profit or loss		-	-
Total other comprehensive income		(4.44)	(3.25)
XII. Total Comprehensive Income for the year, net of tax (IX+X+XI)		2,737.76	2,827.57
XIII. Earnings per equity share (EPES) of Face value of ₹ 2 Each			
Basic and Diluted EPES (in absolute ₹ terms)		3.05	4.20
Nominal value per equity share (in absolute ₹ terms)		3.05	4.20

Corporate information and material accounting policies

1 and 2

See accompanying notes to financial statements

In terms of our report attached
For NSVR & ASSOCIATES LLP
Chartered Accountants
Firm Registration No: 008801S/S200060

For and on behalf of the Board of Directors
NOVA AGRITECH LIMITED

P. VENKATA RATNAM
Partner
Membership Number: 230675
UDIN: 25230675BMINDU5199

KIRAN KUMAR A
Managing Director
(DIN: 08143781)

RAJESH CHERUKURI
Whole-Time Director
(DIN: 09840611)

SRINIVAS RAO M
Chief Executive Officer

Place: Hyderabad
Date: 30-05-2025

K SRINIVAS GUNUPUDI
Chief financial officer

NEHA SONI
Company Secretary

Consolidated Statement of Changes in Equity

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Particulars	Equity share capital		Other components of equity				Total
	No of Shares	Amount	Retained earnings	Treasury shares	Other comprehensive income	Securities Premium	
As at 01 April 2023	6,52,02,740	1,304.05	5,058.68	–	75.24	–	6,437.98
Adjustment	–	–	–	–	–	–	–
Adjusted balances as on 01-04-2023	6,52,02,740	1,304.05	5,058.68	–	75.24	–	5,133.92
Add: Shares Issued during the year	2,73,17,073	546.34	–	–	–	–	–
Profit or loss for the year	–	–	2,830.81	–	–	–	2,830.81
Other comprehensive income	–	–	–	(50.00)	–	9,548.49	9,498.49
Total comprehensive income	–	–	–	–	(3.25)	–	(3.25)
As at 31 March 2024	9,25,19,813	1,850.40	7,889.49	(50.00)	72.00	9,548.49	17,459.98
Adjustment	–	–	–	–	–	–	–
Adjusted balances as on 01-04-2024	9,25,19,813	1,850.40	7,889.49	(50.00)	72.00	9,548.49	17,459.98
Add: Shares Issued during the year	–	–	–	–	–	–	–
Profit or loss for the year	–	–	2,672.31	–	–	–	2,672.31
Securities Premium	–	–	–	–	–	–	–
Other comprehensive income	–	–	–	–	(4.44)	–	(4.44)
Total comprehensive income	–	–	–	–	–	–	–
As at 31 March 2025	9,25,19,813	1,850.40	10,561.81	(50.00)	67.55	9,548.49	20,127.85

In terms of our report attached
For NSVR & ASSOCIATES LLP
Chartered Accountants
Firm Registration No: 008801S/S200060

P. VENKATA RATNAM
Partner
Membership Number: 230675
UDIN: 25230675BMINDU5199

Place: Hyderabad
Date: 30-05-2025

For and on behalf of the Board of Directors
NOVA AGRITECH LIMITED

KIRAN KUMAR A
Managing Director
(DIN: 08143781)

RAJESH CHERUKURI
Whole-Time Director
(DIN: 09840611)

K SRINIVAS GUNUPUDI
Chief financial officer

SRINIVAS RAO M
Chief Executive Officer

NEHA SONI
Company Secretary

Consolidated Cash Flow Statement

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
A. Cash flows from operating activities		
Profit before tax	3,808.04	3,336.27
Adjustments:		
Finance costs	524.93	902.60
Provision for expenses and expected credit loss	488.96	455.61
Depreciation and amortisation expenses	182.40	196.34
Foreign exchange (gain)/loss, net	14.49	—
Operating profit before working capital changes	5,018.82	4,890.81
changes in working capital:		
(Increase)/Decrease in Trade receivables	(6,185.14)	(2,230.74)
(Increase)/Decrease in Inventories	(1,464.56)	(785.65)
(Increase)/Decrease in Other current assets	(20.46)	(679.06)
(Increase)/Decrease in Other financial assets	(2.89)	(71.92)
Increase/(Decrease) in Trade payables	1,867.95	(37.01)
Increase/(Decrease) in Non-Current Provisions	19.07	4.95
Increase/(Decrease) in Other Current liabilities	61.99	(25.21)
Increase/(Decrease) in Current Provisions	28.39	54.10
Increase/(Decrease) in Other financial liabilities	(215.10)	(247.73)
Changes in Working Capital	(5,910.74)	(4,018.26)
Cash flows generated from operating activities	(891.92)	872.55
Income-taxes paid	(951.04)	(793.40)
Net cash flows generated from operating activities (A)	(1,842.97)	79.15
B. Cash flows from investing activities		
Purchase/ Sales of Property, plant and equipment (Including CWIP) and Adv for Capital Goods	(2,587.28)	(85.49)
Sale proceeds from sale Property, plant and equipment (Including CWIP)	—	—
Loans(given)/ proceeds from loans received	—	0.20
Term Deposits with Banks	(49.76)	(2,261.56)
Net cash flow from/(used) in Investing activities (B)	(2,637.04)	(2,346.85)
C. Cash flows from financing activities		
Repayment of Non current Borrowings	(498.98)	(623.71)
Proceeds from short term Borrowings	(155.85)	(351.71)
Net Proceeds from issue of Share capital	—	10,094.83
Finance costs	(524.93)	(902.60)
Net cash flow from/(used) in financing activities (C)	(1,179.77)	8,216.81
Net Increase/(Decrease) in cash and cash equivalents (A)+(B)+(C)	(5,659.77)	5,949.12
Cash and cash equivalents at the beginning of the year	6,284.31	335.19
Cash and cash equivalents at the end of the year (as per note 11)	624.53	6,284.31

Cash and Cash Equivalents include the following for Cash flow purpose

Particulars	As at 31 March 2025	As at 31st March 2024
Cash and Cash Equivalents/ Bank Balances	624.53	6,284.31
Less: Unclaim dividend	—	—
Cash and Cash Equivalents/ Bank Balances	624.53	6,284.31

Consolidated Cash Flow Statement

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note:

1. Statement of Cash Flows has been prepared under the Indirect method as set out in the Indian Accounting Standard 7 on Cash Flow Statements, whereby profit / (loss) after tax is adjusted for the effects of transaction of non- cash nature and any deferrals or accruals of past or future cash receipts or payments for the year. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Cash and cash equivalents in the Statement of Cash Flows comprise cash at bank and in hand, demand deposits and cash equivalents which are short-term and held for the purpose of meeting short-term cash commitments.

2. Changes in liabilities arising from financing activities

A. Reconciliation of borrowings

For the year ended 31 March 2025

Particulars	Current Borrowings	Non-current Borrowings
Opening balance As at 1 April 2024	4,708.01	1,412.07
Borrowings made during the year	262.29	–
Borrowings repaid during the year	–	917.12
Closing balance As at 31 March 2025	4,970.30	494.96

For the year ended 31 March 2024

Particulars	Current Borrowings	Non-current Borrowings
Opening balance As at 1 April 2023	5,059.73	2,035.79
Borrowings made during the year	–	–
Borrowings repaid during the year	351.72	623.72
Closing balance As at 31 March 2024	4,708.01	1,412.07

See accompanying notes forming part of the financial statements

In terms of our report attached
For NSVR & ASSOCIATES LLP
Chartered Accountants
Firm Registration No: 008801S/S200060

P. VENKATA RATNAM
Partner
Membership Number: 230675
UDIN: 25230675BMINDU5199

Place: Hyderabad
Date: 30-05-2025

For and on behalf of the Board of Directors
NOVA AGRITECH LIMITED

KIRAN KUMAR A
Managing Director
(DIN: 08143781)

RAJESH CHERUKURI
Whole-Time Director
(DIN: 09840611)

K SRINIVAS GUNUPUDI
Chief financial officer

SRINIVAS RAO M
Chief Executive Officer

NEHA SONI
Company Secretary

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

1. General Information

Nova Agritech Limited (the 'Company') is a public limited company domiciled and incorporated in India under the Indian Companies Act, 1956 on 09th May 2007. The registered office of the company located at Sy.No.251/a/1, singannaguda village mulugu mandal siddipet, medak, Telangana 502279. The company is domiciled and incorporated in India in the state of Telangana.

Nova Agritech Limited is an agri-input manufacturer offering soil health management, crop nutrition and crop protection products focused on tech-based farmer driven solution approach, wherein we mainly offer ecologically sustainable and nutritionally balanced products based on our R&D. The Company manufactures, distributes and markets a wide range of product categories consisting of (a) soil health management products; (b) crop nutrition products; (c) bio stimulant products; (d) bio pesticide products (e) Integrated Pest Management (IPM) products; (f) new technologies; and (g) crop protection products. Currently, the crop protection products are manufactured by its subsidiary Nova Agri Sciences Private Limited.

The Company has completed its Initial Public Offer ('IPO') of its equity shares and the equity shares got listed on National Stock Exchange of India Limited ('NSE') and BSE Limited on 31st January 2024.

The company was initially incorporated with the name "Nova Agritech Private Limited" and subsequently changed its name to "Nova Agritech Limited" and converted into a public limited company.

