



**DIL Ka  
GOOD MOOD!**

**5<sup>th</sup> September, 2025**

To,  
**BSE Limited,**  
1st Floor, New Trading Wing, Rotunda Building,  
P.J. Towers, Dalal Street Fort, Mumbai - 400001.

BSE Scrip Code: 519295

**Sub: Notice of the 42<sup>nd</sup> Annual General Meeting (AGM) and Annual Report (FY 2024-25)**

With reference to the above subject, pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the Notice convening the 42<sup>nd</sup> AGM of the Members of the Company and the Annual Report for the financial year 2024-25 which is being simultaneously circulated to the shareholders through electronic mode.

The 42<sup>nd</sup> AGM will be held on Tuesday, 30<sup>th</sup> September, 2025 at 09:00 a.m. IST, through Video Conference (VC)/ Other Audio Visual Means (OAVM). The Notice for 42<sup>nd</sup> AGM and Annual Report, 2025 are available on the Company's website at [www.bambinoagro.com](http://www.bambinoagro.com).

The schedule of the AGM is set out below:

| Event                        | Event Details                                                           |
|------------------------------|-------------------------------------------------------------------------|
| Date and time of AGM         | Tuesday, 30 <sup>th</sup> September, 2025 at 09:00 a.m. IST             |
| Mode                         | Video Conference (VC)/ Other Audio-Visual Means (OAVM)                  |
| Cut-off date for e-voting    | Tuesday, 23 <sup>rd</sup> September, 2025                               |
| E-voting start date and time | Saturday, 27 <sup>th</sup> September, 2025 at 9.00 a.m. IST             |
| E-voting end date and time   | Monday, 29 <sup>th</sup> September, 2025 at 5.00 p.m. IST               |
| E-voting website of NSDL     | <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> |

This is for your information.

Yours faithfully,

Sweety  
Rai

Digitally signed by  
Sweety Rai  
Date: 2025.09.05  
17:31:08 +05'30'

**Sweety Rai**  
**Company Secretary & Compliance Officer**  
**Bambino Agro Industries Limited**

Encl: as above

**Bambino Agro Industries Ltd.**

Regd. Office: 4E, Surya Towers, Sardar Patel Road, Secunderabad - 500 003, Telangana, India. Ph: +91-40-44363322  
E-mail: [ho.hr@bambinoagro.com](mailto:ho.hr@bambinoagro.com) | CIN: L15440TG1983PLC004363 | [www.bambinoagro.com](http://www.bambinoagro.com)



# 42<sup>nd</sup> Annual Report 2024 – 2025

*From the soil to the soul—our farmers cultivate wellness  
that inspires Dil Ka Good Mood.*





In loving memory of



**Late Shri Myadam Kishan Rao**

10-02-1936 - 12-01-2021

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Founder, Chairman & Managing Director



**Late Shri Myadam Raghuvveer**

08-03-1960 - 25-06-2017

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Co-Founder & Managing Director



Bambino Agro Industries Limited





MADE  
WITH LOVE, SERVED  
WITH TRUST







THE MAN  
WHO STARTED IT ALL

“Only what  
I would feed  
my own  
children”



**Mr. Kishan Rao Myadam,**  
Founder, Bambino Group.



# HAR GHAR KA GROCERY LIST!







TRUSTED BY MILLIONS.  
STOCKED ACROSS THE WORLD.



### Board of Directors

Late Shri Myadam Kishan Rao -

Late Shri Myadam Raghuvveer -

1. Ms. Myadam Shirisha Raghuvveer

2. Mrs. Namratha Vippala

3. Mr. Srinivasa Rao Kothapalli

4. Mr. Prabhnoor Singh Grewal

5. Mr. Ramchander Vyasabhattu

6. Dr. Venkata Hymavathi Thota

7. Dr. Anu Appaiah K A

Chairman & Managing Director - Emeritus (In Memoriam)

Chairman & Managing Director - Emeritus (In Memoriam)

Chairperson & Managing Director (DIN: 07906214)

Additional Director (w.e.f. 30.06.2025) (DIN: 07775207)

Director - Sales Administration (DIN: 10198629)

Director - Sales (Upto 31.03.2025) (DIN: 09217422)

Independent Director (DIN: 03400005)

Independent Director (DIN: 10783209)

Independent Director (DIN: 09064176)

### Chief Financial Officer-

Mr. Revoori Jithender Reddy

### Company Secretary & Legal-

Mrs. Sweety Rai

### Chief Executive Officer-

Mrs. Namratha Vippala (w.e.f. 30.06.2025)

### Corporate and Registered Office-

4E, Surya Towers, Sardar Patel Road,  
Secunderabad - 500 003, Telangana, India.

CIN: L15440TG1983PLC004363

Phone Number: +91-40-44363322

Email: cs@bambinoagro.com

Website: www.bambinoagro.com

### Manufacturing units-

1. Begumpur Khatola Village, Gurgaon, Haryana

2. Gohana, Sonapat, Haryana

### Registrar & Share Transfer Agents-

KFin Technologies Private Limited

Karvy Selenium Tower B, Plot 31-32,

Gachibowli, Financial District, Nanakramguda,

Serilingampally, Hyderabad

Rangareddy, Telangana, India - 500 032

### Statutory Auditors-

M/s. PRV Associates,

Chartered Accountants,

Hyderabad, Telangana.

### Secretarial Auditors-

M/s. C. Gorak & Co.

Secunderabad, Telangana

### Bankers-

HDFC Bank Ltd

Indian Overseas Bank

Axis Bank Ltd

Sundaram Finance Limited

### Forty-second (42nd) Annual General Meeting

Day : Tuesday

Date : 30th September, 2025

Time : 9:00 a.m. (IST)

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## 1. Notice

Notice is hereby given that the 42nd Annual General Meeting (AGM) of the Members of **Bambino Agro Industries Limited** will be held on Tuesday the 30th day of September, 2025 at 9:00 a.m. (IST) through Video Conferencing ("VC")/OtherAudioVisualMeans("OAVM")to transact the following business.

### Ordinary Business-

**To consider, and if thought fit, pass the following resolution as an Ordinary Resolutions:**

#### ITEM No.1

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, the Report of the Auditors thereon and the Report of the Board of Directors.

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, the Report of the Auditors' thereon and the Report of the Board of Directors be and are hereby received, considered and adopted."

#### ITEM No.2

To declare dividend for the financial year ended 31st March, 2025.

**"RESOLVED THAT** a dividend of Rs. 1.60 per equity share, representing 16% of face value of equity share of Re. 10/- each, as recommended by the Board of Directors, be declared for the financial year ended 31st March, 2025 and that the same be paid out of the profits of the Company to those shareholders whose names appear in the Register of Members as on 23rd September, 2025 being the record date fixed for this purpose be and are hereby confirmed.

#### ITEM No.3

To appoint a Director in place of Mr. Srinivasa Rao Kothapalli (DIN: 10198629) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013. Being eligible, offers his re-appointment

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Srinivasa Rao Kothapalli (DIN: 10198629), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation"

### Special Business-

**To consider, and if thought fit, pass the following resolution as an Ordinary Resolutions.**

#### ITEM No.4

To appoint M/s C. Gorak & Co; Company Secretaries as the Secretarial Auditors for a term of Five (5) years from 1st April, 2025.

**RESOLVED THAT** in accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or (s) thereof, for the time being in force) and basis the recommendation of the Board of Directors of the Company, M/s C Gorak & Co., Company Secretaries (Peer Review Certificate No. 1758/2022) issued by ICSI be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the secretarial auditor.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

#### ITEM No.5

To re-appoint Ms. Myadam Shirisha Raghuvver (DIN: 07906214) as Chairperson and Managing Director of the company for a further period of five (5) years.

**"RESOLVED THAT**, pursuant to the provisions of Section 152, 196, 203 and read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s), re-enactment(s) thereof for the time being in force) and Articles of Association of the Company the consent of the Members be and is hereby accorded to re-appoint Ms. Myadam Shirisha Raghuvver (DIN No: 07906214) as Chairperson & Managing Director of the Company for a further period of five Years w.e.f., 16th January. 2026 and whose office shall not be liable to retire by rotation.

**FURTHER RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s), or re-enactment (s) thereof for the time being in force), and other applicable regulations of SEBI (LODR) Regulations, 2015, if any, Articles of Association of the Company and subject to such approvals as may be necessary, Ms. Myadam Shirisha Raghuvver, Chairperson & Managing Director (DIN No: 07906214) be paid a remuneration of Rs. 7,00,000/- per month w.e.f 16th January 2026 for three years in absence of adequate profits or no profits in any year and the same shall be paid as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

#### **ITEM No.6.**

To appointment of Mrs. Namratha Vippala (DIN: 07775207) as a Director

**"RESOLVED THAT** pursuant to sections 152, 161 and other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, Mrs. Namratha Vippala (DIN : 07775207) who was appointed as an Additional Director of the Company by the Board in its meeting held on 30th June 2025 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

#### **ITEM No.7**

Appointment of Mrs. Namratha Vippala (DIN : 07775207) as Whole time Director (Executive)

**"RESOLVED THAT** pursuant to provisions of Section 152, 196 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactment, clarifications thereof, for the time being in force) read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company, the consent of the Members be and is hereby accorded to appoint Mrs. Namratha Vippala (DIN No : 07775207) as Whole-time Director for a period of five (5) years effective from 30th June, 2025 and whose office shall be liable to retirement by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s), or reenactment(s) thereof for the time being in force), and other applicable regulations of SEBI (LODR) Regulations, 2015, if any, Articles of Association of the Company and subject to such approvals as may be necessary, Mrs. Namratha Vippala (DIN No: 07775207), as Whole-time Director be paid a remuneration of ₹. 700,000/- per month w.e.f 30th June, 2025 for three years in absence of adequate profits or no profits in any year and the same shall be paid as minimum remuneration.

**RESOLVED FURTHER THAT** Mrs. Namratha Vippala be and is hereby appointed as a Director liable to retirement by rotation who shall continue to hold her office of as Whole-time Director and the appointment as such, shall





## Annual Report 2024-25

not be deemed to constitute a break in her office.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution."

### ITEM No.8

To approve Related-Party Transactions.

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

**"RESOLVED THAT** pursuant to provisions of Section 179, 184, 188 of the Companies Act, 2013 (the "ACT") and Rules made there under (including any statutory modifications and reenactments made thereof from time to time) read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company's policy for Consideration and Approval of Related Party Transactions, and subject to such approvals, consents, sanctions and permissions as may be required from time to time and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the following related party transactions w.e.f 1st October, 2025 for a period of 5 years in Ordinary Course of business at arm's length basis:-

| SR. No. | PARTICULARS                                                                                                                                                                                                                                  | PER ANNUM LIMIT<br>Rs. in Crores |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| 1.      | Sale, purchase, supply of materials or goods directly or via agents with-<br>1. Ghanta Foods Pvt. Ltd.<br>2. Dusk Miller Confectionery-LLP                                                                                                   | 105 p.a.                         |
| 2.      | Leasing of property of any kind with :-<br>1. Ghanta Foods Pvt. Ltd.<br>2. Seshsayi Foods Pvt. Ltd.<br>3. Bambino Pasta Food Industries Pvt. Ltd.<br>(Formerly known as MLR Industries Pvt. Ltd.)<br>4. Diptanshu Foods Industries Pvt. Ltd. | 10 p.a.                          |
| 3.      | Availing or rendering of services with :-<br>1. Marshal Transport Company.<br>2. M K Rao Family Trust                                                                                                                                        | 25 p.a.                          |

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

### Registered Office-

4E, Surya Towers, S.P. Road,  
Secunderabad - 500 003,  
Telangana  
CIN No. L15440TG1983PLC004363  
Ph: 040-44363322  
Email: cs@bambinoagro.com

Date: 28th August, 2025  
Place: Secunderabad

**By Order of the Board of Directors  
For Bambino Agro Industries Limited**

**Sweetey Rai**  
Company Secretary  
(ACS 31513)

**Notes-**

The General Circular No. No.09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs ("MCA") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133, dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI") including earlier circulars issued in this regard, (hereinafter collectively referred to as the "Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, New Delhi, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '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 situated at # 4E, Surya Towers, S.P. Road, Secunderabad - 500003, Telangana, India.

1. Pursuant to the provisions of the circulars regarding VC/ OAVM for AGM-
  - a. Members can attend the meeting through login credentials provided to them to connect to Video Conference (VC) / Other Audio-Visual Means (OAVM). Physical attendance of the Members at the Meeting venue is not required.
  - b. Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and cast their votes.
2. Members can join the AGM fifteen (15) minutes before and after the scheduled time.
3. The attendance of the Members (member's logins) will be counted for reckoning the quorum under Section 103 of the Companies Act, 2013.
4. In compliance with the above MCA Circulars and SEBI Circular, Notice of the 42nd AGM along with the 42nd Annual Report 2024-25 is being sent through electronic mode only to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and 42nd Annual Report 2024-25 will also be available on websites of the Company ([www.bambinoagro.com](http://www.bambinoagro.com)), stock exchanges, BSE Limited ([www.bseindia.com](http://www.bseindia.com)), and depository participant, National Securities Depository Limited ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)). In compliance with SEBI Circular No. SEBI/LAD-NRO/GN/2024/218 dated 12th December, 2024, shareholders whose email IDs are not registered will be sent a letter containing the web link to access the Annual Report.
5. The Statement (pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to items no. 4, 5, 6, 7 & 8 forms part of this Notice.  
The above proposed retirement by rotation shall not alter any terms and conditions with regard to remuneration, tenure of appointment and such other terms and conditions relating to his appointment as an Executive Director of the Company.
6. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy (who isn't required to be a Member) to attend the meeting and vote on their behalf. Since, this AGM is being held through VC / OAVM pursuant to the MCA circulars, physical attendance of members has been dispensed. Accordingly, the facility for appointment of proxies by the members shall not be available for the AGM and hence, the proxy form and attendance slip are not annexed hereto.
7. Since, the AGM will be held through VC/ OAVM, the route map of the venue is not annexed.
8. In terms of the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder, Mr. Srinivasa Rao Kothapalli (DIN : 10198629), Executive Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
9. Pursuant to Regulations 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Section 152 of the Companies Act, 2013 and Secretarial Standards on General Meetings (SS- 2), details in respect of Director seeking appointment/reappointment of Directorship at 42nd AGM of the Company to





be held on 30th September, 2025 at 9.00 AM is provided in Annexure-1 of this Notice.

10. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations, SS-2 (Secretarial Standard on General Meeting) issued by the Institute of Company Secretaries of India ("ICSI") and the provisions of the MCA Circulars and SEBI Circular and any amendments thereto, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast their vote through Remote e-Voting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), Trade World - A Wing, Kamala Mills Compound, Lower Parel, and Mumbai- 400013 for facilitating voting through electronic means, as the authorized agency. NSDL shall provide the facility of e-Voting before and during the AGM. As per the terms of the MCA & SEBI Circulars, voting can be done only electronically (e-Voting before or during the AGM).
11. Book Closure and Dividend
  - (a) The Company has notified closure of Register of Members and Share Transfer Books from Wednesday 24th September, 2025 to Tuesday 30th September, 2025 (both days inclusive) for determining the names of member(s) eligible for dividend on Equity Shares, if declared at the Meeting.
  - (b) The dividend on equity shares, if approved at the Meeting, shall be paid/credited in the respective bank account of the Members on or before 29th October, 2025. The dispatch of dividend warrants/ demand drafts will be completed on the same day.
12. Members may avail facility of nomination (as per the terms of Section 72 of the Companies Act, 2013) by nominating any person to whom their shares will be transferred in the event of their demise.

### **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

13. As per the MCA Circulars and SEBI Circular, the Notice of the AGM along with the 42nd Annual Report for the FY 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. A physical copy of the same will be sent to Member who specifically requested it. The Company shall also send a letter to shareholder(s) who have not registered their email addresses either with the Company or Depositories, providing the web link and the exact path for viewing and downloading the Annual Report. Members may note that the Notice and Annual Report will also be available on the websites of the Company's website i.e. [www.bambinoagro.com](http://www.bambinoagro.com), websites of the Stock Exchanges, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. To electronically receive all communications from the Company-
  - a) Members holding shares in physical form must register/ update their email address by writing to the Company (at [cs@bambinoagro.com](mailto:cs@bambinoagro.com)) or M/s KFin Technologies Limited (at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)) with details of Folio number(s) and a self-attested copy of PAN card.
  - b) Members holding shares in dematerialized form must register / update their email addresses with the relevant Depository Participant (DP).

### **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**

15. Procedure for joining The AGM through VC / OAVM:
  - a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020 in

relation to e-Voting facility provided by listed entities; the Company is providing facility of remote e-Voting to its Members.

- b) For this purpose, the Company has engaged the services of NSDL as the authorized agency, for facilitating voting through electronic means. The facility for e-Voting remotely and during the AGM will be provided by NSDL.
- c) Members holding shares (in either forms: physical or DEMAT) as on the cut-off date of Tuesday the 23rd September, 2025 may cast their vote by remote e-Voting. Only 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 will be entitled to vote.
- d) A person who is not a Member as on the cut-off date should treat this Notice for information purpose only..
- e) Any member(s) holding shares in physical form or a non-individual member who acquires shares of the Company and becomes a Member after the cut-off date (Tuesday, 23rd September, 2025), may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, they are already registered with NSDL for remote e-Voting; they can use their existing User ID and password.
- f) In case of Individual Shareholder holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares in demat mode as on the cut-off date may follow the steps mentioned under 'Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.
- g) The remote e-Voting period commences on Saturday, 27th September, 2025 at 9.00 a.m. (IST) and ends on Monday, 29th September, 2025 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity Share Capital of the Company as on the cut-off date i.e. Tuesday, 23rd September, 2025.
- h) Members shall be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairperson. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/ OAVM but shall not be entitled to cast their vote on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

**16. Instructions for members for attending the AGM through VC/OAVM and remote e-voting (before and during the AGM) are as under:**

- a) Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by following the steps mentioned under 'Access NSDL e-Voting system'. After successful login, Member(s) can click on link of 'VC/OAVM' placed under 'Join General Meeting' menu against Company name. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the process as mentioned in paragraph titled "The instructions for remote e-Voting before/ during the AGM" in the Notice to avoid last minute rush.
- b) Members who would like to express their views or ask questions during the AGM may register





themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ Folio number, PAN, mobile number at [cs@bambinoagro.com](mailto:cs@bambinoagro.com) in between Saturday, 27th September, 2025 (9:00 a.m. IST) to Sunday, 28th September, 2025 (5:00 p.m. IST). The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.

- c) Members, who need assistance before or during the AGM, can contact NSDL [onevoting@nsdl.co.in](mailto:onevoting@nsdl.co.in) / 022 - 4886 7000.

## 17. The instructions for remote E-Voting before/ during the AGM

The details of the process and manner for remote e-Voting are explained herein below:

**Step 1:** Access NSDL e-Voting system

**Step 2:** Cast your vote electronically and join General Meeting on NSDL e-Voting system.

| Type of shareholders                                               | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in DeMAT mode with NSDL | <p><b>A. NSDL IDeAS facility</b></p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>Visit the e-Services website of NSDL Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https:// eservices.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section.</li> <li>A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services section.</li> <li>Click on 'Access to e-voting' appearing on the left-hand side under e-voting services and you will be able to see e-voting page.</li> <li>Click on options available against Company name or e-voting service provider – NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting &amp; e-voting during the meeting.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select 'Register Online for IDeAS' Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp</a></li> <li>Please follow steps given in points 1-4</li> </ol> <p><b>B. e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</li> <li>Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section.</li> <li>A new screen will open. You will need to enter your User ID (i.e. your sixteen digit DeMAT account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> </ol> |

| Type of members                                                                                        | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                        | <p>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; e-voting during the meeting.</p> <p>C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>Existing users who have opted for Easi/Easiest, they can login through their 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 is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.Cdslindia.com">www.Cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected. to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature</li> <li>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-voting during the meeting</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p>  </div> <div style="text-align: center;">  <p><b>Google Play</b></p>  </div> </div>                                                                                                                 |





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

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL

| Login type                                                         | Helpdesk details                                                                                                                                                                                          |
|--------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-48867000           |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800225533 |

Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

### How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:                                                                                                                                       |
|----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) For Members who hold shares in demat account with NSDL      | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL      | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.                                                    |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

- 5 Password details for shareholders other than Individual shareholders are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the

'initial password' and the system will force you to change your password.

- c. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'
  - ii. If your email ID is not registered please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are mentioned below:**

- A. How to cast your vote electronically on NSDL e-Voting system and join General Meeting on NSDL e-Voting system?
  1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
  2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join General Meeting".
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- B. **The instructions for e-Voting during the AGM are as under:**
  8. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above





for remote e-Voting since the Meeting is being held through VC/OAVM.

9. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-Voting system at the AGM.

### C. General Guidelines for Shareholders:

10. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [chandrankanth@cgorak.com](mailto:chandrankanth@cgorak.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
11. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.Evoting.nsdl.com](http://www.Evoting.nsdl.com) to reset the password.
12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022-48867000 and 022-24997000 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### D. Other Instructions:

13. The Board of Directors has appointed Mr. Chandrankanth Gorak practicing Company Secretary (CP No:-11346), Hyderabad- 500003, Telangana, as the Scrutinizer to scrutinize the remote e-Voting process as well as e-voting during the AGM in a fair and transparent manner.
14. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make consolidated Scrutinizer's Report and submit the same to the Chairperson. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: [www.bambinoagro.com](http://www.bambinoagro.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The result will simultaneously be communicated to the stock exchanges where the shares of the company are listed.

### 18. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 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.

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.

### 19. DIVIDEND RELATED INFORMATION

- i. The Board of Directors at their meeting held on 21st May, 2025 recommended a final dividend on

equity shares at the rate of 16% i.e. ₹1.60 per Equity Share of face value of ₹ 10/- each for the Financial Year ended on 31st March, 2025, subject to approval of the Members at the AGM, the dividend will be paid on or before Wednesday, 29th October, 2025, to the Members whose names appear on the Company's Register of Members as on the Record Date and in respect of the shares held in dematerialized mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. The dispatch of dividend warrants/demand drafts will be completed on the same day.

- ii. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday 24th September, 2025 to Tuesday 30th September, 2025 (both days inclusive) for determining the names of member(s) eligible for dividend on Equity Shares, if declared at the Meeting.
- iii. As per relevant Circulars, payment of dividend shall be made through electronic mode to the members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the members who have not updated their bank account details. To avoid delay in receiving dividend, members are requested to update their bank account details with their Depository Participants in case securities are held in demat mode and members holding securities in physical form should send a request for updating their bank details to the Company's Registrar & Share Transfer Agents.
- iv. Payment of Dividend shall be subject to deduction of tax at source (TDS) at applicable rates as notified by the Government of India.
- v. Members are requested to notify immediately any change of address and other relevant correspondence including NECS/ECS/NEFT/ RTGS details and submission of Permanent Account Number (PAN)
  - a. To their Depository Participants (DPs) in respect of their electronic share accounts; and
  - b. To the Company at its registered office or the Registrar & Transfer Agent, M/s. KFin Technologies Limited (KFinTech) (CIN: L72400TG2017PLC117649), Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana - 500 032, India in respect of their physical shares, if any, quoting their folio number, Banker's name and account number to ensure prompt and safe receipt of dividend warrants.
- vi. Manner of registering mandate for receiving Dividend:
  - a. With their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialized mode by submitting the requisite documents and
  - b. With the Company / KFinTech by clicking on [https:// ris.kfintech.com/form15](https://ris.kfintech.com/form15) or by emailing at [cs@bambinoagro.com](mailto:cs@bambinoagro.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) if shares are held in physical mode, by submitting scanned copy of the (i) signed request letter which shall contain member's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf. In case shares are held in dematerialized mode, details in a form prescribed by your Depository Participant may also be required to be furnished.
- vii. Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its member's w.e.f. 1st April, 2020. No tax will be deducted on payment of dividend to the resident individual members if the total dividend paid does not exceed ₹ 10,000/-, The withholding tax rate would vary depending on the residential status of the member and documents registered with the Company as follows:



**RESIDENT MEMBERS:****1. Tax Deductible at Source for Resident Members**

| <b>SR. No.</b> | <b>Particulars</b>                                                                                                       | <b>Withholding tax rate</b>       | <b>Documents required (if any)</b>                                 |
|----------------|--------------------------------------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------|
| 1              | Valid PAN updated in the Company's Register of Members                                                                   | 10%                               | No document required (if no exemption is sought)                   |
| 2              | No PAN/Valid PAN not updated in the Company's Register of Members                                                        | 20%                               | No document required (if no exemption is sought)                   |
| 3              | Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s. 197 of the Income Tax Act, 1961 | Rate specified in the certificate | Lower tax deduction certificate obtained from Income Tax Authority |

**2. No Tax Deductible at Source on dividend payment to resident members if the Members submit and register following documents as mentioned below table with the Company/KFinTech.**

| <b>SR. No.</b> | <b>Particulars</b>                                                                                                             | <b>Withholding tax rate</b> | <b>Documents required (if any)</b>                                                                                                                                                      |
|----------------|--------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1              | Submission of form 15G/15H                                                                                                     | Nil                         | Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions |
| 2              | Members to whom section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, etc.                                      | Nil                         | Documentary evidence that the said provisions are not applicable                                                                                                                        |
| 3              | Member covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds | Nil                         | Documentary evidence for coverage u/s 196 of Income Tax Act, 1961                                                                                                                       |
| 4              | Category I and II Alternative Investment Fund                                                                                  | Nil                         | SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961                                                                                          |
| 5              | Recognised provident funds<br>Approved superannuation fund<br>Approved gratuity fund                                           | Nil                         | Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)                                                                               |
| 6              | National Pension Scheme                                                                                                        | Nil                         | No TDS as per section 197A (1E) of Income Tax Act, 1961                                                                                                                                 |

**NON-RESIDENT MEMBERS:**

Withholding tax on dividend payment to non-resident members if the non-resident members submit and register following document as mentioned in the below table with the Company / RTA.

| SR. No. | Particulars                                                                                                           | Withholding tax rate                                                                | Documents required (if any)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|---------|-----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1       | Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)                                             | 20% (plus applicable surcharge and cess)                                            | FPI registration number / certificate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 2       | Other Non-resident members                                                                                            | 20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial | To avail beneficial rate of tax treaty following tax documents would be required:<br>i. Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received<br>ii. PAN<br>iii. Form 10F filled & duly signed<br>iv. Self-declaration for non-existence of permanent establishment/ fixed base in India<br>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident member and review to the satisfaction of the Company) |
| 3       | Indian Branch of a Foreign Bank                                                                                       | Nil                                                                                 | Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank                                                                                                                                                                                                                                                                                                                                                                    |
| 4       | Availability of Lower / Nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961 | Rate specified in certificate                                                       | Lower tax deduction certificate obtained from Income Tax Authority                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |



## Notes:

- i. The Company will issue soft copy of the TDS certificate to its members through email registered with the Company / Kfintech post payment of the dividend. Members will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS).
- ii. The aforesaid documents such as Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link <https://ris.kfintech.com/form15/> on or before Friday, July 16, 2025 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/ deduction received post Friday, July 16, 2025 shall not be considered
- iii. Application of TDS rate is subject to necessary verification by the Company of the member details as available in Register of Members as on the Record Date and other documents available with the Company / RTA.
- iv. In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund.
- v. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also provide the Company with all information/documents and cooperation in any appellate proceedings.
- vi. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

## IEPF related information-

20. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules as amended from time to time, the Company has uploaded the details of unclaimed/ unpaid amounts lying with the Company as on 26th December, 2024 (date of the last AGM) on the website of the Company ([www.bambinoagro.com](http://www.bambinoagro.com)) and also on the website of the Ministry of Corporate Affairs, the information in respect of such unclaimed/ unpaid dividend and the last date for claiming the same are given below:

| SR. No. | Financial Year | Dividend Declaration Date | Dividend Transfer Due Date |
|---------|----------------|---------------------------|----------------------------|
| 1       | 2017-2018      | 27th September, 2018      | 3rd November, 2025         |
| 2       | 2018-2019      | 30th September, 2019      | 6th December, 2026         |
| 3       | 2019-2020      | 30th December, 2020       | 4th February, 2028         |
| 4       | 2020-2021      | 29th December, 2021       | 3rd February, 2029         |
| 5       | 2021-2022      | 29th December, 2022       | 3rd February, 2030         |
| 6       | 2022-2023      | 29th September, 2023      | 5th December, 2031         |
| 7       | 2023-2024      | 26th December, 2024       | 29th February, 2032        |



Pursuant to Section 124(5) of the Companies Act, 2013 [Section 205C(2) of the Companies Act, 1956] read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time the unclaimed/unpaid dividend amount ₹ 10,12,178 /- (Rupees Ten Lacs Twelve Thousand One Hundred and Seventy Eight Only) for the year 2016-17 was transferred to the Investor Education and Protection Fund during the financial year 2024-25 on 5th May, 2025.

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares on which dividend has not been claimed/paid for seven consecutive years or more shall be transferred to IEPF Authority.

In compliance with the provisions of Section 124 of the Companies Act, 2013 read with applicable rules, the Company has transferred 41,695 (forty One thousand Six hundred Ninety Five only) equity shares belonging to 315 members of the company who have not claimed dividends for a continuous period of seven years to Investor Education and Protection fund Authority (IEPF) Vide Corporate Action to Demat account of IEPF Authority dated 16th May, 2025.

Further the unclaimed/unpaid dividend and the shares thereof pertaining to the financial year 2017-18 shall be transferred to the Investor Education and Protection Fund during the financial year 2025-26. The members who have not claimed their dividend are requested to claim it as early as possible.

Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://www.bambinoagro.com>

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 their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/ Company.

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialise shares held by them in physical form.

## 21. Other Information

- i. The Company's equity shares are Listed at (i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001, Maharashtra, India; and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2024-25.
- ii. Members holding shares in physical mode are:
  - a. Required to submit their Permanent Account Number (PAN) and bank account details to the Company / KFinTech at <https://karisma.kfintech.com/> members, if not registered with the Company/ KFinTech as mandated by SEBI by writing to the Company at [cs@bambinoagro.com](mailto:cs@bambinoagro.com) or to KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.
  - b. Advised to register nomination in respect of their shareholding in the Company.
- iii. Members holding shares in electronic mode are:
  - a. Requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
  - b. Advised to contact their respective DPs for registering nomination.



- iv. Non-Resident Indian members are requested to inform KFintech / respective DPs, immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- v. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents i.e. KFin Technologies Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the member(s).
- vi. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
- vii. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Those members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his/ her Depository Participant / the Company's Registrar & Share Transfer Agent as the case may be. Members who have not registered their e-mail address either with the Company or with the Depository are requested to register as soon as possible.
- viii. The members may note that pursuant to Regulation 36(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Hard copy of full annual report shall be sent to members on request. Members may further note that pursuant to Section 20 of the Companies Act, 2013.
- ix. Members are requested to follow the process detailed below and intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

| Type of Holder | Process to be followed                                                                                                                                                                                                                                                                                                                                                            |                   |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| Physical       | For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana |                   |
|                | Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode                                                                                                                                                                                                           | <b>Form ISR-1</b> |
|                | Update of signature of securities holder                                                                                                                                                                                                                                                                                                                                          | <b>Form ISR-2</b> |
|                | For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014                                                                                                                                                                                                                                                                             | <b>Form SH-13</b> |
|                | Declaration to opt out                                                                                                                                                                                                                                                                                                                                                            | <b>Form ISR-3</b> |
|                | Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee                                                                                                                                                                                                                                                                                                | <b>Form SH-14</b> |
|                | Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form                                                                                                                                                                                                                                        | <b>Form ISR-4</b> |
|                | The forms for updating the above details are available at <a href="https://www.cs@bambinoagro.com/static/images/pdf/investorcontact.pdf">https://www.cs@bambinoagro.com/static/images/pdf/investorcontact.pdf</a>                                                                                                                                                                 |                   |
| Demat          | Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.                                                                                                                                                                                                                                     |                   |

- x. Members may also note that the 42nd Annual Report for the financial year 2024-25 will also be available on the Company's website [www.bambinoagro.com](http://www.bambinoagro.com)

**Registered Office-**

4E, Surya Towers, S.P. Road,  
Secunderabad - 500 003,  
Telangana  
CIN No. L15440TG1983PLC004363  
Ph: 040-44363322  
Email: [cs@bambinoagro.com](mailto:cs@bambinoagro.com)

Date: 28th August, 2025  
Place: Secunderabad

**By Order of the Board of Directors  
For Bambino Agro Industries Limited**

**Sweetie Rai**  
Company Secretary  
(ACS 31513)





## **Explanatory statement pursuant to Section 102 of the Companies Act, 2013**

The following explanatory Statement sets out all the material facts relating to the Special Business mentioned in Item No. 4, 5, 6, 7 & 8 of the Notice of 42nd AGM dated 28th August, 2025.

### **Item No. 4-**

Pursuant Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the board of directors.

In compliance with the above and on the recommendation of the Audit Committee, the Board of Directors considered and approved the appointment of M/s C Gorak & Co., Company Secretaries, Hyderabad (Peer Review Certificate No. 1758/2022), as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from FY 2025-26 to FY 2029-30, subject to approval of shareholders at the ensuing 42nd Annual General Meeting, on such remuneration as may be determined by the Board of Directors from time to time in consultation with the Secretarial Auditor.

M/s C Gorak & Co., Company Secretaries, is a registered Practicing Company Secretary firm with the Institute of Company Secretaries of India (ICSI) and holds Peer Review Certificate No. 1758/2022. The firm's expertise spans Corporate Legal Compliances, Corporate Governance, Advisory, and Consulting. With significant audit experience across diverse operating segments and proven capability to address complex compliance landscapes, the firm is well-positioned to handle the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly, approval of the members is sought by passing the Ordinary Resolution.

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.

The members are requested to approve the same by way of Ordinary Resolution.

### **item No. 5**

The Board of Directors on the recommendation of Nomination and Remuneration Committee, re-appointed Ms. Myadam Shirisha Raghuvver (DIN: 07906214) as Managing Director of the Company w.e.f 16th January, 2026 for a period of five (5) years.

Ms. Myadam Shirisha Raghuvver is the daughter of Late Shri Myadam Raghuvver and a third-generation leader from the Myadam family. With a BBA in Finance from Amity University and over seven years in the FMCG sector, she has led the Company as the Chairperson Managing Director since 2021. She steered the company towards strategic growth, operational efficiency, and employee engagement.

Mentored by her grandfather, Late Shri Myadam Kishan Rao, Ms. Shirisha combines resilience with a modern leadership approach—championing inclusivity by bringing more women into the workforce and fostering a people-first culture. Under her stewardship, the Company has navigated challenges and is positioned for sustained success.

Ms. Myadam Shirisha Raghuvver holds 28,86,429 equity shares of the Company as on date and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. She holds directorship in Bambino Milk Products Private Limited and Sugandha Holdings Private Limited.

The terms set out in the resolution and explanatory statement may be treated as an abstract of terms of re-appointment pursuant to section 190 of the Companies Act, 2013 & compliance of regulation 36(3) of SEBI (LODR) Regulations, 2015.

### Memorandum of Interest

Except Ms. Myadam Shirisha Raghuveer, none of the other Directors or Key Managerial Personnel and their relatives of the company are interested or concerned, financially or otherwise, in the aforesaid Ordinary Resolution. The members are requested to approve the same by way of Ordinary Resolution.

### Item No. 6&7

The Board of Directors in its meeting held on 30th June, 2025, appointed Mrs. Namratha Vippala. as an Additional Director of the Company and on recommendation of the Nomination and Remuneration Committee designated her as an Executive Whole time Director- for a period of five (5) years w.e.f. 30th June, 2025 on a remuneration of ₹ 7,00,000 p.m. Her office will be liable to retire by rotation.

Mrs. Namratha Vippala is aged 36 years. She holds a Bachelor's degree in Technology and Computer Science from Malla Reddy Engineering College and an MBA from Amity Business School. She has over twelve (12) years of experience across product development, manufacturing, and operations, with a focus in the food industry. She has also been involved in branding and marketing initiatives, helping products connect better with the target audience. Her background combines technical knowledge with practical business skills, supporting her role in leadership and strategy.

While pursuing her MBA, Mrs. Namratha set up Dusk Miller Confectionery (DMC); an artisan bakery that has an irresistible range of biscuits, cookies and cakes. Her vision and motto was built on the idea of creating "a great food story". From being a regular participant in Food Exhibitions, Flea Markets and Corporate events to being the city-wide supplier to Hotels; Dusk Miller Confectionery has proven to be a highly known and favored brand.

She does not have any shareholding in the Company and is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act, 2013.

The terms set out in the resolution and explanatory statement may be treated as an abstract of terms of appointment pursuant to the provisions of the Companies Act, 2013 & compliance of regulation 36(3) of SEBI (LODR) Regulations, 2015.

Except Mrs. Namratha, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Members are requested to approve the same by way of Ordinary resolution.

### Item No. 8

All related party transactions that were entered into during the financial year were at an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the company with promoters, directors, key managerial personnel or other designated persons which may have a potential conflict with the interest of the company, at large.

All related party transactions are placed before the Audit Committee and the Board for their approval. A statement detailing of all the related party transactions is placed before the Audit Committee and the Board of Directors for their review/approval on a quarterly basis.

Provision to subsection (1) of Section 188 of the Companies Act, 2013 requires prior approval of the members for entering Related Party Transactions. The members duly approved all the transactions at their 40th Annual General Meeting held on 30th September, 2023 for a period of 5 (five) years. However, it was proposed to amend the resolution by adding M/s. Dusk Miller Confectionery-LLP (related party) for sale, purchase, supply of materials or goods directly or through appointment of agents and deletion of some related party from which company not having the business since long period and reduce the total limit for RPTs to ₹ 140, 00,00,000/- from ₹ 500,00,00,000/- for a further period of five(5) years.

Other information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder-

The members are requested to approve the same by way of Ordinary Resolution.



## Annual Report 2024-25

| <b>SR. No.</b> | <b>PARTICULARS</b>                                                                                                                                                                                                                           | <b>PER ANNUM LIMIT<br/>Rs. in Crores</b> |
|----------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|
| 1.             | Sale, purchase, supply of materials or goods directly or via agents with-<br>1. Ghanta Foods Pvt. Ltd.<br>2. Dusk Miller Confectionery-LLP                                                                                                   | 105 p.a.                                 |
| 2.             | Leasing of property of any kind with :-<br>1. Ghanta Foods Pvt. Ltd.<br>2. Seshsayi Foods Pvt. Ltd.<br>3. Bambino Pasta Food Industries Pvt. Ltd.<br>(Formerly known as MLR Industries Pvt. Ltd.)<br>4. Diptanshu Foods Industries Pvt. Ltd. | 10 p.a.                                  |
| 3.             | Availing or rendering of services with :-<br>1. Marshal Transport Company.<br>2. M K Rao Family Trust                                                                                                                                        | 25 p.a.                                  |

Except Ms. Myadam Shirisha Raghuv eer, Chairperson and Managing Director, and Ms. Namratha Vippala, Director and CEO, none of the Directors or Key Managerial Personnel of the company and their relatives, are concerned or interested, financially or otherwise, in this resolution.

The members are requested to approve the same by way of Ordinary Resolution.

