

32nd
Annual Report
2021 - 2022

Hindustan Agrigenetics Limited
Hybrid Seeds □ Tissue Culture
□ Floriculture

32nd Annual General Meeting

Date: 30th September, 2022

Day: Friday

Time: 11.00 AM

Venue: 806, Meghdoot, 94,
Nehru Place, New Delhi-110019

BOARD OF DIRECTORS

Mr. Pranav Kapur, Chairman

Mr. Pritam Kapur, Managing Director

Ms. Chandni Kapur, Director and CFO

Ms. Mannu Kohli, Independent Director

Mr. Sunny Srivastava, Independent Director

Mr. Naren Parsai, Independent Director

COMPANY SECRETARY

Ms. Neha Mittal, Company Secretary and Compliance officer

AUDITORS

Sharma Anand & Co.

Chartered Accountants

New Delhi

BANKERS

RBL Bank Limited

HDFC Bank

REGISTRARS

KFin Technologies Limited

Selenium Building, Tower-B, Plot No 31 & 32,

Financial District, Nanakramguda, Serilingampally, Hyderabad,

Rangareddi, Telangana, India - 500032.

REGISTERED OFFICE

806, Meghdoot,

94, Nehru Place,

New Delhi - 110019

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Company will be held on Friday, the 30th day of September, 2022 at 11.00 AM at 806, Meghdoot, 94, Nehru Place, New Delhi-110019 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited annual balance sheet of the Company as on 31st March, 2022 together with the reports of the Statutory Auditors, Secretarial Auditors and the Directors thereon.
2. To appoint a director in place of Mr. Pranav Kapur (DIN: 00485910), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Ms. Mannu Kohli (DIN: 06906151), who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint a director in place of Ms. Chandni Kapur (DIN: 07007247), who retires by rotation and being eligible offers herself for re-appointment.
5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution for appointment of M/s R.K. Gulati & Associates, Chartered Accountants as the Statutory Auditors:-

"**RESOLVED THAT** pursuant to Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, M/s R.K. Gulati & Associates, Chartered Accountants (Firm Registration No. 007226N), be and are hereby appointed as the Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of the 37th Annual General Meeting, to be held in year 2027, at such remuneration as may be mutually decided between the Board of Directors and the Auditors, plus Goods and Services Tax as applicable, and reimbursement of out-of-pocket expenses incurred."

For **HINDUSTAN AGRIGENETICS LIMITED**

PRITAM KAPUR
Managing Director
DIN- 00461538
C-63, South Ext., Part II,
New Delhi - 110049

Place: New Delhi
Date: 03.09.2022

NOTES FOR MEMBER'S ATTENTION:

1. ***A MEMBER ENTITLED TO ATTEND AND VOTE MAY APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.***
2. ***PROXY FORMS IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY 48 HOURS BEFORE THE MEETING.***
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote at the meeting, on their behalf.
5. The register of Members and Share Transfer Books of the Company will remain closed from Friday, 9th September, 2022 till the date of the Annual General Meeting i.e. Friday, 30th September, 2022 (both days inclusive) in connection with the Annual General Meeting.
6. Pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, the particulars of directors seeking appointment/re-appointment at the meeting are annexed.
7. Members are requested to bring their copy of Annual Report to the meeting.
8. Entry in the Meeting Hall shall be strictly restricted to the Members/Valid Proxies only, carrying the attendance slips enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No.
9. The Ministry of Corporate Affairs, Government of India allowed services of documents by electronic mode (email) as a green initiative. Members are requested to register their email address with the Company and/or Registrar/Share Transfer Agent for the purpose of service of documents under the Companies Act.
10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to KFin Technologies Limited.
11. Pursuant to SEBI circular dated 20th April, 2018, shareholders whose ledger folios do not have or having incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the details to the RTA/to the company for registration in the folio. Further, Members may please be informed that, pursuant to SEBI LODR Amendment Regulations, effective 5th December, 2018, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in the dematerialized form with a depository. Hence investors are encouraged to demat their physical holding for any further transfer.
12. Pursuant to Section 101 of the Companies Act, 2013, and rules made thereunder, Electronic copy of Notice of 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Annual Report, Attendance Slip and Proxy Form is being sent to all members through electronic mode on their registered email IDs unless any member has requested for a hard copy of the same. For the members who have not registered their e-mail addresses, physical copies of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Annual Report, Attendance Slip and Proxy Form is being sent in the permitted mode. The Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection between 10:00 am to 1:00 pm from Monday to Friday. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any Communication, the shareholder may also send request to the Company's investor email id: hindustanagrigenetics@gmail.com.