2. Material Accounting Policies

2.1 Basis of preparation of Financial Statements

a) Statement of compliance

These Consolidated Financial Statements of Nova Agritech Limited have been prepared and presented in accordance with and in compliance in all material aspects, with the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 (the "Act") read along with the Companies (Indian Accounting Standards) Rules 2015, and presentation requirements of Division II of Schedule III to the Companies Act, 2013, and as amended from time to time together with the comparative period data as at and for the year ended 31 March 2025.

These Consolidated Financial Statements have been prepared by the Company as a going concern on the basis of relevant Ind AS that are effective at the Company's annual reporting date, 31 March 2025. These Consolidated Financial Statements for the

year ended 31 March 2025 were approved by the Company's Board of Directors.

b) Basis of Measurement

These Consolidated Financial Statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the balance sheet:

- Certain financial assets are measured either at fair value or at amortized cost depending on the classification;
- Long-term borrowings are measured at amortized cost using the effective interest rate method and
- Employee defined benefit assets/ (liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation, and
- Right-of-use the assets are recognised at the present value of lease payments that are not paid at that date. This amount is adjusted for any lease payments made at or before the commencement date, lease incentives received and initial direct costs, incurred, if any.

2.2 Scope of Consolidation

The Consolidated Financial Statements comprise the financial statements of the Company and entities controlled by the Company and its subsidiaries as at 31st March 2025.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee.
- Rights arising from other contractual arrangements.
- The Group's voting rights and potential voting rights.
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Statement of Profit and Loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the Consolidated Financial Statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., period ended on 31st March 2025. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

- a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Consolidated Financial Statements at the acquisition date.

- b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income are attributed to the equity holder of the parent of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost
- Derecognizes the carrying amount of any non-controlling interests
- Derecognizes the cumulative translation differences recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Recognizes that distribution of shares of subsidiary to Group in Group's capacity as owners
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or transferred directly to retained earnings, if required by other Ind ASs as would be required if the Group had directly disposed of the related assets or liabilities

Details of entities controlled by the company are as under:

Name of the enterprises	Country of Incorporation	Nature of business	Share-holding/Controlling interest
Nova Agri sciences private limited	India	Engaged in the business of Manufacturing and Marketing of wide range of plant protection products agricultural, horticultural and home gardens.	100%
Nova Agri seeds India Private Limited	India	Production of crop seeds	100%

(All amounts are in INR lakhs except share data or unless otherwise specified)

at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

2.3 Summary of Material Accounting Policies

a. Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organized workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognizes the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the

impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

b. Current and noncurrent classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

All the assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1, presentation of financial statements.

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

- a) It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;

(All amounts are in INR lakhs except share data or unless otherwise specified)

- b) It is held primarily for the purpose of being traded;
- c) It is expected to be realized within twelve months after the reporting date; or
- d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

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

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

The Company classifies all other liabilities as noncurrent.

Current assets/ liabilities include the current portion of noncurrent assets/ liabilities respectively. Deferred tax assets and liabilities are always disclosed as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

c. Functional and presentation currency

These Consolidated Financial Statements are presented in Indian rupees, which is also the functional currency of the Company. All the financial information presented in Indian rupees has been rounded to the nearest Lakhs.

d. Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The

fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Ind AS financial statements are categorised 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) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the Ind AS Consolidated Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for sale in discontinued operations.

External valuers are involved, wherever considered necessary. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

e. Foreign Currency Translation

Initial Recognition:

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

Measurement of foreign currency items at reporting date:

Foreign currency monetary items of the Company are translated at the closing exchange rates. Non monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

Exchange differences arising out of foreign exchange translations and settlements during the year are recognised in the Statement of Profit and Loss.

f. Property ,plant & equipment

Measurement at recognition:

The cost of an item of property, plant and equipment are recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to

the Company and the cost of the item can be measured reliably.

Freehold land is carried at historical cost less any accumulated impairment losses.

Items of property, plant and equipment (including capital-work-in progress) are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any.

Cost includes expenditures that are directly attributable to the acquisition of the asset i.e., freight, duties and taxes applicable and other expenses related to acquisition and installation. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part will be derecognized. The costs of repairs and maintenance are recognized in the statement of profit and loss as incurred.

Items of stores and spares that meet the definition of Property, plant and equipment are capitalized at cost, otherwise, such items are classified as inventories.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Items of property, plant and equipment acquired through exchange of non-monetary assets are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of either the asset received or asset given up is not reliably measurable, in which case the asset exchanged is recorded at the carrying amount of the asset given up.

Subsequent expenditure

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

(All amounts are in INR lakhs except share data or unless otherwise specified)

Capital work in progress and Capital advances:

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Current Assets.

Derecognition:

The carrying amount of an item of PPE is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of PPE is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in the Statement of Profit and Loss when the item is derecognised.

g. Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use.

Depreciation:

Depreciation on each part of an item / component of PPE is provided on pro-rata basis using the Written down Value method based on the expected useful life of the asset and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimated useful life has been assessed based on technical evaluation, taking into account the nature of the asset and the estimated usage basis management's best judgement of economic benefits from those classes of assets.

The estimated useful life of items of PPE is mentioned below:

Type of Asset	Estimated Useful Life(Years)
Plant & Machinery	20
Furniture and Fittings	10
Motor Vehicles	10
Office Equipment	5
Computers And Data Processing Units	3
Electrical Installations and Equipment	10
Buildings	30

Freehold land is not depreciated. Leasehold improvements are amortised over the period of the lease.

The useful lives, residual values of each part of an item of PPE and the depreciation methods are reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

h. Goodwill

Goodwill represents the excess of consideration transferred, together with the amount of non-controlling interest in the acquiree, over the fair value of the Company's share of identifiable net assets acquired.

Goodwill is measured at cost less accumulated impairment losses. In respect of equity accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment, and any impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying value of the equity accounted investee.

i. Research & Development Expenditure:

Revenue expenditure on Research is expensed out in the statement of profit and loss for the year. Development costs of products are charged to the statement of profit and loss unless a product's technological and commercial feasibility has been established, in which case such expenditure is capitalised. Capital expenditure on research and development is shown as an addition to property, plant and equipment.

Derecognition:

The carrying amount of an intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognised in the Statement of Profit and Loss when the asset is derecognised.

j. Financial Instruments

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Financial Assets

Initial recognition and measurement:

All financial assets are recognised initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Where the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognised as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognised as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial asset.

Subsequent measurement:

For subsequent measurement, the Company classifies a financial asset in accordance with the below criteria:

- i. The Company's business model for managing the financial asset and
- ii. The contractual cash flow characteristics of the financial asset.

Based on the above criteria, the Company classifies its financial assets into the following categories:

- i. Debt instruments at amortized cost;

A 'debt instrument' is measured at the amortised cost, if both of the following conditions are met:

- (i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and

- (ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

- ii. Debt instruments at fair value through other comprehensive income (FVTOCI);

A 'debt instrument' is classified as FVTOCI, if both of the following criteria are met:

- (i) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- (ii) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. However, the Company recognizes interest income, impairment losses and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

- iii. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL);

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL. Debt

(All amounts are in INR lakhs except share data or unless otherwise specified)

instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

- iv. Equity instruments measured at fair value through other comprehensive income (FVTOCI)

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as FVTPL. If the Company decides to classify an equity instrument as FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI and there is no subsequent reclassification of these fair value gains and losses to the statement of profit and loss. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability.

The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in the Statement of Profit and Loss.

Impairment of Financial Assets:

The company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired.

In accordance with Ind AS 109, the company uses "Expected Credit Loss" (ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value through Profit and Loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date);
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)
- The company follows simplified approach for recognition of impairment loss allowance on trade receivables and under the simplified approach, the company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECL at each reporting date right from its initial recognition. The company uses a provision matrix to determine impairment loss allowance on trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated

For other assets, the company uses 12-month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Financial Liabilities

Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value i.e., loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Subsequent measurement:

The measurement of financial liabilities depends on their classification.

Financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading, unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to the statement of profit and loss.

However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

Loans and borrowings:

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

De-recognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Reclassification of financial assets and liabilities:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no re-classification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a re-classification is made only if there is a change in the business model for managing those assets. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the re-classification prospectively from the re-classification 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 recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial assets and financial liabilities:

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet wherever there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

k. Cash & Cash Equivalents

Cash and bank balances comprise of cash balance in hand, in current accounts with banks, and other short-term deposits. For this

(All amounts are in INR lakhs except share data or unless otherwise specified)

purpose, “short-term” means investments having maturity of three months or less from the date of investment, and which are subject to an insignificant risk of change in value.

I. Inventory

Raw materials, work-in-progress, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at the lower of cost and net realisable value. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. Net realisable value is the estimated selling price in the ordinary course of business less estimated cost of completion and estimated costs necessary to make the sale.

Cost of inventory is determined on weighted average basis. Cost of inventory comprises all costs of purchase, non-refundable duties and taxes, cost of conversion including an appropriate share of fixed and variable production overheads and all other costs incurred in bringing the inventory to their present location and condition.

The Company considers factors like estimated shelf life, product discontinuances and ageing of inventory in determining the provision for slow moving, obsolete and other non-saleable inventory and adjusts the inventory provisions to reflect the recoverable value of inventory.

m. Impairment of non-financial assets

The carrying amounts of the Company’s non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment.

If any such indication exists, then the asset’s recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflow of other assets or groups of assets (the “cash-generating unit”).

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company’s CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country in which the entity operates, or for the market in which the asset is used.

