

**29th Annual Report
2020-21**

Board of Director	: Mr. Krunal R. Patel	- Chairman
	Mr. Rushabh R. Patel	- Managing Director
	Mr. Ravjibhai N. Patel	- Director
	Mr. Bangaru Ramakrishnan	- Nominee Director (ceased to be director on 13/05/2021)
	Mr. Arvindkumar Kalra	- Director (ceased to be director from 09/11/2020)
	Mr. Janayash N. Desai	- Whole Time Director
	Mr. Divyakant Ramniklal Zaveri	- Independent Director
	Mr. Devendrakumar H. Patel	- Independent Director
	Mr. Bipin Jivanlal Parikh	- Independent Director
	Mr. Rajendra Prasad Tewari	- Independent Director
	Mr. Rishi Bhootra	- Independent Director
	Ms. Vaibhavi Ashhish Patel	- Independent Woman Director
	Mr. Jayesh Buch	- Director
	Mrs. R. Bhuvaneshwari	- Nominee Director (w.e.f. 29/06/2021)
Chief Financial Officer	: Mr. Ravjibhai N. Patel	
Company Secretary cum compliance officer	: Mr. Yagnavalkya Joshi (w.e.f. 01/02/2020)	
Statutory Auditor	: M/s Mayur Shah & Associates, Chartered Accountants, Ahmedabad	
Secretarial Auditor	: M/s Chirag Shah & Associates, Company Secretaries, Ahmedabad	
Internal Auditor	: Jayanta & Associates, Ahmedabad	
Bankers	: Canara Bank HDFC Bank	
Registered office	: Padalam Sugar Factory Road, Pazhayanoor Post, Chengalpattu District, Tamil Nadu- 603 308 Tel. : 079 4030 6965.	
Website	: www.saptarishiagro.com	
Email	: saptarishi121@gmail.com	
Register & Share Transfer Agent	: Cameo Corporate Services Ltd Subramanian Building No 1, Club House Road, Chennai, Tamil Nadu-600002	

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NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of **Saptarishi Agro Industries Limited** will be held on Wednesday, 29th September, 2021 AT 12:30 PM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt Audited Balance Sheet as on 31st March, 2021, the Statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ravjibhai Nagarbhai Patel (DIN 00310385) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Janayash Nareshbhai Desai (DIN 00387060), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To Appoint Mr. Jayesh Ushakant Buch as a Director**

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

"RESOLVED THAT Mr. Jayesh Ushakant Buch (DIN 01053637), who was appointed as an Additional Director with effect from February 10, 2021 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a director, be and is hereby appointed as a Director of the Company.

5. **Appointment of Mr. Manish Kella (DIN 06603231) as an Independent Director:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulations 16 (b) and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the Company, Mr. Manish Kella (DIN 06603231), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, in the category of Independent Director, for a term of Five Years and that he shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary or expedient to give effect to the resolutions."

6. **Re-Appointment of Mr. Janayash Desai (DIN 00387060) as a Whole Time-Director**

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby accorded to the reappointment of Shri Janayash Nareshbhai Desai (DIN: 00387060) as the Whole Time Director of the Company, for a period of (3) three years with effect from June 01, 2021, liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed hereto and forming part of this notice;

RESOLVED FURTHER THAT Shri Janayash Desai, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to modify and revise the terms and conditions of appointment including remuneration from time to time in such manner as may deemed fit necessary which shall be within the limit as per possible under section 197 and other applicable provisions of the act read with Schedule V of the Act or any amendments thereto or any re-enactment thereof without any further reference to the members in general meeting and also authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

Date : 12th August, 2021

Place : Ahmedabad

Krunal Patel
Chairman
DIN- 02517567

Regd. Office:

Padalam Sugar Factory Road, Pazhayanoor Post,
Chengalpattu District, Tamil Nadu - 603 308
CIN - L15499TN1992PLC022192

NOTES:

Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company

1. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

5. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.saptarishiagro.com, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of Company's Registrar and Transfer Agent, Cameo Corporate Services at <https://cameoindia.com>.
6. For receiving all communication (including Annual Report) from the Company electronically send Email on saptarishi121@gmail.com
7. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at saptarishi121@gmail.com or to our RTA at cameo@cameoindia.com
 - a) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

8. The Company will provide VC / OAVM facility to its members for participating at the AGM.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to saptarishi121@gmail.com

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Tuesday, September 21, 2021 through email on saptarishi121@gmail.com The same will be replied by the Company suitably.

1. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment and re-appointment as Director under Item No. 2, 3,4,5 and 6 of the Notice, are also annexed.
2. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or M/S Cameo Corporate Services Ltd for assistance in this regard. In case shares held in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP).
3. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, 22nd September, 2021 to Wednesday, September 29, 2021 (both days inclusive) for the purpose of Annual General Meeting.

4. Members whose names are 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. Wednesday, 22nd September, 2021, shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM. Any recipient of the Notice, who has no voting rights as on the cut-off date, shall treat this Notice as an intimation only.
5. Pursuant to the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to M/s Cameo Corporate Services Ltd, Registrar and Transfer Agent. Members holding shares in electronic form may submit the same to their respective depository participant.
6. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every AGM is done away with vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of M/s. Mayur Shah & Associates,, Chartered Accountants, Statutory Auditors, who were appointed in the AGM, held on September 28, 2017.
7. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
8. The board of directors has appointed Mr. Chirag Shah of M/s. Chirag Shah & Associates, Practicing Company Secretaries (Membership No. FCS 5545) as the Scrutinizer to scrutinize the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
9. Mr. Ravjibhai Patel and Mr. Janayash Desai directors retire by rotation and, being eligible, offer themselves for re- appointment at the Annual General Meeting. Mr. Maniesh Kella is proposed to be appointed as an independent Director by passing special resolution and Mr. Janayash Desai is proposed to be re-appointed as a Whole Time Director w.e.f. 1st June, 2021. Details of Directors seeking Appointment and Re-appointment at the Ensuing Annual General Meeting Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings Issued by The Institute of Company Secretaries of India are given in the Explanatory statement.

CDSL e-Voting System –

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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 Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered

into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. 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/EGM. 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.saptarishiagro.com/new-corporate-announcements/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on <26/09/2021 at 9:00AM> and ends on <28/09/2021 at 5:00PM>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <22/09/2021> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

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

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.

Individual Shareholders holding securities in demat mode with NSDL	<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.nsd.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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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

For Shareholders holding shares in Demat Form other than individual and Physical Form

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 as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <SAPTARISHI AGRO INDUSTRIES LIMITED> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; saptarishi121@gmail.com (designated email address by company) , 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 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 Remote 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 Remote 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.
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 atleast **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 **SEVEN days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (saptarishi121@gmail.com). 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

Contact Details:

Company	:	Saptarishi Agro Industries Limited
Regd. Office	:	Padalam Sugar Factory Road, Pazhayanoor Post, Chengalpattu District, Tamil Nadu, 600 308. CIN-L15499TN1992PLC022192 E-mail ID: saptarishi121@gmail.com Website: http://www.saptarishiagro.com/
Registrar and Transfer Agent	:	Cameo Corporate Services Ltd , Subramanian Building No 1, Club House Road, Chennai, Tamil Nadu-600002. cameo@cameoindia.com
E-voting Agency Name of Official E-mail ID Phone	:	Central Depository Services (India) Limited : Mr. Rakesh Dalvi (Manager) : helpdesk.evoting@cdslindia.com : 1800225533.
Scrutinizer E-mail ID	:	CS Chirag Shah : Practicing Company Secretary pcschirag@gmail.com

EXPLANATORY STATEMENT

Pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 4

Mr. Jayesh Ushakant Buch (DIN:01053637) was appointed as an additional director on 10th February, 2021 by the Board of Directors of the Company under Section 161 of the Companies Act, 2013 and rules and regulations made thereunder and Articles of Association of the Company. Mr. Jayesh Buch holds office upto the ensuing Annual General Meeting of the Company.

In this regard the Company has received request in writing from a member of the Company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Jayesh Ushakant Buch, an experienced chartered accountant and having wide range of experience in the various capacity in the top management in past, on the Board is desirable and would be beneficial to the Company and hence recommends resolution No. 4 for adoption. Mr. Jayesh Ushakant Buch is deemed to be interested in the said resolution as it relates to his appointment.