13. **Non Transferability of Shares in Physical Form:** SEBI has amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares and other types of securities of listed companies in physical form even after this date, will not be able to lodge the shares with company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the listed companies / their RTAs.
14. **Demat Account with NSDL and the assigned ISIN number:** All the Share holders who are holding shares in physical form may open a demat account and submit request for dematerialization of their shares in order to protect the liquidity of the shares. The Company has got its Shares admitted with NSDL for providing the Shareholders facility of converting the shares from physical mode to demat. The company is also processing its application for Revocation of suspension of trading of its shares with BSE. The Company has also received the ISIN number INE092301014. However, till the trading approval is received, NSDL has allotted a temporary number INE092301015. Members wishing to have their shares demated should quote the temporary number as above. Once the revocation process is complete, the NSDL will automatically transfer these shares to INE092301014. Members having demat account with NSDL may contact their respective depository participants for converting the shares from physical mode to demat. The Company has also applied to CDSL for obtaining demat facility from them and the same has been accepted. Members having demat account with CDSL may apply to them similar to NSDL.
15. **Voting through electronic means – Remote E-voting:** In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with a facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Limited, on all resolutions set forth in this Notice and the business set forth in this Notice may be transacted through e-voting.

The procedure to login to e-Voting website is given below:

- (i) Open the e-mail and also open PDF file, namely, “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password which contains your “User ID” and “Password” for e-Voting. Please note that the password is an initial password. Shareholders, who have not registered their e-mail ID with the Company, are being sent the User ID and Password in a separate envelope along with this Notice. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at rajesh.medikonda@kfintech.com. However, if you are already registered with RTA for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.kfintech.com.
- (ii) Open the internet browser and type the following URL: <https://evoting.kfintech.com>
- (iii) Click on Shareholder – Login.
- (iv) Put User ID and Password as initial password noted in step (1) above and Click Login.
- (v) Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combinations thereof. Please take utmost care to keep your password confidential.
- (vi) Home page of “e-voting” opens. Click on e-voting > Active Voting Cycles.
- (vii) Select “Even” of (Hindustan Agrigenetics Limited). Now you are ready for e-voting as Cast Vote Page opens.

- (viii) Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
- (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (x) Once the vote on a resolution is cast, the member shall not be allowed to vote again or change it subsequently.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and / or Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to (grguptaassociates@gmail.com), with a copy marked to rajesh.medikonda@kfintech.com.
- (xii) The Company is providing to the member facility to cast their vote by electronic means i.e. remote e-voting. The remote e-voting period Commences on Monday, 26th September, 2022 (9.00 a.m. IST) and ends on Thursday, 29th September, 2022 (5.00 p.m. IST). Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off-date (Record date), Friday, 23rd September, 2022 are eligible to vote. The shareholders not casting their vote electronically through remote e-voting, shall be allowed to cast their vote at the Annual General Meeting through ballot/poll papers.
- (xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.kfintech.com/public/Downloads.aspx> or call on toll free no.: 1800-309-4001.
- (xiv) If you are already registered with RTA for e-voting then you can use your existing user ID and Password/PIN for casting your vote.
- (xv) You can also update your e-mail id and mobile number in the user profile details of the folio which may be used for sending future communication(s).
- (xvi) Mr. Govind Ram Gupta, Practicing Company Secretary (Membership No. FCS 8733) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xvii) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the General Meeting, unblock the votes in presence of atleast two witnesses not in the employment of the Company and make a combined Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company.
- (xviii) The Result shall be declared on or after the AGM of the Company. The results declared along with Scrutinizer's Report shall be placed on the website of RTA www.evoting.kfintech.com, immediately after the result is declared by the Chairman and also communicated to BSE Limited, where shares of the Company are listed.
- (xix) In case of any grievances connected with the facility for voting by electronic means, the members may contact Mr. Dharma Rajesh Medikonda Deputy Manager, KFin Technologies Limited having address at Selenium Building, Tower-B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 Email: rajesh.medikonda@kfintech.com, Tel: +91 040 67162222.