An impairment loss is recognized in the statement of profit and loss if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

Reversal of Impairment of Assets

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

n. Employee Benefits

Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

The Company's contributions to defined contribution plans are charged to the statement of profit and loss as and when the services are received from the employees.

Defined benefit plans

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related defined benefit obligation. In countries where there is no deep market in such bonds, the market interest rates on government bonds are used. The current service cost of the defined benefit plan, recognised in the statement of profit and loss in employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognised immediately in the statement of profit and loss.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions for defined benefit obligation and plan assets are recognized in OCI in the period in which they arise. When

the benefits under a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. The Company recognises gains or losses on the settlement of a defined benefit plan obligation when the settlement occurs.

Termination benefits

Termination benefits are recognised as an expense in the statement of profit and loss when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense in the statement of profit and loss if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

Other long-term employee benefits

The Company's net obligation in respect of other long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognised in the statement of profit and loss in the period in which they arise.

Compensated absences

The Company's current policies permit certain categories of its employees to accumulate and carry forward a portion of their unutilised compensated absences and utilise them in future periods or receive cash in lieu thereof in accordance with the terms of such policies. The Company measures the expected cost of accumulating compensated absences as the additional amount that the Company incurs as a result of the unused entitlement that has accumulated at the reporting date. Such measurement is based on actuarial valuation as at the reporting date carried out by a qualified actuary.

(All amounts are in INR lakhs except share data or unless otherwise specified)

o. Provisions, Contingent Liabilities and Contingent Assets

Provisions

A provision is recognized in the statement of profit and loss if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities and contingent assets

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

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

Onerous contracts

A provision for onerous contracts is recognised in the statement of profit and loss when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

Reimbursement rights

Expected reimbursements for expenditures required to settle a provision are recognised in the statement of profit and loss only when receipt of such reimbursements is virtually

certain. Such reimbursements are recognised as a separate asset in the balance sheet, with a corresponding credit to the specific expense for which the provision has been made.

p. Revenue

Ind AS 115 recognizes revenue on transfer of the control of goods or services, either over a period of time or at a point in time, at an amount that the entity expects to be entitled in exchange for those goods or services. In order to align with Ind AS 115, the Accounting policy on revenue recognition was reviewed and revised.

The Company primarily earns revenue from manufacture, distribute and market a wide range of product categories consisting of (a) soil health management products; (b) crop nutrition products; (c) bio stimulant products; (d) bio pesticide products (e) Integrated Pest Management (IPM) products; (f) new technologies.

Revenue from sale of goods is recognised when control of the products being sold is transferred to the customers and when there are no longer any unfulfilled obligations. The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Revenue is measured at transaction price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur. Our customers have the contractual right to return goods only when authorised by the Group. An estimate is made of goods that will be returned and a liability is recognised for this amount using a best estimate based on accumulated experience.

Refund Liability:

The Company accounts for sales returns accrual by recording refund liability concurrent with the recognition of revenue at the time of a product sale. This liability is based on the Company's estimate of expected sales returns. The Company deals in various products and operates in various markets. Accordingly, the estimate of sales returns is determined primarily by

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

the Company's historical experience in the markets in which the Company operates. With respect to established products, the Company considers its historical experience of actual sales returns, levels of inventory in the distribution channel, estimated shelf life, any revision in the shelf life of the product, product discontinuances, price changes of competitive products, and the introduction of competitive new products, to the extent each of these factors impact the Company's business and markets. With respect to new products introduced by the Company, such products have historically been either extensions of an existing line of product where the Company has historical experience or in therapeutic categories where established products exist and are sold either by the Company or the Company's competitors. At the time of recognising the refund liability the Company also recognises an asset, (i.e., the right to the returned goods) which is included in inventories for the products expected to be returned. The Company initially measures this asset at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. Along with re-measuring the refund liability at the end of each reporting period, the Company updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

q. Dividend and Interest Income

Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

Interest Income mainly comprises of interest on Margin money deposit with banks relating to bank guarantee and term deposits.

Interest income or expense is recognised using the effective interest method (EIR).

Interest is recognized using the time-proportion method, based on rates implicit in the transactions.

r. Tax Expenses

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in OCI or in equity in correlation to the underlying transaction). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions, where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities and assets are recognized for all taxable temporary differences and deductible temporary differences.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

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

Unrecognized deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

(All amounts are in INR lakhs except share data or unless otherwise specified)

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

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in OCI or in equity in correlation to the underlying transaction).

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.

Good and service tax (GST) paid on acquisition of assets or an incurring expenses.

When the tax incurred on purchase of assets or services is not recoverable from the taxation authority, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable. Otherwise, expenses and assets are recognized net of the amount of taxes paid. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

s. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section of Impairment of non-financial assets.

Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Company's lease liabilities are included in Borrowings.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

t. Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

Treasury Shares:

The Company has created an ESOP Trust (Nova Agritech employee welfare trust) which acts as a vehicle to execute its ESOP plan. The ESOP trust is considered as an extension of the Company and the shares held by the ESOP trust are treated as Treasury shares. The ESOP Trust purchases Company's share from secondary market for issuance to the employees on exercise of the granted stock options. These shares are recognised at cost and are disclosed separately as reduction from Other Equity as treasury shares. No gain or loss is recognised in the Statement of Profit and Loss on purchase, sale, issuance, or cancellation of treasury shares.

Share capital:

Incremental costs directly attributable to the issue of equity shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with Ind AS 12.

a. Segment Reporting:

The Company is engaged in the "manufacture, distribute and marketing bio pesticide products" and the same constitutes a single reportable business segment as per Ind AS 108. And hence segment reporting specified as per IND AS 108 is not applicable.

b. Investment in subsidiary and associate Companies

The Company has elected to recognise its investments in subsidiary and associate companies at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements'. Cost includes cash consideration paid on initial recognition, adjusted for embedded derivative and estimated contingent consideration (earn out), if any.

Contingent consideration (earn out) is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in the Statement of Profit and Loss.

c. Borrowing Cost:

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised, if any. All other borrowing costs are expensed in the period in which they occur.

d. Events after reporting date:

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the Financial Statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

e. **Exceptional items:**

An ordinary item of income or expense which by its size, nature, occurrence or incidence requires a disclosure in order to improve understanding of the performance of the Company is treated as an exceptional item in the Statement of Profit and Loss account.

2.4 Material Accounting Judgements, Estimates, and Assumption

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, the areas involving critical estimates or Judgment are:

Property, plant and equipment

The depreciation of property, plant and equipment is derived on determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time of acquisition of asset and is reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life.

Impairment of financial and non-financial assets

Significant management judgement is required to determine the amounts of impairment loss on the financial and nonfinancial assets. The calculations of impairment loss are sensitive to underlying assumptions.

Tax provisions and contingencies

Significant management judgement is required to determine the amounts of tax provisions and contingencies. Deferred tax assets are recognised for unused tax losses and MAT credit entitlements to the extent it is probable that taxable profit will be available against which these losses and credit entitlements can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely

(All amounts are in INR lakhs except share data or unless otherwise specified)

timing and the level of future taxable profits together with future tax planning strategies.

Defined benefit plans

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using internal valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.5 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended 31 March 2025, MCA has notified the following standards or amendments to the existing standards: -

1. Ind As 117 – Insurance Contracts : This Standard is not applicable to the company.
2. Ind As 116 – Sale and leaseback : Amendments to this standard are not applicable to the company.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 3: Property, plant and equipment

Particulars	As at 31st March 2025	As at 31st March 2024
Carrying amount of :		
Land	495.93	495.93
Plant & Machinery	158.29	144.90
Furniture and Fixtures	11.61	17.58
Motor Vehicles	260.95	156.88
Office equipment	4.94	2.94
Computers & Peripherals	8.56	9.77
Electrical equipment	18.52	23.90
Buildings	525.63	580.80
	1,484.41	1,432.69
Capital work- in -progress	1,800.27	75.17

Property plant and equipment

Particulars	Land	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office equipment	Computers	Electrical equipment	Total
Gross Block									
As at 31st March 2023	483.29	945.33	457.08	44.91	245.82	17.47	135.73	55.35	2,384.98
Additions during the year	12.64	–	20.83	1.88	29.37	0.95	0.79	–	66.46
Deductions during the year	–	–	–	–	–	–	–	–	–
As at 31st March 2024	495.93	945.33	477.91	46.79	275.19	18.42	136.52	55.35	2,451.44
Additions during the year	–	–	34.20	0.16	179.53	4.41	8.78	1.04	228.11
Deductions during the year	–	–	0.01	–	–	–	–	–	–0.01
As at 31st March 2025	495.93	945.33	512.10	46.94	454.73	22.83	145.29	56.39	2,679.54
Accumulated depreciation									
Upto 31st March 2023	–	301.82	284.04	21.02	72.77	14.13	110.47	23.10	827.36
For the year	–	62.70	48.97	8.19	45.16	1.35	16.29	8.35	191.00
On deductions	–	–	–	–	–	–	–	–	–
Upto 31st March 2024	–	364.52	333.02	29.21	118.32	15.48	126.75	31.45	1,018.75
For the year	–	55.18	20.79	6.13	75.46	2.41	9.98	6.42	176.38
On deductions	–	–	–	–	–	–	–	–	–
Upto 31st March 2025	–	419.70	353.81	35.33	193.78	17.89	136.73	37.87	1,195.12
Net Block									
As at 31st March 2023	483.29	643.51	173.04	23.89	173.05	3.33	25.26	32.25	1,557.63
As at 31st March 2024	495.93	580.80	144.90	17.58	156.88	2.94	9.77	23.90	1,432.69
As at 31st March 2025	495.93	525.63	158.29	11.61	260.95	4.94	8.56	18.52	1,484.42