None of the other Director and Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in the said resolution. The Board recommends resolutions under Item No. 4 to be passed as an ordinary resolution.

Item No. 5

In this regard the Company has received request in writing from a member of the Company proposing his candidature for appointment as a Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Mr. Manish Kella (DIN: 07684123) on the Board is desirable and would be beneficial to the Company and hence recommends resolution No. 5 for adoption. Mr. Manish Kella is deemed to be interested in the said resolution as it relates to his appointment. The Board recommends resolutions under Item No. 5 to be passed as a special resolution.

None of the Directors, Key Managerial Persons and their relatives are interested except Mr. Manish Kella in above resolution.

ItemNo.6

The tenure of Shri Janayash Desai (DIN: 00387060) as Whole Time Director of the Company was to Completed on May31, 2021 and upon recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on August12, 2021 had re-appointed him as the Whole time Director of the Company for a period of three years on the terms and conditions and the remuneration as mentioned here in below with effect from June 01, 2021 subject to the approval of members. During his tenure, he has contributed significantly in overall improvement in performance of the company with his vision and expertise along with the available resources and in line with envisaged plan for achieving growth of the company. Under his supervision and guidance, the Company has undergone remarkable changes and improved financial health to give the way to the future growth of the company.

It is proposed to seek members' approval by way of Special Resolution as set out in Item No. 6 for there-appointment and remuneration of Shri Janayash Desai as Whole Time Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 read with Schedule V and rules made there under.

Terms and conditions of appointment including remuneration payable to Shri Janayash Desai as

Whole time Director of the Company is as under:

A. PERIOD: 3 (THREE) YEARS WITH EFFECT FROM JUNE 1, 2021

B. REMUNERATION:

i. Basic Salary:

Not exceeding Rs.3,00,000/- (Rupees Three Lakhs only) per month or not exceeding Rs.36,00,000/- (Rupees Thirty Six Lakhs only) per annum with such increment(s)/revision as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time in accordance with the policy of the Company.

ii. Perquisites:

In addition, he shall be entitled to perquisites, benefits and allowances for self and family such as House Rent Allowances, Leave Travel Allowance, Medical Allowance, Reimbursement Allowance, Communication facility and such other perquisites, benefits and allowances, all as per the policy of the Company and as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors."

The overall remuneration of Shri Janayash Desai Whole Time Director shall be not exceeding Rs.36,00,000/- (Rupees Seventy Lakhs only) per annum with a power to the Board of Directors to modify and revise within the overall limit prescribed under Act includes, any amendment thereof.

iii. In addition to above, he shall also be eligible for company's contribution to provident fund, superannuation fund or Annuity Fund or leave encashment if any and gratuity as per the policy of the Company;

iv. The Nomination and Remuneration Committee be authorised to decide and to amend as may be necessary from time to time the nature of perquisites, break up of remuneration and recommend to the Board of Directors such further revision(s) based on the increment(s) from time to time in accordance with the policy of the Company.

v. Shri Janayash Desai shall not be entitled to any sitting fees for attending meetings of the Board or Committee Meeting.

None of the Directors, Key Managerial Persons and their relatives are interested except Mr. Janayash Desai in above resolution

Information pursuant to Para (iv) of Section II of Part II of Schedule V to the Companies Act, 2013:

For Item No. 4, 5 and 6 of the resolutions.

I. GENERAL INFORMATION:

Nature of Industry: The Company is engaged in the Trading of agro products.

Date or expected date of commencement of commercial production: Not applicable

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing the prospectus: Not applicable

Financial Performance : The details of financial performance of the Company for the years 2019-20 and 2020-21 are provided in the Annual Report 2020-21 which accompanies this Notice.

Foreign Investments or Collaborations if any: Company has not invested in any foreign entity or in collaboration with foreign entity.

Though Company has equity investment by foreign bodies corporate and NRIs.

Details of Directors seeking Appointment and Re-appointment at the Ensuing Annual General Meeting Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of Director seeking Appointment and re-appointment at the ensuing Annual General meeting***Note** : The Membership in the Committee mentioned above do not include Membership of Private Limited Company.