**Registered Office-**

4E, Surya Towers, S.P. Road,  
Secunderabad - 500 003,  
Telangana

CIN No. L15440TG1983PLC004363

Ph: 040-44363322

Email: cs@bambinoagro.com

Date: 28th August, 2025

Place: Secunderabad

**By Order of the Board of Directors  
For Bambino Agro Industries Limited**

**Sweety Rai**  
Company Secretary  
(ACS 31513)



**Particulars of Directors as required to be furnished under (SS-2) secretarial standard on general meetings/regulation 36(3) of SEBI listing regulations\*.**

**ANNEXURE TO THE NOTICE DATED 30th June, 2025**

| <b>SR. No.</b> | <b>Name of the Directors</b>                                                                 | <b>Ms. Myadam Shirisha Raghuveer</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>Mrs. Namratha Vippala</b>                                                                                                                                                                                                                                                                                                                                                                         | <b>Mr. Srinivasa Rao Kothapalli</b>                                                                                                                   |
|----------------|----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1              | DIN                                                                                          | 07906214                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 07775207                                                                                                                                                                                                                                                                                                                                                                                             | 10198629                                                                                                                                              |
| 2              | Date of birth & Age                                                                          | 31st October,1998                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 7th July,1989                                                                                                                                                                                                                                                                                                                                                                                        | 14th November, 1968                                                                                                                                   |
| 3              | Qualification                                                                                | BBA in Finance from Amity University                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Bachelor's degree in Technology and Computer Science from Malla Reddy Engineering College and an MBA from Amity Business School                                                                                                                                                                                                                                                                      | He is Master's degree in Commerce, a Postgraduate Diploma in Computer Applications, and training in SAP (Sales and Distribution)                      |
| 4              | Experience and expertise in specific functional areas                                        | Ms. Myadam Shirisha Raghuveer is the daughter of Late Shri Myadam Raghuveer and a third-generation leader from the Myadam family. With a BBA in Finance from Amity University and over seven years in the FMCG sector, she has led the Company as the Chairperson Managing Director since 2021. She steered the company towards strategic growth, operational efficiency, and employee engagement. Mentored by her grandfather, Late Shri Myadam Kishan Rao, Ms. Shirisha combines resilience with a modern leadership approach—championing inclusivity by bringing more women into the workforce and fostering a people-first culture. Under her stewardship, the Company has navigated challenges and is positioned for sustained success. | She has over twelve (12) Years of experience across product development, manufacturing, and operations, with a focus in the food industry. She has also been involved in branding and marketing initiatives, Helping products connect better with their target audience. Her background combines technical Knowledge with practical business skills, supporting her role in leadership and strategy. | Over 31 years' experience in Sales Administration, Sales Commercial functions & liaison, deal with issues related to Sales Tax, VAT, FSSAI & GST etc. |
| 5              | Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | NIL                                                                                                                                                                                                                                                                                                                                                                                                  | NIL                                                                                                                                                   |
| 6              | Nature of appointment (appointment/re appointment)                                           | Re-appointment for a further period of 5 Years Subject to shareholders' approval                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Appointment for 5 years Subject to shareholders' approval w.e.f. 30.06.2025                                                                                                                                                                                                                                                                                                                          | Retires by rotation and offers he for re-appointment                                                                                                  |



## Annual Report 2024-25

| SR. No. | Name of the Directors                                                                    | Ms. Myadam Shirisha Raghuv eer                                                                      | Mrs. Namratha Vippala             | Mr. Srinivasa Rao Kothapalli                                                                                                                     |
|---------|------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| 7       | Terms and Conditions of appointment / re-appointment                                     | As per the terms of appointment originally approved by the Members in the 37th AGM in the year 2021 | as given in Explanatory statement | As per the terms of appointment originally approved by the Members in the 40th AGM in the year 2023                                              |
| 8       | Remuneration last drawn by such person, if applicable and remuneration sought to be paid | As per the terms of appointment originally approved by the Members in the 37th AGM in the year 2021 | as given in Explanatory statement | As per the terms of appointment originally approved by the Members in the 40th AGM in the year 2023 & revision in the 41st AGM in the Year 2024. |
| 9       | Date of first appointment on the Board                                                   | 17.01.2021                                                                                          | 30.06.2025                        | 10.06.2023                                                                                                                                       |
| 10      | Shareholding in the company including shareholding as a beneficial owner;                | 2886429                                                                                             | NIL                               | NIL                                                                                                                                              |
| 11      | The number of Meetings of the Board attended during the year                             | 5                                                                                                   | -                                 | 5                                                                                                                                                |
| 12      | Directorship Details of the Board                                                        | Chairperson & Managing Director                                                                     | -                                 | Executive Director (Sale & Admin)                                                                                                                |
| 13      | Membership / Chairmanship of Committees of other Boards                                  | 3                                                                                                   | NIL                               | NIL                                                                                                                                              |

**Registered Office-**

4E, Surya Towers, S.P. Road,  
Secunderabad - 500 003,  
Telangana  
CIN No. L15440TG1983PLC004363  
Ph: 040-44363322  
Email: cs@bambinoagro.com

Date: 28th August, 2025  
Place: Secunderabad

**By Order of the Board of Directors  
For Bambino Agro Industries Limited**

**Sweety Rai**  
Company Secretary  
(ACS 31513)

## 2. Board's Report 2024-2025

Dear Members,

Your Directors are pleased to present the 42nd Annual Report and the Audited Financial Statements of your Company for the Financial Year ended 31st March, 2025.

The Company's financial performance for the year ended 31st March, 2025 is summarized below.

(₹ in lacs)

| Particulars                                              | FY 2024-25       | FY 2023-24       |
|----------------------------------------------------------|------------------|------------------|
| Revenue from Operations                                  | 36758.75         | 33245.16         |
| Other Income                                             | 69.43            | 16.04            |
| <b>Total Revenue</b>                                     | <b>36,828.18</b> | <b>33,261.20</b> |
| <b>Profit</b>                                            |                  |                  |
| <b>Profit before Interest, Depreciation and Taxation</b> | <b>2,797.64</b>  | <b>2,752.30</b>  |
| Less: Interest                                           | 866.67           | 800.44           |
| Less: Depreciation                                       | 535.02           | 492.76           |
| <b>Profit before Exceptional items and Tax</b>           | <b>1,395.95</b>  | <b>1,459.10</b>  |
| Add: Exceptional items                                   | -                | -                |
| <b>Profit before Tax</b>                                 | <b>1,395.95</b>  | <b>1459.10</b>   |
| Less: Provision for Tax (including deferred tax)         | 474.50           | 366.18           |
| <b>Profit after Tax</b>                                  | <b>921.45</b>    | <b>1,092.92</b>  |

We are happy to share that your company achieved revenue of ₹ 36,828.18 lacs and Net Profit of ₹ 921.45 lacs. With continued focus on building stronger distribution, digital initiatives and entry into new areas, Bambino Agro delivered a strong revenue growth. Your company's growth is higher than the industry's average growth. Company is well positioned, with a strong team, technological interventions and robust processes to address the envisioned emerging changes in the ever-growing Indian FMCG markets.

### Business Review

Your Company has not changed nature of its business during the period under review and continues to report results under single division.

### Credit Rating

|                                                                   |                                                                                                                      |
|-------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|
| a. Credit rating obtained by the company:                         | In respect of credit / bank facilities of the Company                                                                |
| b. Name of the credit rating agency:                              | Informatics Valuation and Rating Limited                                                                             |
| c. Ratings                                                        | Long term Rating: IVR BBB-; Stable (IVR Triple B Minus with Stable outlook)                                          |
| d. Date on which the credit rating was obtained:                  | 4th March, 2025 (valid up to 2nd March, 2026)                                                                        |
| e. Revision in the credit rating                                  | During the period under review the credit rating has been revised and upgraded in Long-term review from BB+ to BBB-. |
| f. Reasons provided by the rating agency for a downward revision: | Not Applicable                                                                                                       |





### Quality Assurance:

In the current year, your Company has remained focused on delivering strong value to consumers and customers by strengthening its quality assurance practices from wheat procurement to the final product. The Quality department has played a key role in building a strong quality culture across the organization. With a focus on operational efficiency, consistency and customer satisfaction, with advanced testing methods and facilities and promoted a work culture driven by speed, accuracy and transparency. Efforts are also underway to digitalize key quality activities.

The Company continues to maintain a wide range of globally recognized certifications, including ISO 22000:2018 (Food Safety Management System), Certificate no. 79523/A/0001/UK/En.

### Transfer to Reserves

Your Company proposes to retain ₹ 46.07 (in Lacs) in the Statement of Profit and Loss and not transfer it to the General Reserve.

### Dividend

The Board of Directors of the Company at their meeting held on 21st May, 2025 recommended a dividend of ₹1.60/- per equity share (16% of face value of Re. 10/-). The said dividend, if approved, will absorb a sum of ₹ 1,28,14,000/- and paid to the eligible equity shareholders.

In view of the change made under the Income Tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the company shall be taxable in the hands of the shareholders. Accordingly, your Company will pay Dividend after deducting the tax at source.

### Transfer of Un-Claimed Dividends and Shares

Pursuant to Section 124(5) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time the unclaimed/unpaid dividend amount of Rs. 10, 12,178 /- (Rupees Ten Lacs Twelve Thousand One Hundred and Seventy Eight Only) for the FY 2016-17 was transferred to the Investor Education and Protection Fund in the month of May, 2025.

In compliance with the provisions of Section 124 of the Companies Act, 2013, the Company has transferred 41,685 (forty-one thousand six-hundred and eighty-five) equity shares belonging to, 315, Members to Investor Education and Protection fund Authority (IEPF) Vide Corporate Action to Demat account of IEPF Authority dated 16th May, 2025, of those members who have not claimed the dividends for a continuous period of 7 years.

Pursuant to Section 124(5) of the Companies Act, 2013 [Section 205C (2) of the Companies Act, 1956] read with the Investor Education and Protection Fund (awareness and protection of Investors) Rules, 2001 as amended from time to time the unclaimed/unpaid dividend and the shares thereof pertaining for the financial year 2017-18 shall be transferred to the Investor Education and Protection Fund during the financial year 2025- 26.

The information in respect of unclaimed/unpaid dividend & shares thereto and the last date for claiming the dividend are given below.

| SR. No. | Financial Year | Dividend Declaration Date | Dividend Transfer Due Date |
|---------|----------------|---------------------------|----------------------------|
| 1       | 2017-2018      | 27th September, 2018      | 3rd November, 2025         |
| 2       | 2018-2019      | 30th September, 2019      | 6th December, 2026         |
| 3       | 2019-2020      | 30th December, 2020       | 4th February, 2028         |
| 4       | 2020-2021      | 29th December, 2021       | 3rd February, 2029         |
| 5       | 2021-2022      | 29th December, 2022       | 3rd February, 2030         |
| 6       | 2022-2023      | 29th September, 2023      | 5th December, 2031         |
| 7       | 2023-2024      | 26th December, 2024       | 29th February, 2032        |

The voting rights on these shares shall remain frozen till the rightful owners claim them. The Company sends reminders to said Members before transferring their shares to IEPF as per the applicable provisions.

The Members whose shares are transferred to IEPF shall claim the dividends and shares from IEPF by submitting an online application in the prescribed e-Form no. IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in).

Mrs. Sweety Rai is the Nodal Officer appointed by the Company under the provisions of IEPF.

#### Share Capital-

The paid-up share capital of the Company as on 31st March, 2025 is ₹ 800.88 lacs.

#### Buy Back of shares

The Company has not bought back any of its shares during the Financial Year ended 31st March, 2025.

#### Material changes and commitments affecting financial position between the end of the financial year and date of report

There are no material changes and commitments affecting financial position of the company, which occurred after the end of the financial year i.e. 31st March, 2025.

#### Deposits

During the FY 2024-25, your Company has neither accepted nor has any outstanding deposits received from the public within the meaning of Section 2(31) and Chapter V of the Companies Act, 2013, read with Rule 2(1) (c) of the Companies (Acceptance of Deposits) Rules, 2014 and as such there are no such overdue deposits outstanding as on 31st March, 2025.

#### Particulars of Loans, Guarantees and Investments

- **Loans:** During the financial year 2024-25, your Company has not given any loans to any persons or body corporates as covered under Section 186 of the Companies Act, 2013 and Schedule V of the SEBI (LODR) Regulation, 2015.
- **Guarantees:** The details of Guarantees given by Company are given in the notes to the financial statements.
- **Investments:** The details of investments made by Company are in "Notes to Accounts".

#### Particulars of Contracts or Arrangements made with Related Parties

Your Company has a policy on "Materiality of Related Party Transaction and dealing with related party transactions" to ensure proper approval and reporting of transactions between the Company and its Related



Parties. The Policy is available on the Company's website. As per Section 188 of the Companies Act, 2013 and rules made thereunder, as amended from time to time and as per the Policy on Materiality of Related Party Transaction and on dealing with related party transactions, the particulars of contracts/ arrangements during the financial year ended 31st March, 2025 in prescribed Form AOC-2 is annexed as Annexure-1. Further, there are no materially significant related party transactions entered by the Company during the year under review with Promoters, Directors, Key Managerial Personnel and their relatives, which may have potential conflict with interest of the shareholders and the company.

The company has complied with the regulation 23 and other applicable regulations of the Listing Regulations with respect to the related party transactions. The related party transactions were approved/ratified as the case may be, by the Audit Committee of the Board and also placed before the Board as required under the listing regulations and the Companies Act, 2013. All related party transactions entered during the year were in accordance to the Policy on Materiality of Related Party Transaction (RPT) and on dealing with related party transactions, in the ordinary course of business and at arm's length basis and there were no material related party transactions entered during the year. Details of the related party transactions entered during the year are made part of the financial statements forming part of this Annual Report as per the applicable accounting standards under Notes to Accounts of the Audited Financial Report.

### **Auditors' & Auditor's Report –**

#### **Statutory Auditors-**

As per Section 139 of the Companies Act, 2013 ('the Act'), read with the Companies (Audit and Auditors) Rules, 2014, the Members approved the appointment of M/s. PRV Associates, Chartered Accountants (FRN: 006447S), as Statutory Auditors of for a term of 5 years in the 39th Annual General Meeting held in the 2022. The term of said appointment will be from the conclusion of 39th Annual General Meeting to the conclusion of the 44th Annual General Meeting.

#### **Secretarial Auditors and Secretarial Standards**

The Secretarial Audit was carried out by M/s. C. Gorak & Co. Practicing Company Secretary (CP No. 11346) for the financial year 2024-25. The report issued by the secretarial auditor dated 28th August, 2025 (UDIN: F009628G001097429) is annexed as Annexure-4 and forms integral part of the Board's Report. There has not been any disqualification, reservation or adverse remark in their Report.