Capital work in progress

Particulars	As at 31st March 2025	As at 31st March 2024
Opening Balance	75.17	63.00
Add:- Additions during The Year	1,744.45	12.17
Less:- Capitalisations during the Year	19.35	–
Closing Balance	1,800.27	75.17

(All amounts are in INR lakhs except share data or unless otherwise specified)

Capital work-in-progress Ageing schedule

amount in CWIP for a period of					
As at 31 March 2025	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects In Progress	1,725.10	12.17	63.00	–	1,800.27
Project temporarily suspended	–	–	–	–	–
	1,725.10	12.17	63.00	–	1,800.27

amount in CWIP for a period of					
As at 31 March 2024	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects In Progress	12.17	63.00	–	–	75.17
Project temporarily suspended	–	–	–	–	–
	12.17	63.00	–	–	75.17

Goodwill

Particulars	As at 31st March 2025	As at 31st March 2024
Opening	116.15	116.15
Additions During The Year	–	–
Deductions During The Year	–	–
Closing	116.15	116.15
Impairment	–	–
Opening	–	–
For The Year	–	–
Closing	–	–
Net Block	116.15	116.15

Note 4: Intangible Assets

Particulars	As at 31st March 2025	As at 31st March 2024
Opening	26.08	18.79
Additions During The Year	2.04	7.29
Deductions During The Year	–	–
Closing	28.12	26.08
Amortization	–	–
Opening	12.33	6.95
For The Year	6.02	5.34
Closing	18.36	12.33
Net Block	9.77	13.75

Note 5: Investments

	As at 31st March 2025	As at 31st March 2024
Investments Measured at fair value through other comprehensive income		
In the Equity shares of other than subsidiary companies :		
31 March 2025:100 Shares ,31 March 2024:100 Equity Shares of ₹10 each in Agri Genome Resources India Private Limited Extent of holding :- 31 March 2025-1%,31 March 2024-1%	0.01	0.01
Total	0.01	0.01

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 6: Loans

	As at 31st March 2025	As at 31st March 2024
Loans and Advances	–	–
	–	–

Note 7: Other Financial Assets

	As at 31st March 2025	As at 31st March 2024
Security deposits with other agencies	97.77	97.77
Inter corporate deposits	157.73	154.96
Total	255.50	252.73
Less: Allowance for doubtful advances	(149.63)	(149.63)
Total	105.87	103.09

Note 8: Deferred Tax Asset (Net)

	As at 31st March 2025	As at 31st March 2024
Deferred Tax Asset	711.91	856.85
Total	711.91	856.85

Note 9: Inventories

	As at 31st March 2025	As at 31st March 2024
Closing stock of :		
Raw Materials	1,769.38	1,122.17
Packing Materials	641.55	945.64
Finished Goods	4,011.38	2,889.94
Total	6,422.31	4,957.75

Note 10: Trade receivables

	As at 31st March 2025	As at 31st March 2024
Sundry Debtors:		
Others	19,551.94	13,876.30
Less: Allowance for expected credit loss	(1,513.00)	(1,533.53)
Total	18,038.94	12,342.77

(a) Trade receivables ageing:

Particulars	As at 31-03-2025					Total
	Less than 6 months	6 Months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered Good	10,943.67	6,829.55	546.17	481.76	147.60	18,948.75
Disputed Trade Receivables - considered good	–	–	–	–	603.19	603.19
Less: Allowance for credit loss	–	–	–	–	–	(1,513.00)
Total	10,943.67	6,829.55	546.17	481.76	750.79	18,038.94



(All amounts are in INR lakhs except share data or unless otherwise specified)

Particulars	As at 31-03-2024					Total
	Less than 6 months	6 Months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered Good	7,707.34	4,439.25	543.41	563.02	-	13,253.03
Disputed Trade Receivables - considered good	-	-	-	-	623.28	623.28
Less: Allowance for credit loss	-	-	-	-	-	(1,533.53)
	7,707.34	4,439.25	543.41	563.02	623.28	12,342.77

(b) Movement in the allowance for trade receivables for the period ended 31 March 2025 and 31 March 2024 is as follows:

Particulars	As at 31st March 2025	As at 31st March 2024
Opening balance at beginning of the year	1,533.53	1,122.78
Provision made during the year	488.96	455.61
Bad debts written off during the year	509.49	44.86
Closing balance at end of the year	1,513.00	1,533.53

Note 11: Cash and cash equivalents

Particulars	As at 31st March 2025	As at 31st March 2024
Cash in hand	128.38	139.34
Balances with banks		
i. Current accounts	236.15	6,144.96
ii. Deposit accounts with original maturity of less than 3 months*	260.00	-
Total	624.53	6,284.31

***Note:**

1. Fixed deposit with Union Bank of India maturing on April 07,2025	260.00	-
---	--------	---

Note 12: Bank balances other than cash and cash equivalents

Particulars	As at 31st March 2025	As at 31st March 2024
Fixed Deposits With Banks*	2,311.32	2,261.56
Total	2,311.32	2,261.56

***Note:**

1. Fixed deposit with Union Bank of India maturing on April 04,2025	1,000.55	-
2. Fixed deposit with ICICI maturing on Maturing on April 05,2025	589.83	-
3. Fixed deposit with ICICI maturing on Maturing on April 29,2025	600.24	-
4. Fixed deposit with Union Bank of India maturing on April 07,2025	76.64	-
5. Fixed deposit with Union Bank of India maturing on June 18,2025	44.07	-

Note 13: Other financial assets

Particulars	As at 31st March 2025	As at 31st March 2024
Security Deposits	3.80	3.68
Other financial assets	-	-
Total	3.80	3.68

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 14: Other current assets

Particulars	As at 31st March 2025	As at 31st March 2024
Advances to Employees	26.36	-
Balance with revenue Authorities	607.79	583.34
Other Advances	521.28	492.80
Advances to Material Suppliers	74.61	150.75
Advance For Capital Assets	673.81	89.29
Prepaid Insurance	52.52	35.22
	1,956.38	1,351.40

Note 15: Equity share capital

15.1 Authorised share capital

Particulars	Equity shares	
	No. of shares	Amount
Authorised (Equity shares of ₹ 2 each)		
As at April 01,2023	10,00,00,000.00	2,000.00
Change during the year	-	-
As at March 31,2024	10,00,00,000.00	2,000.00
Change during the year	-	-
As at March 31, 2025	10,00,00,000.00	2,000.00

15.2 Issued, subscribed and fully paid up share capital

Particulars	Equity shares	
	No. of shares	Amount
Issued, subscribed and fully paid up (Equity shares of ₹ 2 each)		
As at April 01,2023	6,52,02,740.00	1,304.05
Add: Fresh issue of shares during the year (IPO)	2,73,17,073.00	546.34
As at March 31,2024	9,25,19,813.00	1,850.40
Add: Change during the year	-	-
As at March 31, 2025	9,25,19,813.00	1,850.40

*25,00,000 Equity Shares of face value of ₹ 2 each held by the Nova Agritech employee welfare trust pursuant to employee stock option plan are treated as treasury share till the time of exercise of options of employees in accordance with Ind As 102. These treasury shares are considered in the paid up capital and but not considered in the calculation of EPS.

15.3 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year:

Particulars	Equity shares	
	No. of shares	Amount
Balance as at April 01,2023	65202740.00	1254.05
Add: Shares issued during the Year	27317073.00	546.34
Balance as at March 31,2024	92519813.00	1800.40
Changes during the year	-	-
Balance as at March 31,2025	92519813.00	1800.40

(All amounts are in INR lakhs except share data or unless otherwise specified)

15.4 Rights, preferences and restrictions attached to each class of equity shares:

Equity shares: The Company has one class of equity shares having a face value of ₹ 2 each. Each shareholder is eligible for one vote per share held, Shareholders will have equal rights per share in terms of dividend, voting & Assets of the company.

During the Financial Year 2023-24 the company went into public issue, company newly issued 2,73,17,073 shares having face value ₹2 per share.

15.5 Details of shareholders holding more than 5% shares in the Company:

Name of the equity shareholders	As at 31st March 2025		As at 31st March 2024	
	Number	% holding	Number	% holding
Siripurapu Malathi	84,21,620.00	9.10%	84,21,620.00	9.10%
Suraksha Agri Retail (India) Private Limited	1,53,88,040.00	16.63%	1,53,88,040.00	16.63%
Yeluri Family Trust	3,11,34,360.00	33.65%	3,11,34,360.00	33.65%
	5,49,44,020.00	59.39%	5,49,44,020.00	59.39%

15.6 Share options granted under the Group's employee share option plan

As at 31 March 2025, Number of shares reserved for issue under ESOP is 25,00,000 Equity shares of ₹ 2 each (2024:25,00,000) Equity shares of ₹ 2 each

During the FY 2022-23 as on 6 January 2023 the company has allotted the 5,00,000 equity shares of ₹10/- each at fair value of ₹25/- each to the Nova Agritech Limited Employee Welfare Trust under the Nova Agritech Limited Share Based Employee Benefit Scheme 2022. The same were considered as treasury shares and included in paid up capital of the company but not considered for calculation of EPS.

15.7 The Company has neither bought back any shares nor issued any bonus shares or shares for consideration other than cash during the period of five years immediately preceding the reporting date.