Name of Director	Mr. Ravjibhai Nagarbhai Patel	Mr. Janayash Nareshbhai Desai	Mr. Jayesh Ushakant Buch	Mr. Manish Kella
DIN	00310385	00387060	01053637	06603231
Date of Birth	15/04/1958	14/12/1950	22/08/1953	17/09/1971
Nationality	Indian	Indian	Indian	Indian
Expertise in Specific functional area/ Experience	25 years of experience in business of food park projects, trading of agricultural commodities and real estate	42 years of experience as Senior Management and Project executive for Companies dealing in Agro, Food processing, Mushroom, Petroleum products and Telephone cable manufacturing	Very rich experience of more than 35 years in the field of accountancy and management. Chartered Accountant by profession.	Credit Facilities Management, Working Capital Management, Trade Finance, Legal documentation, Import / Export Documentation, Strategic Planning, Corporate Compliance, Statutory and Regulatory Requirement Implementations, Corporate Governance, Due Diligence, Risk Management, Policy Framing, Litigation, Legal Opinions, Law Researches, Advisory on Corporate and Commercial Laws, Evaluation of Legal Documents.
Qualification	11th pass from Gujarat Secondary and Higher Secondary Education Board	Master in Physics	Chartered Accountant	associate member Company Secretary

Name of Director	Mr. Ravjibhai Nagarbhai Patel	Mr. Janayash Nareshbhai Desai	Mr. Jayesh Ushakant Buch	Mr. Manish Kella
Terms and Conditions of Re- appointment	In terms of Section 152(6) of the Act, Mr. Ravjibhai Patel is liable to retire by rotation at the meeting	In terms of Section 152(6) of the Act, Mr. Janayash Desai is liable to retire by rotation at the meeting To hold office as whole-time director for the term of 3 years w.e.f. 1 st June, 2021.	In terms of Section 152(6) of the Act, Mr. Jayesh Buch is liable to retire by rotation at the Annual General Meeting	Being appointed as an Independent Director for the term of 5 years, not liable to retire by rotation.
Number of Meetings of the Board attended during the year 2020-21	3	4	NIL	NIL
Date of first appointment on the Board	02/08/2017	13/11/2017	10/02/2021	----
Directorship of other listed companies as of date	None	None	None	----
Chairman/ Member of Committees (including Audit Committee & Stakeholder Committee)	None	1 (Stakeholder Committee)	NIL	----
No of shares held in the Company	NIL	NIL	NIL	NIL
Remuneration sought to be paid.	NIL	Not exceeding ₹ 36 Lakhs Per annum	NIL	NIL
Remuneration last drawn.	NIL	₹ 16.12 Lacs per annum	NIL	NIL

Name of Director	Mr. Ravjibhai Nagarbhai Patel	Mr. Janayash Nareshbhai Desai	Mr. Jayesh Ushakant Buch	Mr. Manish Kella
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	Mr. Ravjibhai Nagarbhai Patel (Director and CFO) is Father of Mr. Krunal Ravjibhai Patel, Chairman and Mr. Rushabh Ravjibhai Patel Managing Director of the Company	Does not have any relationship with any other Director.	Does not have any relationship with any other Director.	Does not have any relationship with any other Director.

*Note : The Directorship mentioned above do not include Membership of Private Limited Company.

III. OTHER INFORMATION:

- Reasons for loss or inadequate profits: Lower portability due to economy slowdown, increase in cost of raw material and overall expenses, lower margin, stiff competition and prevailing adverse market conditions and effect of present Covid-19 pandemic.
- Steps taken or proposed to be taken for improvement: Endeavor to reduce raw material cost by in house production of certain material. Effective planning, Flexible Packaging materials, Cost control for better productivity and effective utilization of available resources. Marketing and research & development for better quality of products and streamlining of manufacturing activities and endeavor to centralize the manufacturing facility and efforts to explore the oversea market to grow export.
- Expected increase in productivity and profits in measurable terms: Effective control on cost, productivity and steps to increase sales and expectation to control the Covid-19 pandemics situation which may increase the revenue in the coming years.

By order of the Board of Directors

Date : 12th August, 2021
Place : Ahmedabad

Krunal Patel
Chairman
DIN- 02517567

Regd. Office:

Padalam Sugar Factory Road, Pazhayanoor Post,
Chengalpattu District, Tamil Nadu - 603 308
CIN - L15499TN1992PLC022192