In terms of Regulation 24(A) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 as amended from time to time, the Company has obtained the Secretarial Compliance certificate from M/s. C. Gorak & Co. Practicing Company Secretary and the same was also intimated to the Stock Exchanges where the shares of the Company are listed.

Further, your Directors in their meeting held on 28th August, 2025, appointed M/s. C. Gorak & Co. Practicing Company Secretary as Secretarial Auditor of the Company for a period of five (5) one term, commencing from the conclusion of this AGM.

Accordingly, a resolution has been proposed by the Board in this notice.

#### **Reconciliation of Share Capital Audit**

Pursuant to Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, quarterly audit of the Company's share capital is being carried out by a Practicing Company Secretary to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the issued and listed capital of the Company. The Practicing Company Secretary's Certificate in regard to the same is submitted to Stock Exchanges and is also placed before the Board of Directors.

#### **Internal Audit & Control Systems**

Internal audit and control systems play a crucial role in ensuring the efficient and effective operation of



organizations across various sectors. Internal audit refers to the independent and objective examination of an organization's activities, processes and controls to assess their adequacy, reliability and compliance with relevant laws, regulations and internal policies. The primary objective of internal audit is to provide assurance to management and stakeholders that risks are identified and mitigated appropriately.

Internal audit encompasses a wide range of activities, including evaluating the effectiveness of internal controls, identifying areas of improvement, assessing operational efficiency, detecting fraud and irregularities and ensuring compliance with legal and regulatory requirements. By conducting regular audits, internal auditors help organization identify potential weaknesses in their systems and processes, allowing management to take proactive measures to address them.

Control systems, on the other hand, refer to the policies, procedures and practices put in place by management to safeguard assets, ensure accurate financial reporting and promote operational efficiency. These control systems aim to mitigate risks and provide reasonable assurance that the organization's objectives are achieved.

The internal audit function is responsible for evaluating the design and effectiveness of these control systems. Internal auditors assess whether the controls are properly designed to mitigate risks and whether they are operating effectively in practice. They conduct tests and reviews to identify control gaps, weaknesses, or deviations from established policies and procedures. Based on their findings, they provide recommendations to management for enhancing controls and improving processes, thus helping the organization operate in a more efficient and risk-aware manner.

Your Company has an Audit Committee consisting of Three Non-Executive Independent Directors. All members of audit committee are financially literate and the Committee is chaired by the Non-Executive Independent Director. The Audit Committee of the Board of Directors and Statutory Auditors are periodically apprised of the internal audit findings and corrective actions taken. The Audit Committee of the Board of Directors reviews the adequacy and effectiveness of internal control system and suggests improvements if any for strengthening them. Your Company has a robust Management Information System which is an integral part of the control mechanism.

Your Company has a well-built structure for the Internal Audit. The Company has appointed external firms of Chartered Accountants as internal auditors to conduct internal audit and to review internal controls and operating systems and procedures as per the scope of the audit. The Board of Directors on recommendation of the Audit Committee appoints/ re-appoints the Internal Auditors every year in compliance with Section 138 of the Act read with the Companies (Accounts) Rules, 2014.

Internal auditors carry out the audit as per the Scope of Internal Audit approved by the Audit Committee at the beginning of each financial year keeping in view of the audit observations of the previous year.

Depending on the size of the units to be audited the internal audit is conducted at monthly, quarterly and half yearly intervals whereas the Registered Office operations are subjected to internal audit.

The Internal Audit Reports of the company were reviewed by the Audit Committee on monthly, quarterly and half yearly basis. The Internal Auditors send the quarterly audit observations to the Company and the same were presented quarterly by the lead internal auditor of the Company to the Audit Committee. The name of Internal Auditor appointed by the Board on the recommendation of the Audit Committee of the Board for the FY 2025-26 is provided in the corporate information section in the Annual Report.

#### **Declaration as per Section 134(3) (ca) of the Companies Act, 2013**

During the year, the auditors have not reported any instances of frauds committed by or against the Company by its Directors/ Officers/ Employees to the Audit Committee or Board under section 143(12) of the Companies Act, 2013 and rules made thereof. Therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.



### Indian Accounting Standards (Ind AS)

The Company has adopted Indian Accounting Standards (Ind AS) with effect from 1st April, 2017 pursuant to Ministry of Corporate Affairs' notification of the Companies (Indian Accounting Standards) Rules, 2015. The financial statements of the Company, forming part of the Annual Report, have been prepared and presented in accordance with all the material aspects of the Indian Accounting Standards ('Ind AS') as notified under section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules 2015 (by Ministry of Corporate Affairs ('MCA')) and Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended and relevant amendment rules issued thereafter and guidelines issued by the Securities Exchange Board of India ("SEBI"). There was no revision of Financial Statements and Board Reports during the year under review.

### Board Diversity

The composition of the Board is in compliance with the prescribed structure for listed companies and with the Company's Board Diversity Policy. The Policy is available on the website: [www.bambinoagro.com/investorpolicy](http://www.bambinoagro.com/investorpolicy).

During the year 2024-25 the Board comprised of six eminent personalities with expertise from various fields. The Board is comprised of two male Non-executive Independent directors, one female Non-executive Independent director, two male Executive Director and a female Chairperson & Managing Director.

A Board with diversified experience is an essential factor for the company's overall growth which exclusively includes viz. Enhanced decision-making, Improved corporate governance, Increased creativity and innovation, Enhanced problem-solving, Better understanding of customers and markets, Improved reputation and stakeholder trust, Mitigation of biases etc.

Keeping in view of the above the nomination of Directors in the Board is recommended by the Nomination and Remuneration Committee of the Board based on the following guiding principles:

- The company aims for a balanced Board composition, ensuring diversity in gender, ethnicity, physical ability, education and expertise.
- Gender diversity is encouraged, with at least one woman independent director required by the Companies Act, 2013.
- Ethnic diversity is promoted to enhance business understanding and decision-making.
- No discrimination is made against individuals with physical disabilities if they can perform their duties effectively.
- Directors should have varied educational backgrounds in finance, engineering, legal and management fields.
- The Board values expertise in sales and marketing, particularly in consumer goods, branding and market growth strategies.
- Information technology expertise is essential, focusing on technological trends, innovation and digital governance.
- Directors with international business experience are preferred to guide companies with global operations.
- The Board collectively brings experience across industries, education, policy and investment for better governance.
- Overall, the company ensures an inclusive and competent Board to drive its strategic objectives effectively.

### Declaration from Directors

Your Company has received necessary declaration from all Directors stating that they are not debarred or disqualified from being appointed or continuing as Directors of companies as per the Securities and Exchange

Board of India, Reserve Bank of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Your Company also received necessary declaration from each independent director stating that they met the criteria prescribed for independence under Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Board has confirmed its veracity and taken the same on record.

## **Confirmation and Opinion of the Board on Independent Directors.**

All the Independent Directors of the Company have given their respective declaration / disclosures under Section 149(7) of the Companies Act, 2013 ("the Act") and Regulation 25(8) of the Listing Regulations and have confirmed that they fulfill the independence criteria as specified under section 149(6) of the Act and Regulation 16 of the Listing Regulations 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 experience to qualify as Independent Directors of the Company and are Independent of the Management.

## **Board Evaluation**

As per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time the Nomination and Remuneration Committee laid down criteria for performance evaluation of individual director, the board and its committee(s).

Accordingly, an annual evaluation was carried out for the Board's performance, its Committees and individual director. The Board performance evaluation is carried out through a structured questionnaire which provides a clear and valuable feedback for Board effectiveness and highlighting areas for further development. The following are some of the broad issues that are considered in performance evaluation questionnaire

- ❖ Evaluating the board member's understanding of the organization's mission, vision and strategic goals, as well as their ability to provide strategic guidance and direction.
- ❖ Ability to act on a fully informed basis, in good faith, with due diligence and in the best interest of the company and the stakeholders.
- ❖ Optimum combination of knowledge, skill, experience and diversity on the Board as well as its Committees.
- ❖ Relationships and effective communication among the Board members.
- ❖ Effectiveness of individual non-executive and executive directors and Committees of Board.
- ❖ Quality of the discussions, general information provided on the company and its performance, papers and Presentations to the Board.
- ❖ Risk management as well as processes for identifying and reviewing risks.
- ❖ Well- defined mandate and terms of reference of Committee.
- ❖ Attendance at Board as well as Committee Meetings
- ❖ Procurement of Information, preparation for Board Meetings and value of contribution at meetings
- ❖ Relationships with fellow Board members, the company secretary and senior management and mutual trust and respect they stimulated within the Board.
- ❖ Keeping update with the latest developments in the areas of governance and financial reporting
- ❖ Willingness to devote time and effort to understand the company and its business





- ❖ Providing necessary guidance using their knowledge and experience in development of corporate strategy, major plans of action, risk policy and setting performance objectives.
- ❖ Independence exercised in taking decisions, listening to views of others and maintaining their views with resolute attitude
- ❖ Ability in assisting the Company in implementing the best corporate governance practices.
- ❖ Capability in exercising independent judgment to tasks where there is potential conflict of interest
- ❖ Commitment in fulfilling the director's obligations fiduciary responsibilities.
- ❖ Providing an overall assessment of the board member's contribution to the effectiveness of the board in fulfilling its governance responsibilities and advancing the organization's mission and objectives.

The Board of Directors received all evaluations from each Director including Board as a whole and its committee based on the above criteria discussed various points and all points are satisfactory. Hence, no further action is required. There were no actions pending from the previous year observations.

In order to improve the efficiency, ensure confidentiality and streamlining the evaluation process, the Company with approval of the Nomination and Remuneration Committee, has implemented a Board Evaluation Solution for carrying out the Board Evaluation as on 31st March, 2025.

### **Appointment/Re-Appointment of Directors**

During the year under review, the approval of members through special resolution was taken on 26th December, 2024, for the appointment of Mrs. T. V. Hymavathi (DIN: 10783209) Non- Executive Independent Woman and Mr. Anu Appaiah K A (DIN: 09064176) as Non- Executive Independent Director of the Company for first term with effect from 27th September, 2024, to 26th September, 2029; and for the re-appointment of Mr. Ramchander Vyasabhattu (DIN : 03400005) as Non- Executive Independent Director of the Company for final term with effect 13th February, 2025 to 12th February, 2030.

The Board in the meeting held on 30th June, 2025, has approved that appointment of Mrs. Namratha Vippala (DIN : 07775207) as an Additional Director w.e.f. 30th June, 2025, as recommended by the Nomination and Remuneration Committee of the Board.

The Board in the said meeting has also approved the appointment of Mrs. Namratha Vippala (DIN: 07775207) as Additional Director(Executive) w.e.f. 30th June, 2025, to hold office for a tenure of 5 consecutive years reckoned from the date of appointment, subject to the approval of shareholders.

### **Retirements and Resignations**

During the year Mr. Prabhnoor Singh Grewal, whole time director of the company has stepped down from the Board dated 31st March, 2025.

During the year Dr. Lalitha Ramakrishna Gowda and Dr. Venkataraman Subramaniam retired as an Independent director due to completion of Second & Final term of appointment w.e.f 29th September, 2024.

In terms of the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder Mr. Srinivasa Rao Kothapalli, Executive Director, is retiring by rotation from the conclusion of forthcoming AGM and being eligible, offered himself for re-appointment as a Director. The notice for the AGM provides for consideration of re-appointment of Mr. Srinivasa Rao Kothapalli.

### **Meeting of Independent Directors**

Separate meetings of the Independent Directors was held on 13th February, 2025, inter-alia, to discuss evaluation of the performance of Non- Independent Directors, the Board as a whole, evaluation of the performance of the Chairperson, taking into account the views of the Executive and Non-Executive Directors and the evaluation of the quality, content and timeliness of flow of information between the management and

the Board that is necessary for the Board to effectively and reasonably perform its duties. The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

#### **Registration of Independent Directors in Independent Directors Databank:**

All the Independent Directors of your Company have been registered and are members of Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (IICA).

#### **Familiarization programmes imparted to Independent Directors**

Every new independent director of the Board attends an orientation program. To familiarize the new inductees with the strategy, operations and functions of your Company, the Executive Directors/Senior Managerial Personnel make brief to the inductees about the Company's strategy, operations, product and service offerings, markets, organization structure, quality and risk management etc.

#### **Code of Conduct**

Board of Directors adopts and oversees the administration of the Company's Code of Business Conduct and Ethics (the 'Code of Conduct'), which applies to all Directors, officers and employees of the company. The Code of Conduct reflects the Company's commitment to do business with integrity and in full compliance with the law and provides a general roadmap for all the Directors, officers and employees to follow as they perform their day-to-day responsibilities with the highest ethical standards. The Directors and the senior management personnel have submitted annual declarations regarding adherence to the code of conduct.

The code of conduct also ensures that all members of company perform their duties in compliance with applicable laws and in a manner that is respectful of each other and the company's relationships with its customers, suppliers and shareholders, as well as the communities and regulatory bodies where the company does business.