15.8 Details of shareholding of promoters:

Name of promoter *	As at 31st March 2025		As at 31st March 2024		% change during the year***
	No of shares	% of total shares**	No of shares	% of total shares**	
Siripurapu Malathi	84,21,620.00	9.10%	84,21,620.00	9.10%	—
Suraksha Agri Retail (India) Private Limited	1,53,88,040.00	16.63%	1,53,88,040.00	16.63%	—
Yeluri Family Trust	3,11,34,360.00	33.65%	3,11,34,360.00	33.65%	—
Siripurapu Madhuri	25.00	0.00%	25.00	0.00%	—
	5,49,44,045	59.39%	5,49,44,045	59.39%	—

* Details of promoters are identified based on information submitted in the Annual Returns, filed in accordance with the provisions of Section 92 of the Companies Act, 2013 and also information submitted to stock exchanges

** Represents % of shares held, computed based on total number of shares as 31 March 2025 and 31 March 2024 respectively.

*** Represents change in share holding %, computed based on the shares held at the beginning of the year and end of the year of respective holder.

Note:

there was no change in the promoter's holding for the year ended 31 March 2025 and 31 March 2024.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 16: Other equity

	As at 31st March 2025	As at 31st March 2024
Securities Premium		
Opening Balance	—	—
Add: Shares issued during the year	9,548.49	9,548.49
Less: IPO Expenses	—	—
Less: Bonus shares issued out of Securities Premium	—	—
Closing Balance	9,548.49	9,548.49
Retained Earnings	10,579.35	7,911.48
Surplus (Profit & Loss Account)	7,911.48	5,058.67
Balance brought forward from previous year	2,672.31	2,830.81
Add: Profit for the period	—	—
Less: Re-measurement gains/(losses) on account of OCI	(4.44)	72.00
Less: Bonus shares issued during the year	—	—
Treasury shares (25,00,000 Equity shares of ₹ 2 each)	—	—
Opening	—	-50
Additions during the year	—	—
Less: issue of equity shares on exercise of options	—	—
	20,127.85	17,459.97

Retained Earnings:

Retained earnings are the profits that the Company has earned till date after tax, less any dividends or other distribution to the shareholders.

Securities Premium:

Securities premium account is utilised in accordance with the provisions of the Companies Act, 2013.

Total Securities Premium amount on issue of shares is ₹ 10,653.66 Lakhs, out of this ₹ 1,105.17 lakhs adjusted as IPO offer related Expenses

Note 17: Borrowings

	As at 31st March 2025	As at 31st March 2024
Secured Loans		
Vehicle Loan From Banks	240.02	172.72
Term loans from banks	53.33	168.82
Long Term portion of Borrowings	293.35	341.54
Unsecured Loans		
Term Loan From Sri Ram City Finance	—	159.19
From Directors	5.00	287.21
Vehicle loans	—	9.39
	298.35	797.33



(All amounts are in INR lakhs except share data or unless otherwise specified)

S. No	Bank	Sanctioned Amount	Rate of Interest	Security	Repayment	Amount Outstanding
1	Corporation Bank Loan	₹ 480 Lakhs	7.50% p.a	Secured by Hypothecation of stock and book debts	Repayable in 48 monthly equal instalments of ₹.1493100/- each	35.48
2	Corporation UGELC	₹ 240 Lakhs	7.50 % p.a	Secured by Hypothecation of stock and book debts and all other current assets of the company	Repayable in 60 monthly equal instalments of ₹.666666/- each	133.33
3	Union Bank of India Loan	₹ 16 Lakhs	7.30 % pa	Secured by hypothecation of Vehicle purchased amounting to ₹ 18.48 lakhs	Repayable in 84 monthly equal instalments of ₹ 24384/- each	10.07
4	Union Bank of India Loan	₹ 16 Lakhs	7.30 % pa	Secured by hypothecation of Vehicle purchased amounting to ₹ 18.48 lakhs	Repayable in 84 monthly equal instalments of ₹ 24384/- each	10.07
5	Union Bank of India	₹ 35 Lakhs	9 % p.a	Repayable in 84 monthly equal instalments of ₹ 56312 each	Secured by Mortgage of Factory building	31.23123
6	Union Bank of India	₹ 105 Lakhs	7.50 % p.a.	Repayable in 36 monthly equal instalments of ₹ 3,26,616	Hypothecation of Stock and book debts	7.75526
7	ICICI Bank	₹ 35 Lakhs	7.50 % p.a.	Repayable in 60 equal installments of ₹ 70293	Secured by hypothecation of Vehicle	9.39437
8	Union bank of India	₹ 53 Lakhs	10 % p.a.	Repayable in 33 equal installments of ₹ 3,23,250	EM of factory land and buildings/sheds	29.55047
9	Union Bank of India	₹ 49 Lakhs	7.60 % p.a.	Repayable in 84 monthly equal instalments of ₹ 75400 each	Secured by hypothecation of Vehicle	34.50335
10	UBI bank tractor loan	₹ 8.2 Lakhs	11.15 % p.a.	Repayable in 37 instalments	Secured by hypothecation of Vehicle	5.92222
11	UBI Bank Volva loan	₹ 50 Lakhs	8.35 % p.a.	Repayable in 84 monthly equal instalments of ₹ 78806 each	Secured by hypothecation of Vehicle	36.58063
12	UBI kia vehicle Loan	₹ 15.50 Lakhs	8.45% pa	Repayable in 84 monthly instalments of ₹ 24507 each	Secured by hypothecation of Vehicle	11.49663
13	UBI Tata Nexon loan	₹ 10 Lakhs	9 % p.a	Repayable in 84 monthly instalments of ₹ 16089 each	Secured by hypothecation of Vehicle	9.22
14	ICICI Toyota Vellfire	₹ 130 Lakhs	10.5 % p.a	Repayable in 60 monthly instalments of ₹ 280229 each	Secured by hypothecation of Vehicle	125.35

(a) Loan from directors and other related parties are interest free, unsecured and are repayable on demand.

Note 18: Other Financial Liabilities

Particulars	As at 31st March 2025	As at 31st March 2024
Security Deposits	38.21	41.58
Expenses Payable	4.14	—
	42.34	41.58

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 19: Long Term Provisions

Particulars	As at 31st March 2025	As at 31st March 2024
Provision for Gratuity	117.54	98.47
	117.54	98.47

Note 20: Short term borrowings

Particulars	As at 31st March 2025	As at 31st March 2024
Secured Loans repayable on demand		
From Corporation Bank CC	4,966.72	4,697.99
Current Maturities of Long Term Borrowings	196.61	614.75
Unsecured Loans		
Credit Cards	3.58	10.03
	5,166.91	5,322.76

Notes:

S. No	Bank	Amount	Date	Rate of Interest	Security	Amount Outstanding (lakhs)
1	Corporation Bank	₹ 3000 lakhs	13 th Feb 2023	9.7% P.a	Secured by Hypothecation of Stock, Trade receivables & all other current assets of the company	2,990.05
2	Corporation Bank	₹ 2000 lakhs	15 th Nov 2023	9.85% P.a	Secured by Hypothecation of Stock, Trade receivables & all other current assets of the company	1,976.67
3	ICICI Bank	₹ 100 Lakhs	11 th Nov 2019	-		3.58

Note 21: Trade payables

Particulars	As at 31st March 2025	As at 31st March 2024
- total outstanding dues of micro and small enterprises;	1,211.76	922.46
- total outstanding dues of creditors other than micro and small enterprises	3,271.19	1,678.06
	4,482.95	2,600.53

(a) Trade payables ageing schedule as at 31 March 2025:

Outstanding for following periods from due date of payment	Undisputed		
	MSME	Others	Total
Less than 1 year	1,211.76	3,217.38	4,429.14
1-2 years	-	53.82	53.82
2-3 years	-	-	-
More than 3 years	-	-	-
	1,211.76	3,271.19	4,482.96

(b) Trade payables ageing schedule as at 31 March 2024:

Outstanding for following periods from due date of payment	Undisputed		
	MSME	Others	Total
Less than 1 year	922.46	1,623.11	2,545.57
1-2 years	-	54.95	54.95
2-3 years	-	-	-
More than 3 years	-	-	-
	922.46	1,678.06	2,600.53

Note:

There are no outstanding disputed dues payables as at 31 March 2025 and 31 March 2024.