Other Instructions:

- I. The facility for voting, through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting;
- II. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again at the Meeting.

- III. A Member can opt for only one mode voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

For **HINDUSTAN AGRIGENETICS LIMITED**

PRITAM KAPUR

Managing Director

DIN- 00461538

C-63, South Ext., Part II,

New Delhi - 110049

Place: New Delhi

Date: 03.09.2022

Route Map to the AGM Venue

Venue : 806, Meghdoot, 94, Nehru Place, New Delhi-110019



Distance from **Nehru Place Metro Station**: 200 meters

INFORMATION AS REQUIRED TO BE FURNISHED IN PURSUANCE OF REGULATION-17 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 WITH STOCK EXCHANGES

1. Mr. Pranav Kapur, Non-Independent Director/Non-Executive of the Company retires by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment. The Brief particulars of Mr. Pranav Kapur, proposed to be re-appointed are as given below:

Mr. Pranav Kapur

Age : 40 years

Qualification and Experience:

Mr. Pranav Kapur aged about 40 years is a Chartered Accountant and has completed his MBA from INSEAD, France and his schooling from Doon School, Dehradun. He has helped Companies chart their strategies and provided deep insights into valuation and mergers & acquisitions. He currently runs a real estate management Company.

Membership/Chairmanship of Committees:

Stakeholders Relationship Committee	: Member and Chairman
Audit Committee	: Nil
Nomination & Remuneration Committee	: Member and Chairman

Shareholding in the Company : NIL
(As on 31st March, 2022)

2. Ms. Mannu Kohli, Independent Director of the Company retires by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment. The Brief particulars of Ms. Mannu Kohli, proposed to be re-appointed are as given below:

Ms. Mannu Kohli

Age : 41 years

Qualification and Experience:

Ms. Mannu Kohli aged about 41 years is highly educated and accomplished. She graduated in B.A. Honors from Delhi University, Delhi. Ms. Kohli has over 23 years of experience in the Media Industry. Starting as a sub-editor of Mid-day, sub-editor of TV news show of Ms. Madhu Trehan etc. she worked in 'Music Today', a subsidiary of 'India Today' group for 13 years, of which the last five years were spent as General Manager. During this period she gained in depth experience of business planning, marketing and media management. She is today the Partner of 'Sound Village' LLP; a firm which manages various artists and their marketing by way of arranging their performances etc. Addition of Ms Kohli will bring her acumen of marketing, management and business planning to the firm.

Membership/Chairmanship of Committees:

Stakeholders Relationship Committee	: Nil
Audit Committee	: Member and Chairperson
Nomination & Remuneration Committee	: Member

Shareholding in the Company : NIL
(As on 31st March, 2022)

3. Ms. Chandani Kapur, Non-Independent and Executive Director of the Company retires by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment. The Brief particulars of Ms. Chandni Kapur, proposed to be re-appointed are as given below:

Ms. Chandni Kapoor

Age : 43 years

Qualification and Experience:

Ms. Chandni Kapur aged about 43 years is an Economic Honors graduate from Jesus and Mary College, New Delhi. She has also done course on film editing etc. She has worked as an Episode Producer for Across Seven Seas aired on Doordarshan (DD) News, as a producer for On-Air Promotions in Aaj Tak etc. She is currently working as a copywriter with Wunderman Thompson, one of the leading advertising companies of India and has worked on various leading brands such as Lux, Sunsilk, Kimberly Klark etc.

Membership/Chairmanship of Committees:

Stakeholders Relationship Committee	: Nil
Audit Committee	: Nil
Nomination & Remuneration Committee	: Nil

Shareholding in the Company : 82400
(As on 31st March, 2022)