#### **Key Managerial Personnel**

During the year under review, the Company is having the following persons as Key Managerial Personnel.

| <b>Name of the Official</b>   | <b>DIN/M. No.</b> | <b>Designation</b>                                                                                                     |
|-------------------------------|-------------------|------------------------------------------------------------------------------------------------------------------------|
| Mr. Myadam Shirisha Raghuveer | 07906214          | Chairperson & Managing Director                                                                                        |
| Mr. Srinivasa Rao Kothapalli  | 10198629          | Executive Director                                                                                                     |
| Mr. Prabhnor Singh Grewal*    | 09217422          | Whole Time Director ( up to 31st March, 2025)                                                                          |
| Mrs. Namratha Vippala         | 07775207          | Chief Executive Officer and Additional Director (Executive) (Appointed as an Additional Director from 30th June, 2025) |
| Mr. Revoori Jithender Reddy   | ALDPR7543P        | Chief Financial Officer (w.e.f 14th August 2024)                                                                       |
| Mrs. Sweety Rai               | ACS- 31513        | Company Secretary & Compliance Officer (w.e.f 14th ugust 2024)                                                         |

\*Mr. Prabhnor Singh Grewal has resigned from the services w.e.f. 31st March, 2025.



## Remuneration of Directors, Key Managerial Personnel and Senior Management

The remuneration paid to the Directors, Key Managerial Personnel and Senior Management is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Act and Regulation 19 of the Listing Regulations.

The information required under Section 197 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ employees of the Company is set out in the Annexure 2 [A&B] to this report.

## Committees of the Board

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority.

The following Committees constituted by the Board function according to their respective roles and defined scope:

- ❖ Audit Committee
- ❖ Nomination and Remuneration Committee
- ❖ Stakeholders' Relationship Committee
- ❖ Corporate Social Responsibility Committee

During the Year under review, the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Board were reconstituted w.e.f. 27th September, 2024.

A detailed note on the Board and its committees is provided under the Corporate Governance Report section in this Annual Report. The composition of the committees and compliances, as per the applicable provisions of the Act and Rules, are as follows:

| Name of the Committee | Composition of the Committee as on 31st March, 2025                                                                     | Highlights of roles and responsibilities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|-----------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Audit committee       | Mr. Ramchander Vyasabhattu (C)<br>Dr. Anu Appaiah KA (M)<br>Dr. T.V. Hymavathi (M)<br>Ms. Myadam Shirisha Raghuveer (M) | <ul style="list-style-type: none"> <li>• All recommendations made by the audit committee during the year were accepted by the Board.</li> <li>• Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.</li> <li>• Approval or any subsequent modification of transactions of the Company with related parties.</li> <li>• Reviewing, with the management, the performance of statutory auditors and internal auditors, adequacy of internal control systems, etc.</li> </ul> |



| Name of the Committee                     | Composition of the Committee as on 31st March, 2025                                            | Highlights of roles and responsibilities                                                                                                                                                                                                                                                                                                                                       |
|-------------------------------------------|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Nomination & Remuneration Committee       | Dr. Anu Appaiah KA (C)<br>Dr. T.V. Hymavathi (M)<br>Mr. Ramchander Vyasabhattu (M)             | <ul style="list-style-type: none"> <li>The committee oversees and administers executive compensation, operating under a written charter adopted by our Board of Directors.</li> <li>The nomination and remuneration committee has framed the nomination and remuneration policy</li> </ul>                                                                                     |
| Stakeholders Relationship Committee       | Dr. Anu Appaiah KA (C)<br>Ms. Myadam Shirisha Raghuv eer (M)<br>Mr. Ramchander Vyasabhattu (M) | <ul style="list-style-type: none"> <li>The committee reviews and ensures redressal of investor grievances.</li> <li>The committee noted that all the grievances of the investors have been resolved during the year.</li> </ul>                                                                                                                                                |
| Corporate Social Responsibility Committee | Dr. Dr. T.V. Hymavathi (C)<br>Dr. Anu Appaiah KA (M)<br>Ms. Myadam Shirisha Raghuv eer (M)     | <ul style="list-style-type: none"> <li>To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made there under.</li> <li>To monitor the implementation of the CSR Policy of the Company from time to time</li> </ul> |

\*C: Chairperson, M: Member

#### CEO & CFO Certification

As per the terms of Regulation 17(8) of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, the Chief Executive Officer and Chief Financial Officer submitted 'Annual Compliance Certificate on financial reporting and internal controls' to the Board. As per the terms of Regulation 33(2) (a) of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, they also submitted the 'Quarterly Compliance Certificate on financial results' during the meetings for approval of financial results. These certificates are a part of this Annual Report.

#### Compliance Management

The Company has built and adopted a compliance management tool as a part of the ERP. The application provides a facility to update statutory compliances from time to time by attaching the evidence of compliance. The tool also provides system-driven alerts to the respective personnel of the company for complying with the applicable laws and regulations as per the due dates for compliance. The Chief Executive Officer, Chief Financial Officer of the Company present a certificate certifying the compliance of all the applicable laws, rules and



regulations to the Board of Directors of the company in the Board Meetings held for reviewing of the quarterly financial statements.

## Prevention of Insider Trading Code

As per SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time, the Company has adopted a Code of Conduct to Regulate, Monitoring & Reporting of Trading by Insiders.

The company has adopted a code of conduct for prohibition of insider trading to regulate, monitor and report trading by insider under SEBI (Prohibition of Insider Trading) Regulations, 2015. This policy also includes practices and procedure for fair disclosures of unpublished price sensitive information, initial and continual disclosures. The policy is available on website of the Company ([www.bambinoagro.com](http://www.bambinoagro.com)).

## Investor Grievance Redressal and Shareholder Services:

Investor complaints received via email, telephone, or in physical form are addressed and resolved promptly, reflecting the company's ongoing commitment to fairness, transparency and building investor trust. Grievances of the security holders—including those related to transfer or transmission of shares, non-receipt of the annual report, non-receipt of declared dividends, issuance of new or duplicate share certificates, matters concerning general meetings and other related issue—are handled without delay.

The Company also ensures through the assistance from its Registrar and Share Transfer Agent (KFin Technologies Limited) that requests for issuance of duplicate share certificates are processed efficiently and in strict compliance with applicable regulatory guidelines. Additionally, it facilitates requests for change in beneficial ownership through a streamlined and transparent process, ensuring smooth and timely execution.

The details of complaints and service requests received and resolved during the Financial Year 2024–25 are provided in the Corporate Governance Report.

| Sr. No. | Particulars                                                     | Opening  | Received | Resolved | Pending  |
|---------|-----------------------------------------------------------------|----------|----------|----------|----------|
| 1.      | Complaints from SEBI                                            | 0        | 0        | 0        | 0        |
| 2.      | Complaints from Stock Exchanges                                 | 0        | 0        | 0        | 0        |
| 3.      | Non receipt of dividend warrants                                | 0        | 3        | 3        | 0        |
| 4.      | Non receipt of Annual Reports                                   | 0        | 0        | 0        | 0        |
| 5.      | Non receipt of dup./transmission/deletion of share certificates | 0        | 0        | 0        | 0        |
| 6.      | Non receipt of securities                                       | 0        | 1        | 1        | 0        |
| 7.      | Non receipt of securities after transfer                        |          |          |          |          |
|         | <b>Total</b>                                                    | <b>0</b> | <b>4</b> | <b>4</b> | <b>0</b> |

## Promotion of Dematerialization:

Shareholders are encouraged to convert their physical shareholdings into dematerialized (demat) form. Your Directors also recommend this transition for enhanced security, ease of transfer, faster settlement and to eliminate the risks associated with loss, theft, or damage of physical share certificates. The demat system allows such changes to be electronically recorded with accuracy and efficiency.

## Risk Management

The Company laid down procedures for risk assessment and mitigation. They are periodically, reviewed and reported to the Audit Committee. This Policy details the Company's objectives and principles of managing Risk with an overview of the related procedures, roles and responsibilities.

**Compliance of Reclassification of Promoters group:**

For the financial year ended on 31st March, 2025, none of the promoter or promoter group has reclassified themselves as Public Shareholders. Hence the same is not applicable.

**Insurance**

All properties and insurable interests of the Company have been fully insured. Your Company also insured all its employees and contract labor working across the Company.

**Policies**

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. Company has also adopted several policies in line with Companies Act, 2013 and Acts applicable to the Company. All the corporate policies are available on the Company website ([www.bambioagro.com/Investors/policy](http://www.bambioagro.com/Investors/policy)). The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

In addition to its Code of Conduct and Ethics, key policies that have been adopted by the Company are as follows:

| No. | Policy Name                                                                                                                                                                                             | About the Policy                                                                                                                                                                                                                                                                                                                                                                 |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.  | Code of Conduct & Ethics for Board & Senior Management                                                                                                                                                  | The code is applicable to Board of Directors, senior management personnel and employees helping them to maintain good standards of business conduct, foster ethical and moral conduct and promote a culture of honesty and accountability, so as to set an example to others in the company.                                                                                     |
| 2.  | Whistle Blower Policy                                                                                                                                                                                   | The company has adopted the whistleblower mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the company's code of conduct and ethics. It also provides for adequate safeguards against victimization of the whistleblower employees and also provides for direct access to the Chairperson of the Audit Committee. |
| 3.  | Risk Management Policy                                                                                                                                                                                  | This policy sets out the objectives and accountabilities for the management of risk within the company such that it is structured, consistent and effective.                                                                                                                                                                                                                     |
| 4.  | Corporate Social Responsibility Policy (CSR Policy)                                                                                                                                                     | The policy outlines the company's strategy to bring about a positive impact on Society through programs relating to hunger, poverty, education, healthcare, environment, relief, disaster management etc., as per the provisions of the Companies Act, 2013.                                                                                                                     |
| 5.  | Policy on Materiality of Related Party Transactions                                                                                                                                                     | The policy regulates all transactions between the Company and its related parties                                                                                                                                                                                                                                                                                                |
| 6.  | Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), Policy on Legitimate Purpose, Policy/procedure for investigation of leak/suspected leak of UPSI | The Policy has been formulated with a view to maintain uniformity, transparency and fairness in dealing with all stakeholders and to ensure timely, fair and adequate disclosure of unpublished price sensitive information to the investor community by the company to enable them to take informed investment decisions with regard to the company's securities.               |





| No. | Policy Name                                                                                                                    | About the Policy                                                                                                                                                                                                               |
|-----|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7.  | Code of Conduct to Regulate, Monitor & Report Trading by Insiders as per SEBI (Prohibition of Insider Trading) Regulation 2015 | This code regulates any kind of Insider Trading by designated persons                                                                                                                                                          |
| 8.  | Policy on Prevention of Sexual Harassment                                                                                      | The policy aims at providing a safe work environment for women at workplace                                                                                                                                                    |
| 9.  | Board Diversity and Nomination & Remuneration Policy                                                                           | The policy sets out the company's approach to ensuring adequate diversity in its Board of Directors (the "Board") and is devised in consultation with the Nomination and Remuneration Committee (the "Committee") of the Board |
| 10. | Policy on determination of Materiality of Events                                                                               | The Policy provides for determining the materiality of events or information relating to the company and to ensure timely and accurate disclosure on all material matters concerning the company.                              |

## Policy on Sexual Harassment

Prevention of sexual harassment at the workplace is a critical issue that requires robust mechanisms and proactive measures. The Vishakha Guidelines, established by the Supreme Court of India in 1997, laid the foundation for addressing sexual harassment at the workplace. These guidelines were further reinforced by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (i.e. POSH Act). Your company is committed to providing a safe and conducive work environment to all its employees and associates. In compliance with POSH Act and rules made thereunder, The Company has put in place a Policy on Prevention of Sexual Harassment (POSH) of Women at the Workplace, serving as guiding policies dedicated to preventing and redressing incidents of harassment, ensuring complete anonymity, confidentiality and fairness in the investigation process.

There are no instances of Harassment reported during the year 2024-25 under Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

|                                                              |     |
|--------------------------------------------------------------|-----|
| Number of complaints filed during the financial year         | NIL |
| Number of complaints disposed of during the financial year   | NIL |
| Number of complaints pending as on end of the financial year | NIL |

## Maternity Benefits

None of the Company's employees had sought for maternity leave during the financial year ended 31st March, 2025. The Board of Directors hereby declares and confirms that the Company adheres to the standard guidelines and policies in pursuance with the Maternity Benefit

## Gender Wise Employee Data

| Sr. No. | Particulars                            | Male Employees | Female Employees |
|---------|----------------------------------------|----------------|------------------|
| 1.      | Employees at the Beginning of the Year | 348            | 13               |
| 2.      | Addition/Reduction in Strength         | 31             | 1                |
| 3.      | Employees at the end of the year       | 379            | 14               |
| 4.      | % Increase/Decrease during the year    | 9%             | 7.7%             |

**Vigil Mechanism policy**

In compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the company has established a Vigil Mechanism had adopted the Whistle Blower Policy. A mechanism has been established for employees to report concerns 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 allows direct access to the Chairman of the Audit Committee in exceptional cases. The functioning of whistle blower mechanism is periodically reviewed by the Audit Committee. No complaints have been received during the Financial Year ended 31st March, 2025. No personnel have been denied access to the Audit Committee during the Financial Year 2024-25.

The details of said vigil mechanism are given in Corporate Governance Report, which forms part of this Annual Report. A copy of the Whistle Blower Policy is available in the company's website i.e. [www.bambinoagro.com](http://www.bambinoagro.com)

**Policy on Director's Appointment and Remuneration**

As per the policy of the company, the Board of Directors shall have an optimal combination of Executive and Non-Executive Directors, with at least one Woman Director. The composition of the Board complies with the Articles of Association, the Companies Act, 2013, along with its applicable rules and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time to maintain the diversity and independence of the Board.

As on 31st March, 2025, the Board comprised of 6 Directors, including 1 Chairperson and Managing Director, 2 Executive Director, 1 Non-Executive Independent Woman Director and 2 Non-Executive Independent Directors.