(All amounts are in INR lakhs except share data or unless otherwise specified)

- (c) The creditors covered by Micro, Small and Medium Enterprises Development Act, 2006 (“the MSMED Act, 2006”) have been identified on the basis of information available with the Company. Disclosures in respect of the amounts payable to such parties are given below:

Particulars	As at 31st March 2025	As at 31st March 2024
(i) The principal amount remaining unpaid as at the end of the year	1,211.76	922.46
(ii) The amount of interest accrued and remaining unpaid on (i) above	—	—
(iii) Amount of interest paid by the Company in terms of Section 16, of the MSMED Act, 2006 along with the amounts of payments made beyond the appointed date during the year.	—	—
(iv) The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	—	—
(v) The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006.	—	—

Note 22: Other financial liabilities

Particulars	As at 31st March 2025	As at 31st March 2024
Expense payable	161.23	377.09
	161.23	377.09

Note 23: Other current liabilities

Particulars	As at 31st March 2025	As at 31st March 2024
Statutory dues	208.13	146.14
	208.13	146.14

Note 24: Short Term Provisions

Particulars	As at 31st March 2025	As at 31st March 2024
Provision for Gratuity	14.40	19.57
Provision for Sales Return	196.88	163.32
	211.28	182.89

Note 25: Current Tax Liability

Particulars	As at 31st March 2025	As at 31st March 2024
Current tax liability (net)	918.69	922.02
	918.69	922.02

Note 26: Revenue from operations

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Revenue from operations	29,413.16	25,247.36
	29,413.16	25,247.36
Other operating income	—	—
Interest Income	—	—
Rental Income	—	—
Packing Income	—	—
Sale of Scrap	—	—
	29,413.16	25,247.36

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 27: Other income

	For the year ended 31st march 2025	For the year ended 31st march 2024
Other Income/Interest income	245.56	0.55
Gain on Foreign Exchange fluctuation	–	2.74
Discount received	–	–
Misc. Income	1.17	0.26
	246.73	3.56

Note 28: Cost of Material Consumed

Particulars	For the year ended 31st march 2025	For the year ended 31st march 2024
Raw material		
Opening	1,122.17	1,171.34
Closing	1,769.38	1,122.17
Purchases (Net)	21,730.12	16,459.51
Sub-total(a)	21,082.91	16,508.68
Packing Material		
Opening	945.64	743.33
Closing	641.55	945.64
Sub-total (b)	304.09	(202.31)
	21,387.00	16,306.38

Note 29: Changes in inventories of Finished goods

Particulars	For the year ended 31st march 2025	For the year ended 31st march 2024
Finished goods		
Opening Stock	2,889.94	2,257.42
Closing Stock	4,011.38	2,889.94
	(1,121.44)	(632.52)

Components of inventory consists of the cost of materials, finished goods and packing materials as follows.

S No.	Particulars	Raw Materials	Packing Materials	Finished Goods
1	Opening	1,122.17	945.64	2,889.94
2	Closing	1,769.38	641.55	4,011.38
3	Change In Inventory	(647.21)	304.09	(1,121.44)

Note 30: Employee benefit expense

Particulars	For the year ended 31st march 2025	For the year ended 31st march 2024
Salaries and wages	1,966.44	2,108.69
Contribution to provident fund and others	133.69	125.99
Staff welfare expenses	32.67	33.79
	2,132.80	2,268.46

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 31: Finance costs

Particulars	For the year ended 31st march 2025	For the year ended 31st march 2024
Interest on CC	446.27	602.42
Interest On Terms Loans	62.21	214.42
Other Borrowing Costs	16.45	85.75
	524.93	902.60

Note 32: Depreciation and amortisation expense

Particulars	For the year ended 31st march 2025	For the year ended 31st march 2024
Depreciation on Fixed Assets	182.40	196.34
	182.40	196.34

Note 33: Other expenses

Particulars	For the year ended 31st march 2025	For the year ended 31st march 2024
Transport Charges	546.81	856.07
Travelling Expense	319.64	495.24
Consultancy Charges	512.65	128.07
Marketing Expenses	143.31	272.12
Allowance for Doubtful debts	488.96	455.61
Research & Development Expenses	204.04	126.17
Power & Fuel	49.99	55.66
Rental Expense	9.69	7.29
Repairs & Maintenance	47.70	78.30
Office Maintenance	55.50	34.69
Subscriptions & Renewals	9.08	4.55
Insurance Expenses	21.27	27.63
Rates & Taxes	148.50	41.80
Loading & Unloading Expenses	13.28	14.86
Printing & Stationary Expenses	11.50	14.88
Telephone & Internet Charges	15.02	19.14
Other Expenses	44.59	92.55
Loss on Foreign exchange	14.49	90.62
CSR Expense	58.17	38.10
Payment to auditors		
For Statutory Audit	19.00	14.05
For Tax Audit	6.00	6.00
Others	7.00	
	2,746.17	2,873.39

*Excluding INR 50.00 Lakhs towards attest services in connection with Initial Public Offering in the FY 23-24

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 34 Payment to Auditors

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
For Statutory Audit	19.00	14.05
For Tax Audit	6.00	6.00
Others	7.00	–
	32.00	20.05

*Excluding INR 50.00 Lakhs towards attest services in connection with Initial Public Offering during the FY 2023-24

Note 35 Earnings per share

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
(i) Profit / (Loss) attributable to equity shareholders of the Company.(₹ Lakhs)	2,742.20	2,830.81
Basic		
(ii) Weighted average number of equity shares of ₹ 2/- each outstanding during the year	9,25,19,813	6,73,42,900
Less: Weighted average number of Treasury shares of ₹ 2/- each outstanding during the year	(25,00,000)	–
Dilution		
(iii) Effect of Potential equity shares on employees stock options outstanding		
(iv) Weighted average number of equity shares of ₹ 2/-each outstanding during the year	9,00,19,813	6,73,42,900
Earning Per share (Face Value of ₹ 2/- each)		
(v) Basic (₹)	3.05	4.20
(vi) Diluted (₹)	3.05	4.20

- During the Financial Year 2023-24 the company went into public issue, company newly issued 2,73,17,073 shares having face value ₹2 per share.
- **25,00,000 Equity Shares of face value of ₹ 2 each held by the Nova Agritech Limited employee welfare trust pursuant to employee stock option plan are treated as treasury share till the time of exercise of options of employees in accordance with Ind AS 102.These treasury are considered in the paid up capital and but not considered in the calculation of EPS.
- In a Capitalisation or bonus issue or a share split, the number of ordinary shares outstanding is increased without an increase in resources. The number of ordinary shares outstanding before the event is adjusted for the proportionate change in the number of ordinary shares outstanding as if the event had occurred at the beginning of the earliest period presented.

Note 36 Income tax

a) Amount recognised in statement of profit & loss

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Current tax	947.72	903.90
Deferred tax attributable to temporary differences	118.13	(398.45)
Tax Expense for the year	1,065.84	505.45

b) Income tax credit/(expense) recognised directly in equity

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Re-measurement gains/ (losses) on defined benefit plans	(5.94)	(4.34)
Deferred tax on re-measurement losses on defined benefit plans	1.49	1.09

(All amounts are in INR lakhs except share data or unless otherwise specified)

c) Reconciliation of tax expense to the accounting profit is as follows:

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2025 and 31 March 2024:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Accounting profit before income tax	3,808.04	3,336.27
Profit/(loss) before tax from a discontinued operation	—	—
Accounting profit before income tax	958.48	839.74
At India's statutory income tax rate of 25.17% (31 March 2025: 25.17%)		
Deductible expenses for tax purposes:		
Depreciation allowable under income tax act	49.60	61.05
IPO Expenses	166.90	278.17
Bad debts written off	129.27	11.29
At the effective income tax rate of 25.17% (31 March 2025: 25.17%)	345.78	350.51
Tax effect of Non-deductible expenses for tax purposes:		
Depreciation debited to profit & Loss	47.50	51.03
CSR Expenses	14.64	9.59
Gratuity	2.55	3.03
others	284.76	(47.42)
Interest on OCD	90.26	—
Interest on Late payments	13.42	—
At the effective income tax rate of 25.17% (31 March 2025: 25.17%)	453.13	16.23
Total tax expense reported in the statement of profit and loss	1,065.84	505.45
	1,065.84	505.45
Effective income tax rate	27.99%	15.15%

Deferred tax relates to the following
Balance Sheet

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Deferred tax assets:		
WDV differences of assets as per books and tax laws	(33.27)	(67.56)
Gratuity Provision	(33.21)	(24.59)
Provision for expected credit losses	(49.56)	9.97
Provision for leave encashment	(5.63)	(8.26)
IPO Expenses	(166.90)	(222.54)
Allowance for doubtful debts	(418.48)	(423.65)
Inventory	—	(17.59)
Others	(4.86)	(102.64)
Net deferred tax (assets)/liabilities	(711.91)	(856.85)

Reflected in the balance sheet as follows:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Deferred tax assets (continuing operations)	711.91	856.85
Deferred tax liabilities/(assets), net	711.91	856.85

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 37 Employee benefits:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Salaries and Wages	1,966.44	2,108.69
Contribution to provident and other funds	133.69	125.99
Staff welfare expenses	32.67	33.79
	2,132.80	2,268.46

Notes:

The Code on Social Security, 2020 ('Code') relating to employee benefits received Presidential assent in September 2020. However, effective date and the final rules/interpretation have not yet been notified/issued. The Company is in the process of assessing the impact of the Code and will recognize the impact, if any, based on its effective date.

The Company operates defined benefit plan i.e., gratuity for its employees. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service. The fund has the form of a trust and it is governed by the Board of Trustees who is responsible for the administration of the plan assets and for the definition of the investment strategy.

During the period the Company has recognized the following amounts in the Statement of profit and loss.

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Employers Contribution to Provident fund	58.45	65.50
Employers Contribution to Employee state insurance	4.19	6.95
	62.64	72.45

The components of gratuity cost recognized in the statement of profit and loss for the years ended 31 March 2025 and 31 March 2024 consist of the following.

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Current service cost	19.66	17.54
Interest on net defined benefit liability/(asset)	8.56	7.66
Expected Return on plan Assets	—	—
Components of defined benefit costs recognized in statement of profit or loss - (A)	28.22	25.20
Actuarial (gain) / loss on plan obligations	5.94	4.34
Components of defined benefit costs recognized in other comprehensive income - (B)	5.94	4.34
Total (A+B)	34.16	29.53

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Current-Liability (Short Term)	14.40	19.57
Non-Current Liability (Long Term)	117.54	98.47
Total Liability	131.94	118.04

Movement in the present value of the defined benefit obligation is as follows

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Defined benefit obligations at the beginning of the year	118.04	102.06
Benefits Paid	(20.25)	(13.56)
Expenses Recognised in statement of Profit & Loss	28.22	25.20
Current service cost	19.66	17.54
Interest on defined obligations	8.56	7.66
Expenses Recognised in statement of OCI	5.94	4.34
Actuarial loss/(gain) due to change in assumptions	—	—
Actuarial loss/(gain) due to experience changes	5.94	4.34
Defined benefit obligations at the end of the year	131.94	118.04



(All amounts are in INR lakhs except share data or unless otherwise specified)

Summary of Actuarial Assumptions

The actuarial assumptions used to determine benefit obligations in accounting for the Gratuity Plan are as follows.

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Discount rate	7.00%	7.25%
Rate of increase in compensation	5.00%	5.00%
Expected Average Remaining Service	18.9	20.08

Note 38: Related party disclosures

List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

(A) Names of Related parties and their relationships:

Names	Nature of Relationship	Percentage of Holding as at	
		As at 31st March 2025	As at 31st March 2024
Nova agri sciences private limited (NASPL)	subsidiary	100.00	100.00
Nova agri seeds India private limited (NASIPL)	subsidiary	100.00	100.00
Suraksha Agri Retails (India) Private Limited.(SARIPL)	Promoter of the company/associate	-	-
Nova Fertilcare Private limited.(NFCPL)	associate	-	-
Nova Dairy Tech India Private limited.(NDIPL)	associate	-	-
Nova Health sciences Private Limited.(NHSPL)	associate	-	-
Agri Genome Resources India private limited.(AGRIPL)	associate	-	-
AIC Nova Foundation for Agricultural Innovation and research.(AIC NFAIR)	associate	-	-
Zeit Systems	Proprietorship in which director has substantial interest	-	-

(ii) Details of other Related parties:

Names	Nature of Relationship
Mr. Ramesh Babu Nemani (W.E.F 23/03/2022)	Non executive Independent Director
Mr. Kiran Kumar Atukuri (W.E.F 09/07/2018)	Promoter-Executive director
Mrs. Kandula Swapna (W.E.F 19/03/2020)	Non executive Independent Director
Mr. Adabala Seshagiri Rao (W.E.F 25/10/2022)	Non executive Independent Director
Dr. Kiran Kumar Adapa (W.E.F 17/03/2021)	Non executive Independent Director
Mr. Cherukuri Rajesh (W.E.F 02/04/2024)	Whole time director
Mrs. Malathi Siripurapu (W.E.F 17/03/2021)	Promoter-Executive director
Mrs. Neha Soni (W.E.F. 22/10/2020)	Company Secretary
Mr. Gunupudi Kamoji Srinivas (W.E.F. 03/01/2023)	Chief Financial Officer
Mr. Mandalapu Srinivasa Rao (W.E.F. 16/03/2024)	Chief Executive Officer

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

(B) Transactions during the year:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
(i) sale of Finished goods/Raw materials		
From Parent company (NATL)		
a) Zeit systems (Proprietorship in which director has interest)	1,404.43	-
b) Suraksha Agri Retails India Private limited	1,405.92	-
From subsidiary (NASPL)		
a) Zeit systems (Proprietorship in which director has interest)	190.10	-
b) SARIPL -Group Company	379.10	-
(ii) Purchase of goods by subsidiary (NASPL)		
a) Zeit systems (Proprietorship in which director has interest)	442.33	-
b) SARIPL -Group Company	434.00	-
(iii) Repayment of unsecured loan from directors		
Repayment by Holding		
a) S Malathi	55.77	-
Repayment by Subsidiary-NASPL		
a) S Malathi	23.73	-
b) Kiran kumar Atukuri	170.71	-
c) Rajesh Cherukuri	32.00	-

(C) Outstanding balances as at the year end

Particulars	As at 31st March 2025	As at 31st March 2024
(i) Unsecured loan from Directors		
Holding -NATL		
a) S Malathi	-	55.77
Subsidiary- NASPL		
a) S Malathi	-	23.73
b) Kiran kumar Atukuri	-	170.71
c) Rajesh Cherukuri	-	32.00
Subsidiary- NASIPL		
a) S Malathi	5.00	5.00
(ii) Receivables from		
Holding Receivables		
a) Zeit systems (Proprietorship in which director has interest)	1,447.77	-
b) Suraksha Agri Retails India Private limited	1,313.58	-
Subsidiary(NASPL) Receivables		
a) Suraksha Agri Retails India Private limited	148.29	-
(iii) Payables to		
Subsidiary(NASPL) Payables		
a) Zeit systems (Proprietorship in which director has interest)	18.44	-
Holding Payables		
b) Swapna Kandula	0.32	-
c) Adabala Seshagiri Rao	0.32	-
d) Ramesh Babu Nemani	0.41	-
e) Dr. Adapa Kiran Kumar	0.41	-

(All amounts are in INR lakhs except share data or unless otherwise specified)

(D) Transactions with Key Managerial persons**a) Compensation of key management personnel of the Company**

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Short-term employee benefits	490.04	447.65
	490.04	447.65

Short-term employee benefits

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Remuneration / Managerial Remuneration to KMP*		
Malathi S	271.83	271.82
Sreekanth Yenigalla		53.16
Kiran Kumar Atukuri	79.06	53.56
Basanth Kumar Nadella		33.11
Neha Soni	12.18	12.00
Gunupudi Kamoji Srinivas	31.20	24.00
Srinivas Rao Mandalapu	68.61	-
Rajesh Cherukuri	17.51	-
Director Sitting fees		
Swapna Kandula	2.45	-
Adabala Seshagiri Rao	2.85	-
Ramesh Babu Nemani	2.80	-
Dr. Adapa Kiran Kumar	1.55	-
	490.04	447.65

Note 39: Financial instruments and fair values

All assets and liabilities for which fair value is measured or disclosed in the Ind AS financial statements are categorised within the fair value hierarchy, as below, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Financial assets and liabilities: As on 31 March 2025

Particulars	Total carrying value	Total fair value
Assets		
Investments	0.01	0.01
Loans	109.66	109.66
Cash and cash equivalents including the other bank balances	624.53	624.53
Other Bank Balances	2,311.32	2,311.32
Trade and other receivables	18,038.94	18,038.94
	21,084.47	21,084.47
Liabilities		
Trade and other payables	4,482.95	4,482.95
Non-current borrowings	298.35	298.35
Current borrowings	5,166.91	5,166.91
Other financial liabilities	203.57	203.57
	10,151.78	10,151.78

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Financial assets and liabilities: As on 31 March 2024

Particulars	Fair value	Total Carrying value
Assets		
Investments	0.01	0.01
Loans	106.77	106.77
Cash and cash equivalents including the other bank balances	6,284.31	6,284.31
Other Bank Balances	2,261.56	2,261.56
Trade and other receivables	12,342.77	12,342.77
	20,995.42	20,995.42
Liabilities		
Trade and other payables	2,600.53	2,600.53
Non-current borrowings	797.33	797.33
Current borrowings	5,322.76	5,322.76
Other financial liabilities	418.67	418.67
	9,139.29	9,139.29

There has been no transfers between levels during the year. The management has assessed that the carrying values of financial assets and financial liabilities for which fair values are disclosed, reasonably approximate their fair values because these instruments have short-term maturities.

Note 40: Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, trade and other receivables, cash and cash equivalents, bank balances, security deposits.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's risk management is carried out by a treasury department under policies approved by the Board of Directors. The Board of Directors provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument that will fluctuate because of changes in market prices. Market risk comprises three types of risk i.e. interest rate risk, currency risk and other price risk, such as commodity risk. Financial instruments affected by market risk include borrowings, derivatives financial instruments and trade payables.

i. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rate relates primarily to the Company's borrowings with floating interest rates. The following table demonstrates the sensitivity to a reasonably possible change in interest rates on borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, without considering impact of derivatives not designated as hedges, as follows.

Particulars	Increase/ decrease in basis points	Effect on profit before tax
31/03/2025		
INR	100	56.68
INR	100	(56.68)
31/03/2024		
INR	100	(59.79)
INR	100	59.79

(All amounts are in INR lakhs except share data or unless otherwise specified)

ii. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's foreign currency borrowings and trade payables. The summary of derivative instruments and unhedged foreign currency exposure is as below.

Un-hedged foreign currency exposure as at the reporting date (all amounts are payable in US dollars stated at Indian rupee in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Imports	1,997.66	1,059.98
	1,997.66	1,059.98

Sensitivity

Particulars	As at 31 March 2025	As at 31 March 2024
Impact on standalone profit or loss		
Sensitivity		
1% Increase in FCER	(19.98)	(10.60)
1% Decrease in FCER	19.98	10.60

(b) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments if a counterparty default on its obligations. The Company's exposure to credit risk arises majorly from trade and other receivables. Other financial assets like security deposits and bank deposits are mostly with government authorities and scheduled banks and hence, the Company does not expect any credit risk with respect to these financial assets.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Details of financial assets – not due, past due and impaired

None of the Company's cash equivalents, including term deposits with banks, were past due or impaired as of 31 March 2023. The Company's credit period for trade and other receivables payable by its customers generally ranges from 30-90 days.