The Statement of Particulars of Appointment and Remuneration of Managerial Personnel as Per Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as Annexure-5. There are no employees employed for the entirety of the financial year are receiving remuneration exceeding ₹ 8.5 lacs per month or ₹ 102 lacs per annum as stipulated under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**Details under Insolvency and Bankruptcy Code, 2016**

No application is made, or any proceeding is pending against the Company under Insolvency and Bankruptcy Code, 2016 during or as at the end of the year under review.

**Details of One Time Settlement and Valuation of Assets**

The Company did not avail any One Time Settlement (OTS) from banks or Financial Institutions and hence giving disclosures on valuation of assets/securities at the time of borrowing and at the time of OTS is not applicable.

**Financial Year**

There has been no change in the financial year during the year under report.

**Significant Material Orders Passed by the Regulators**

There were no significant material orders passed by any Regulators/Courts that would impact the going concern status of the Company and its future operations.

Company had made the necessary disclosure to the stock exchanges pursuant to Regulation 30 and of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedules and SEBI Circular on Continuous Disclosure Requirements with in the stipulated time as and when any order/notice from statutory/regulatory or judicial authorities are received. There is no material impact on financial, operations or other activities of the Company.

The promoter group i.e. Mr. Kartekeya Myadam has filed a company petition with the Hon'ble NCLT, Hyderabad vide Ref. No. C.P.No. 20/2021. Currently the proceedings are at trial stage and next hearing is scheduled on 30th September, 2025.





Your Company has complied with to the best of its knowledge and beliefs, all the Acts, Rules, Regulations and Guidelines issued/prescribed by the Securities Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs and other statutory authorities.

### **Energy Conservation, Technology Absorption & Foreign Exchange Earnings & Outgo**

The particulars as prescribed under Sub-section (3)(m) of Section 134 of the Companies Act 2013, read with the Companies (Accounts) Rules, 2014 are provided in the Annexure-2 to the Board Report.

### **Corporate Social Responsibility (CSR)**

Your Company has made Corporate Social Responsibility (CSR) an integral part of its ethos and culture. Your company has constituted a Corporate Social Responsibility Committee ("CSR Committee") in accordance with Section 135 of the Companies Act, 2013. A Standard Operating Procedure covering the system of reporting and monitoring for CSR activities has been put in place to ensure effective implementation of planned CSR initiatives.

The CSR activities / projects as per the provisions of the Companies Act, 2013 and rules made thereof, is undertaken directly by the company. During the Financial Year 2024-25 the CSR Committee of the Board evaluated various options to implement the CSR activities and decided to implement the CSR projects for the year through the following implementing Agency. Annual Report on CSR Activities - Annexure-3.

| Sr. No. | Name of the implementing Agency                   | List of Activities                                                                 |
|---------|---------------------------------------------------|------------------------------------------------------------------------------------|
| 1.      | Rural Development Foundation(RDF)                 | Building and operating high-quality, non-sectarian schools in underserved villages |
| 2.      | Sri Kalpavruksha Kamadhenu Welfare Trust          | Animal Welfare                                                                     |
| 3.      | Network Of Indian Cultural Enterprises (NICE org) | Women empowerment, preservation of cultural heritage                               |
| 4.      | PM CARES                                          | PM CARES                                                                           |

### **Corporate Governance**

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. It is imperative that your company's affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of the stakeholders. Corporate Governance, is a set of standards, rules, policies and procedures. The policy of your company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters as provided under Section 178(3) of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 was adopted by the Board. In line with the provision under Para C of Schedule V of the Corporate Governance Report, the Directors submit annual declaration about their skill sets/expertise/ competencies. It is affirmed that the remuneration paid to the Director(s) is as per the terms laid out in the nomination and remuneration policy of the company.

### **Management Discussion and Analysis**

In terms of the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the Management's Discussion and Analysis is provided in a separate section and forms an integral part of this Report.

### **Annual Return**

The Annual Return as on 31st March, 2025 as required under Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, will be hosted on the company's website ([https:// www.bambinoagro.com](https://www.bambinoagro.com))



**Business Responsibility and Sustainability Report (BRSR)-**

During the year BRSR is not applicable to your company.

**Listing & Custodian Fees**

The company's equity shares are listed on the BSE Stock Exchange:

- ❖ BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Maharashtra, India; and.

The Company has paid the Annual Listing Fees to the said Stock Exchange for the Financial Year 2024-25. The annual custodian fees have also been paid to the depositories before the due date.

**Unclaimed Equity Shares Suspense Account**

The Company has opened demat account in the name of Bambino Agro Industries Limited for Shares Unclaimed Suspense Escrow Account maintained with Stock Holding Corporation Of India Limited, Reg. Office: 301, Centre Point, Dr. Babasaheb Ambedkar Road, Parel, Mumbai – 400012, Maharashtra, India vide DPID IN301330 and client ID 41315719.

As on 31st March, 2025, there are 1332 outstanding shares lying in the suspense account. In accordance with the requirement of Clause F of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company reports the following details as of 31st March, 2025 in respect of equity shares lying in the suspense account.

| Particulars                                                                                                                                   | No. of Share holders | No. of equity Shares |
|-----------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e., 01st April, 2024 | 3                    | 300                  |
| Number of shareholders who approached listed entity for transfer of shares from suspense account during the year                              | 6                    | 1032                 |
| Number of shareholders to whom shares were transferred from suspense account during the year                                                  | NIL                  | NIL                  |
| Transferred to Investor Education and Protection fund Authority                                                                               | NIL                  | NIL                  |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. 31st March, 2025        | 9                    | 1332                 |

**Directors' Responsibility Statement as required under Section 134 (3) (c) & (5) of the Companies Act, 2013.**

The financial statements are prepared in accordance with the provision of Section 129 read with Schedule III of the Companies Act, 2013 and the rules made thereof, Ind-AS and Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis except the sale proceeds received under REC Mechanism of the Renewable Energy. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act and guidelines issued by the Securities and Exchange Board of India (SEBI). There are no material departures from prescribed accounting standards in the adoption of these standards.

In terms of the Section 134 (3)(c) & (5) of the Companies Act, 2013 the Board of Directors of your Company states that:



## Annual Report 2024-25

- ❖ In the preparation of the annual accounts for the financial year 2024-25, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ❖ They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2024-25 and of the profit of the Company for that period.
- ❖ They have taken Proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities if any,
- ❖ The annual accounts of the company have been prepared on a going concern basis.
- ❖ They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- ❖ They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Acknowledgement and Appreciation**

Your Directors wish to place their sincere apperception for the support and co-operation that the company has received from its Shareholders Bankers, Customers, Suppliers Stockists selling Agents, Distributors, Central and State Governments, Various Statutory Authorities and others associated with the company.

Your Directors also wish to place on record their appreciation towards all employees for their commitment and hard work.

**By Order of the Board of Directors  
Bambino Agro Industries Limited**

**Myadam Shirisha Raghuveer**  
Chairperson and Managing Director  
DIN: 07906214

Date: 28th August, 2025  
Place: Secunderabad

**Annexure-1**  
**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 arms-length transactions under third proviso thereto**

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

All the contracts or arrangements or transactions entered into during the year ended 31st March, 2025 were at arm's length basis and in the ordinary course of business of the Company.

- 2) Details of contracts or arrangements which are not in the ordinary course of business and Justification for entering into such contracts:

There are no such contracts or arrangements entered with the related party.

- 3) Details of contracts or arrangement or transactions at arm's length basis:

The Company has not entered into any material contracts or arrangement or transactions with any of the related parties during the FY 2024-25. However the details of non-material contracts or arrangement or transactions entered at arm's length basis and in the ordinary course of business of the company for FY 2024-25 are given below:

| SR No. | Name(s) of the related party                                                                         | Nature of Relationship | Nature of contracts/ arrangements/ transactions                                                                                                                                                  | Value of contracts/ arrangements/ transactions during the Year (₹ In Crores)  |
|--------|------------------------------------------------------------------------------------------------------|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| 1      | Ghanta Foods Private Limited                                                                         | Common Members         | Sale/Purchase/supply of goods/ materials directly/ through agents                                                                                                                                | 61.31                                                                         |
| 2      | Ghanta Foods Private Limited, KRS Finance Private Ltd. and Diptanshu Food Industries Private Limited | Common Members         | Leasing of Property                                                                                                                                                                              | 2.70                                                                          |
| 3      | Marshall Transport Company, and M K Rao Family Trust                                                 | Common Members         | Availing / rendering of services ordinary course                                                                                                                                                 | 10.11                                                                         |
| 4      | Diptanshu Food Industries Private Limited                                                            | Common Members         | Availing of the lease of the property owned by Diptanshu Food Industries Private Limited, i.e. lease of 56460 sq. ft situated in the village Kalyana Khash, Gamri Road, Gohana, Sonapat, Haryana | The said lease is at a monthly rent of ₹ 22 lacs (excluding applicable taxes) |





## Annual Report 2024-25

**Note:**

- Appropriate approvals have been taken from the Audit Committee and Board dated 29th May, 2024 for the above related party transactions by the Company and no amount paid in advance for the above related party transactions.
- The Audit committee / Board approved all the tentative related party transactions before the commencement of financial year 2024-25 and in every quarter committee/Board review and approved the above related party transactions that are mostly repetitive in nature.
- Approvals under first proviso to section 188(1) from shareholders are not required for the above related party transactions during FY 2024-25.

**By Order of the Board of Directors  
Bambino Agro Industries Limited**

Date: 28th August, 2025  
Place: Secunderabad

**Myadam Shirisha Raghuveer**  
Chairperson and Managing Director  
DIN: 07906214

**Annexure-2**

**Conservation of energy, Technology absorption, foreign exchange earnings and outgo pursuant to section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014-**

**A. Conservation of energy-**

- i. We commissioned a new shed dedicated to soya-based products, tapping into the growing demand for high-protein foods providing enhanced output with high end energy efficient machineries reducing the energy consumption and operational costs.
- ii. Future-ready investments are planned in high-speed equipment and automated packing stations to support multiple formats (pillow and mono-carton).
- iii. Exploring adoption of solar power at one of our units, targeting reduced carbon footprint and enhanced environmental responsibility.
- iv. Separate construction for Soya Packing has been constructed/ installed with energy-efficient LED lighting to minimize energy cost.
- v. Our energy-efficient facility for Thin Roasted Vermicelli is reducing operational costs and enhancing logistics support to meet growing demands.
- vi. Installation of a new Chiller Plant with insulation of the cold water has ensured lower consumption of energy with greater output.
- vii. The Diesel Generator machine at Gohana has been converted to dual-fuel (LPG and Diesel) which, has reduced environmental pollution, led to 35% lesser consumption of Diesel and saved costs.

**B. Technology absorption-**

1. Specific areas in which R&D carried out by the Company-
  - i. Technology upgrade underway for automatic Rava dosing with speed-based recipe control, reducing manual intervention and enhancing process reliability.
  - ii. Successfully transitioned in-house production of Penne across categories, improving supply chain agility and delivering cost savings at both top line and bottom line.
  - iii. Investments in chiller are being made to ensure uninterrupted operations and future scalability.
2. Introduced additional high-speed packing stations for greater efficiency and resilience. Further investments are lined up in both Gurgaon and Gohana facilities
3. Introduced Automatic Strapping Machines for carton-packing for higher output and to meet the increased demands in Export Market.
4. Continuous improvements in hygiene stations with installation of automated equipment.
5. Expenditure on R&D: ₹ 4.17 lacs
6. Foreign Exchange Earnings and Outgo-
  - a. Foreign Exchange earned ₹ 957.00 lacs
  - b. Foreign Exchange used ₹ 55.53 lacs

**By Order of the Board of Directors  
Bambino Agro Industries Limited**

**Myadam Shirisha Raghuveer**  
Chairperson and Managing Director  
DIN: 07906214

Date: 28th August, 2025  
Place: Secunderabad



**Annexure 2 A & B  
PARTICULARS OF EMPLOYEE**

**(As per Sub-section (12) of section 197 of the Act and rules made thereof as amended from time to time)**

A. Statement of particulars as per Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014.

The remuneration and perquisites provided to the employees and Management are at par with the industry levels. The remunerations paid to Whole-time Directors and Senior Executives are reviewed and recommended by the Nomination and Remuneration Committee.