Particulars	As at 31 March 2025	As at 31 March 2024
Neither past due nor impaired		
Past due but not impaired		
Less than 365 days	17,773.22	12,146.60
More than 365 days	1,778.72	1,729.71
	19,551.94	13,876.31
Less : Allowance for credit losses	(1,513.00)	(1,533.53)
	18,038.94	12,342.77

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Reconciliation of impairment of trade receivables and other assets

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	1,533.53	1,122.78
Add: Provision made during the year	488.96	455.61
Less: Reversal of earlier years provisions	-	-
Less: Bad debts written off from earlier years provisions	509.49	44.86
Balance at the end of the year	1,513.00	1,533.53

(c) Liquidity risk

The Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/long term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

The table below summarises the maturity profile of the Company's financial liabilities on undiscounted basis.

Maturities	Upto 1 year	1-5 Years	Above 5 years	Total
31-Mar-25				
Non-current borrowings	196.61	340.69	-	537.30
Current borrowings	4,970.30	-	-	4,970.30
Trade payables	4,429.14	53.82	-	4,482.96
Other current liabilities	208.13	-	-	208.13
Other financial liabilities	203.57	-	-	203.57
	10,007.75	394.51	-	10,402.26
31-Mar-24				
Non-current borrowings	614.75	838.91	-	1,453.65
Current borrowings	4,708.01	-	-	4,708.01
Trade payables	2,545.57	54.95	-	2,600.53
Other current liabilities	146.14	-	-	146.14
Other financial liabilities	418.67	-	-	418.67
	8,433.15	893.86	-	9,327.01

Note 41: Details of CSR expenditure

As per Section 135 of the Companies Act, 2013 ('Act'), a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The focus areas of Company's CSR activities are Education and Health care & while also pursuing CSR activities for the benefit of community around its local areas of operations. The CSR activities of the Company are in line with the Schedule VII of the Act. A CSR committee has been formed by the Company as per the Act. The CSR Committee shall recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the Company as specified in Schedule VII of the Act, as amended from time to time.

Particulars	As at 31 March 2025	As at 31 March 2024
i) Amount required to be spent by the company during the year	58.17	38.10
ii) Amount required to be set off for the financial year, if any	-	-
iii) Total CSR obligation for the financial year	58.17	38.10
iv) Amount of expenditure incurred		
(a) Construction/acquisition of any asset	-	-
(b) On purposes other than (a) above	58.17	38.10



(All amounts are in INR lakhs except share data or unless otherwise specified)

Particulars	As at	As at
	31 March 2025	31 March 2024
v) Shortfall/ (Pre spent) at the end of the year ((iii)-(iv))*		
vi) Total of previous years shortfall	-	-
vii) Reason for shortfall	-	-
viii) Nature of CSR activities	Eradicating hungry, poverty and malnutrition and Promoting health care including preventive health care and sanitation	
ix) 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	N.A	N.A
x) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	N.A	N.A

Note 42: Other statutory information

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company does not have any transactions with struck off companies.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall
 - 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 to or on behalf of the Ultimate Beneficiaries.
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall
 - 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.
- The Company has not entered in to any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- The Company has not been declared as willful defaulter by any bank or financial institution or other lender.
- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, during the year.
- The Company have borrowings from banks or financial institutions against security of its current assets.
- The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 43: Issue of shares

Issue of Equity shares through IPO

In the financial year 2023-24, The Company has completed Initial Public Offer of 3,50,75,693 Equity Shares of the face value of ₹ 2 each at an issue price of ₹ 41 per Equity Share, comprising offer for sale of 77,58,620 shares by selling shareholders aggregating to ₹ 3,181.03 Lakhs and fresh issue of 2,73,17,073 shares aggregating to ₹ 11,200 Lakhs. The Equity Shares of the Company were listed on January 31, 2024 with BSE Limited and the National Stock Exchange of India Limited.

The Company had received an amount of 10094.83 Lakhs (net off IPO expenses of 1105.17 Lakhs) from proceeds out of fresh issue of equity shares.

IPO Expenses

The total IPO Expenses belongs to the Company is ₹ 1105.17 Lakhs has been adjusted against securities premium account.

Utilisation of proceeds from IPO:

The details of utilization of proceeds from IPO (net of Offer Expenses) are Summarised as follows:

Particulars	Total Amount (In Lakhs)	Utilised Upto 31st March 2025 (In Lakhs)
a. Investment in our subsidiary, Nova Agri Sciences Private Limited for setting-up a new formulation plant	1,420.11	1,376.11
b. Funding Capital Expenditure by our Company, towards expansion of our existing formulation plant	1,048.95	788.95
c. Funding of working capital requirement of Our Company	2,665.47	1,703.16
d. Investment in our subsidiary, Nova Agri Sciences Private Limited, for funding working capital requirements.	4,335.85	3,108.54
e. General corporate purposes	624.45	623.02
	10,094.83	7,599.78

Unutilised IPO Proceeds as at March 31, 2025 are available as fixed deposit with banks and with escrow account.

Note 44: Ratio Analysis and its elements:

Ratio	As at 31st March 2024	As at 31st March 2023	% Change	Reasons for Variance >25%
Current Ratio	2.63	2.85	-7.54	
Debt- Equity ratio	0.53	0.54	-2.77	
Debt service coverage ratio	3.44	3.30	4.26	
Return on equity ratio	0.13	0.22	-39.71	1*
Inventory turnover ratio	5.17	5.53	-6.54	
Trade receivable turnover ratio	1.94	2.20	-12.15	
Trade payable turnover ratio	6.14	6.18	-0.69	
Net capital turnover ratio	1.62	1.43	12.93	
Net profit ratio	0.09	0.11	-16.85	
Return on capital employed	0.19	0.21	-7.75	

1. Due to a significant increase in average shareholders' equity, the Return on Equity (ROE) ratio has decreased

(All amounts are in INR lakhs except share data or unless otherwise specified)

Formula used to compute Ratios:

Ratio	Formula
Current Ratio	Current assets/Current liabilities
Debt- Equity ratio	(Long-term and Short-term borrowings including Current maturities of long-term borrowings)/ (total equity)
Debt service coverage ratio	(Profit after tax and before Depreciation and Amortisation Expense, Finance costs excluding lease interest, exceptional Items)/ (Finance costs excluding lease interest + Principal repayment of long-term borrowings)
Return on equity ratio	Net Profit after tax / Average share-holders equity
Inventory turnover ratio	(Cost of materials consumed, Purchases of stock-in-trade, Changes in inventories of finished goods, work-in-process and stock-in-trade)/ Average Inventories
Trade receivable turnover ratio	Revenue from operations /Average receivables
Trade payable turnover ratio	Purchases / Average Trade payables
Net capital turnover ratio	Net sales / Working capital
Net profit ratio	Profit after tax/ Revenue from operations
Return on capital employed	Earnings before Interest and taxes / Capital employed

Note 45: Capital management

The Company's capital management Primary objective is to maximise the total shareholder return by optimising cost of capital through flexible capital structure that supports growth. Further, the Company ensures optimal credit risk profile to maintain/enhance credit rating.

The Company manages its capital to ensure that the Company will be able to continue as going concern while maximizing the return to stakeholders through the optimization of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual operating plan and long-term strategic plans. The funding requirements are met through internal accruals and long-term/short-term borrowings. The Company monitors the capital structure on the basis of Net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

For the purpose of capital management, capital includes issued equity capital, securities premium and all other reserves. Net debt includes all long and short-term borrowings as reduced by cash and cash equivalents, Bank deposits and inter-corporate deposits with financial institutions

Following table summarises the capital of the company:

Particulars	As at 31 March 2025	As at 31 March 2024
Long term borrowings & short term borrowings	5,465.25	6,120.09
Less: Cash and cash equivalents and Bank Deposits	624.53	6,284.31
Net debt (A)	4840.72	(164.22)
Equity (B)	21,978.24	19,310.37
Net debt to capital ratio (A/B)	0.22	(0.01)
Interest coverage ratio	8.25	4.70

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2025

(All amounts are in INR lakhs except share data or unless otherwise specified)

Note 46: Contingent liabilities /Assets :

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Corporate Guarantees	800.00	800.00
Capital Commitments:		
i) Contract to be executed (net of advance)	251.26	251.26
ii) Claims against the company not acknowledged as debts	19.63	19.63
	1,070.89	1,070.89

* The Company vide its 0042 Board meeting had approved for purchase of land in Karnataka of 10 acre at Kadachur Industrial Area, Yadagir district, dated on 02-12-2021. Accordingly, as at 31st March 2023 the company had paid an advance amounting to ₹123.74 lakhs towards purchase of 33% out of total consideration payable of ₹ 375.00 lakhs accordingly as at 31st March 2023, balance of ₹ 251.26 lakhs is disclosed as commitment.

Note 47: Research expenses recognised in statement of profit and loss account

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Others	204.04	126.17
	204.04	126.17

Note 48: Previous period/year figures have been regrouped/re-classified wherever necessary, to conform to current period's classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013.

For **NSVR & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No:008801S/S200060

P. VENKATA RATNAM
Partner
Membership Number: 230675
UDIN:25230675BMINDU5199

Place: Hyderabad.
Date: 30-05-2025

For and on behalf of the Board of Directors
NOVA AGRITECH LIMITED

KIRAN KUMAR A
Managing Director
DIN: 08143781

RAJESH CHERUKURI
Whole-Time Director
DIN: 09840611

K SRINIVAS GUNUPUDI
Chief Financial officer

SRINIVAS RAO M
Chief Executive Officer

NEHA SONI
Company secretary



Nova Agritech Limited

Sy No: 251/A, Singannaguda Village,
Mulugu Mandal Siddipet, District,
Singannaguda, Telangana 502279