**The remuneration of each Director of the Company for the financial year**

₹ (in Lacs)

| Sl. No.             | Name of the director           | Title                              | Payment |
|---------------------|--------------------------------|------------------------------------|---------|
| <b>Sitting Fees</b> |                                |                                    |         |
| 1.                  | Mr. Ramchander Vyasabhattu     | Non-Executive Independent Director | 3.61    |
| 2.                  | Dr. Venkataraman Subramaniam   | Non-Executive Independent Director | 2.22    |
| 3.                  | Dr. Lalitha Ramakrishna Gowda  | Non-Executive Independent Director | 2.22    |
| 4.                  | Dr. Venkata Hymavathi Thota    | Non-Executive Independent Director | 1.95    |
| 5.                  | Dr. Anu Appaiah K A            | Non-Executive Director             | 1.95    |
| <b>Remuneration</b> |                                |                                    |         |
| 6.                  | Ms. Myadam Shirisha Raghuv eer | Chairperson & Managing Director    | 84.00   |
| 7.                  | Mr. Prabhnoor Singh Grewal     | Executive Director                 | 84.00   |
| 8.                  | Mr. Srinivasa Kothapalli Rao   | Executive Director                 | 39.00   |

- The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

| Sl. No. | Name of the Director& designation                           | Ratio of the remuneration to the median remuneration of the employee |
|---------|-------------------------------------------------------------|----------------------------------------------------------------------|
| 1.      | Myadam Shirisha Raghuv eer ,Chairperson & Managing Director | 26.30                                                                |
| 2.      | Venkataraman Subramaniam, Independent Director              | -                                                                    |
| 3.      | Lalitha Ramakrishna Gowda, Independent Director             | -                                                                    |
| 4.      | Ramchander Vyasabhattu, Independent Director                | -                                                                    |
| 5.      | * Prabhnoor Singh Grewal, Director - Sales & Marketing      | 26.30                                                                |
| 6.      | Kothapalli Srinivasa Rao, Director - Sales Administration   | 12.77                                                                |

**\*Resigned dated 31st March, 2025.**

- The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;



| Sl. No. | Name of the Director& designation                          | Percentage increase in remuneration |
|---------|------------------------------------------------------------|-------------------------------------|
| 1.      | Myadam Shirisha Raghuveer ,Chairperson & Managing Director | -                                   |
| 2.      | Anu Appaiah K A, Independent Director                      | -                                   |
| 3.      | T. V. Hymavathi , Independent Director                     | -                                   |
| 4.      | Ramchander Vyasabhattu, Independent Director               | -                                   |
| 5.      | *Prabhnoor Singh Grewal, Director - Sales & Marketing      | -                                   |
| 6.      | Kothapalli Srinivasa Rao, Director - Sales Administration  | -                                   |
| 7.      | **Revoori Jithender Reddy, Chief Financial Officer         | -                                   |
| 8.      | **Sweety Rai, Company Secretary and Legal                  | -                                   |

**\*Resigned dated 31st March, 2025**

**\*\*Appointed w.e.f 14th August 2024.**

- The percentage increase in the median remuneration of employees in the financial year: No increase in median remuneration.
- The number of permanent employees on the rolls of Company: 379
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its 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:

Note: There is no change in the remuneration of managerial personnel.

**By Order of the Board of Directors  
Bambino Agro Industries Limited**

**Myadam Shirisha Raghuveer**  
Chairperson and Managing Director  
DIN: 07906214

Date: 28th August, 2025  
Place: Secunderabad



## Annexure -3

### Annual Report on Corporate social Responsibility (CSR) activities

- The Board of Directors in brief wishes to report to the members that the Company has actively contributed to the social and economic development of the community by focusing of the under privileged and promoting healthcare, education including special education livelihood enhancing program.
- The Board of Directors has adopted a CSR Policy in line with the section 135 of the Companies Act, 2013.
- The web-link where composition of the Committees Policy and activities, as approved by the Board, are disclosed on the Company's website -

|                                    |                                                                                                       |
|------------------------------------|-------------------------------------------------------------------------------------------------------|
| Composition of CSR Committee       | <a href="https://bambinoagro.com/board-of-directors/">https://bambinoagro.com/board-of-directors/</a> |
| CSR Policy                         | <a href="https://bambinoagro.com/policy/">https://bambinoagro.com/policy/</a>                         |
| CSR projects approved by the Board | Nil                                                                                                   |

- Provide the details of the Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report)-Not Applicable.
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any-Not Applicable.
- Average net profit of the Company for last three financial years- ₹ 1 354.00 Lacs
- Prescribed CSR Expenditure (two percent of the amount as in item 5 above): ₹ 27.08 lacs towards CSR.

### CSR amount spent or unspent for the financial year-

| Total Amount Spent for the Financial Year. (in Rs.) | 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 |
| ₹ 27.08 Lacs                                        | NIL                                                                    | NIL              | NIL                                                                                                  | NIL    | NIL              |

- Details of CSR amount spent against ongoing projects for the financial year: Nil
- Details of CSR amount spent against other than ongoing projects for the financial year: **Not Applicable**

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

- Amount spent in Administrative Overheads
- Amount spent on Impact Assessment, if applicable: Not Applicable
- Total amount spent for the Financial Year (8b+8c+8d+8e):
- Excess amount for set off, if any: Nil
- Details of Unspent CSR amount for the preceding three financial years: Nil
- Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil
- 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: Nil
  - Date of creation or acquisition of the capital asset(s): Not Applicable
  - Amount of CSR spent for creation or acquisition of capital asset: Not Applicable
  - Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable
  - Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable
- 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 Order of the Board of Directors**  
**Bambino Agro Industries Limited**

Date: 28th August, 2025  
 Place: Secunderabad

**Venkata Hymavathi Thota**  
 Chairperson- CSR Committee  
 DIN: 10783209

**Myadam Shirisha Raghuveer**  
 Chairperson and Managing Director  
 DIN: 07906214





## Annexure - 4 Form No. MR-3

### Secretarial Audit Report

For the Financial Year ended 31st 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,

**Bambino Agro Industries Limited**

**CIN: L15440TG1983PLC004363**

104, 4th Floor, E block, Surya Towers,

SP Road, Secunderabad, TS 500003, INDIA

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bambino Agro Industries Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed, and other records maintained by the Company, as well as the information and declarations provided by the Company, its officers, agents, and authorized representatives during the conduct of the Secretarial Audit, along with the explanations and clarifications given to me and the representations made by the management, We hereby report that, in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2025, complied with the statutory provisions listed hereunder. Further, the Company has in place proper Board processes and compliance mechanisms, to the extent, in the manner, and subject to the reporting made hereinafter.

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

1. The Companies Act, 2013 (the Act) and the rules made thereunder as amended from time to time;
2. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable to the Company - Not Applicable to the extent of Overseas Direct Investment and External Commercial Borrowing;

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company: -

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (Not applicable to the Company during the audit period);
- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client – [Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review];
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; [Not applicable to the Company during the audit period]

- f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not Applicable as there were no reportable events;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - [Not applicable as the Company has not delisted / proposed to delist its equity shares from any Stock Exchange during the financial year under review];
- h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - [Not applicable as the Company has not bought back / proposed to buy-back any of its securities during the financial year under review];

Other laws specifically applicable to the Company namely:

- i. Food Safety and Standards Act, 2006 and the rules made thereunder;
- ii. Legal Metrology Act, 2009 and the rules made thereunder;

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI);
- b. The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that

- The Board of Directors of the Company is duly constituted with an appropriate balance of Executive Directors, Non-Executive Directors, Independent Directors, and a Woman Director. Changes in the composition of the Board during the period under review were carried out in compliance with the provisions of the Companies Act and applicable regulations.
- Adequate notice was given to all Directors for scheduling Board and Committee meetings. The agenda and detailed notes on agenda items were circulated at least seven days in advance. A system exists within the Company for seeking and obtaining further information and clarifications on the agenda items prior to the meetings, enabling meaningful participation by the Directors.
- As per the minutes of the meetings recorded and signed by the Chairman, the decisions of the Board were taken with the requisite majority, and no dissenting views were recorded on any of the matters transacted during the period under review.
- The Company has adequate systems and processes in place, commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

I 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 etc.

I further report that during the audit period of the Company; no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

for **C Gorak & Co.**

Company Secretaries

ICSI Unique Code: I2012AP966400

Peer Review Cert. No.: PR 1758/2022

**CS Chandrakanth Gorak**

(Proprietor)

FCS 9628; C.P.No. 11346

UDIN: F009628G001097429

Place: Secunderabad, Telangana

Date: 28th August, 2025



## Annexure to the Secretarial Audit Report

To,  
The Members,  
**Bambino Agro Industries Limited**  
**CIN: L15440TG1983PLC004363**  
104, 4th Floor, E Block, Surya Towers,  
SP Road, Secunderabad, TG 500003, INDIA

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

1. The maintenance of Secretarial records is the responsibility of the Management of the Company. Further, the Company is also responsible for devising proper systems and process to ensure the compliance of the various statutory requirements and Governance systems. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representations about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of other applicable laws, rules and regulations is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**for C Gorak & Co.**  
Company Secretaries  
ICSI Unique Code: I2012AP966400  
Peer Review Cert. No.: PR 1758/2022

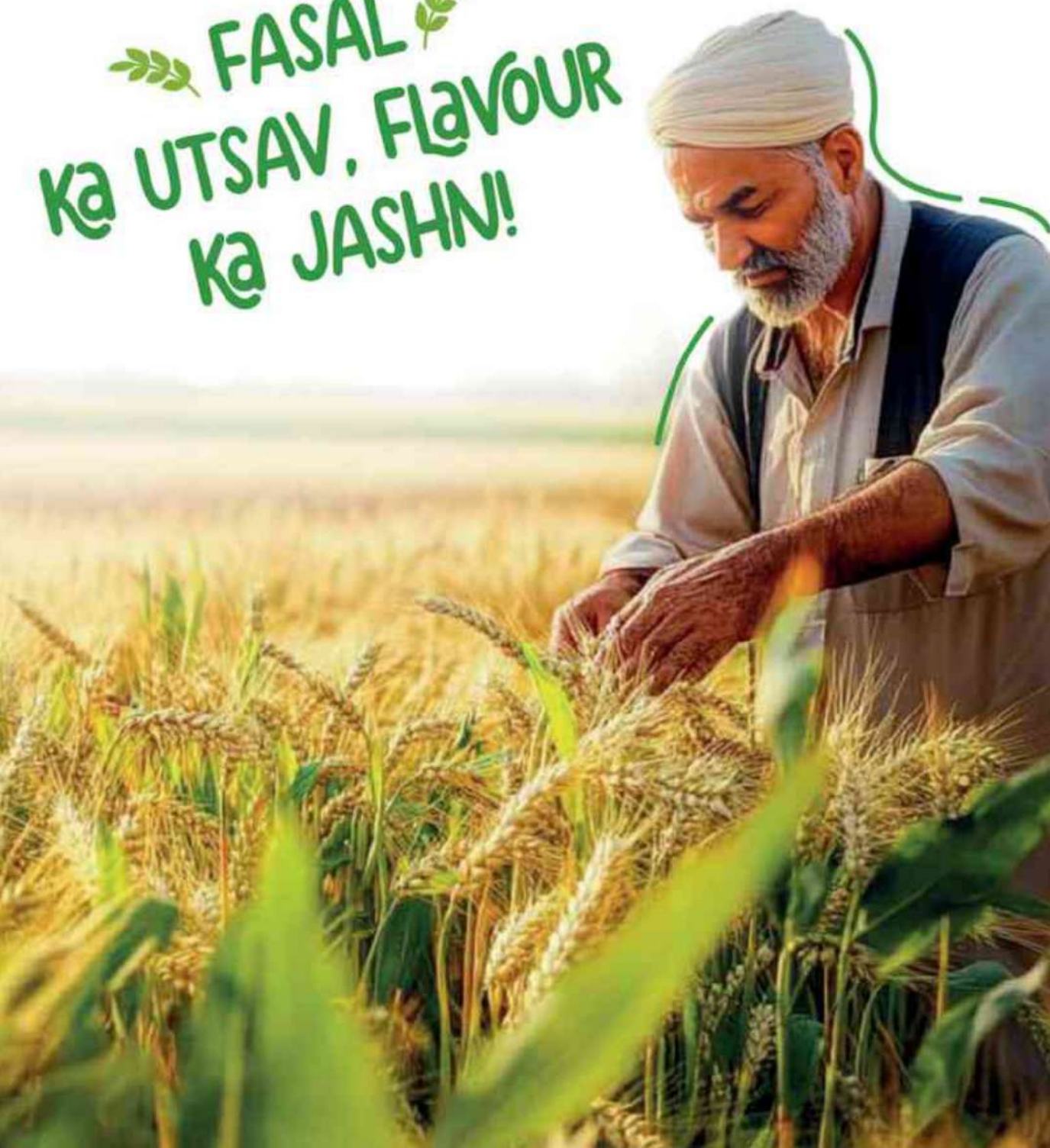
**CS Chandrakanth Gorak**  
(Proprietor)  
FCS 9628; C.P.No. 11346  
UDIN: F009628G001097429

Place: Secunderabad, Telangana  
Date: 28th August, 2025





FASAL  
Ka UTSAV, FLAVOUR  
Ka JASHNI!





**BAMBINO**



LIFE Ka STRESS BUSTER,  
TASTE Ka MASTER!





# FAMILY Time Ka SECRET INGREDIENT!







# AB SWEETNESS KO HEALTHY BANAQ!

#NewKhapliVermicelli



Fibre-Rich



Low  
Glycemic



Ancient  
Grain Power

## Annexure - 5

**Management Discussion & Analysis**

Your company has very strong brand awareness and is backed with a robust market distribution network. Ensuring good quality products helps us in building consumer loyalty. Widening our range with new categories like Soya, Dalia, Khapli Vermicelli and Instant foods is further increasing our presence in rural markets by augmenting the product mix for the brand.

₹ in lacs

| SR. No. | Particulars                                                   | Year Ended<br>31st March, 2025 | Year Ended<br>31st March, 2024 |
|---------|---------------------------------------------------------------|--------------------------------|--------------------------------|
| 1.      | Production (in Metric Tonnes)                                 | 43180                          | 43496                          |
| 2.      | Sales (in Metric Tonnes)                                      | 47910                          | 47229                          |
| 3.      | Sales Turnover                                                | 36758.75                       | 33245.16                       |
| 4.      | Profit Before interest, depreciation, tax & other adjustments | 2797.64                        | 2752.30                        |
| 5.      | Net Profit/(Loss) after tax & other adjustments               | 921.45                         | 1092.92                        |

**Significant Financial Ratios-**

As per provisions of SEBI (LODR) Regulations, 2015, the significant financial ratios are given below:

| Particulars                        | 2024-25 | 2023-24 | Reasons                                                                                                               |
|------------------------------------|---------|---------|-----------------------------------------------------------------------------------------------------------------------|
| 1. Debtors Turnover (times)        | 4.97    | 4.86    | The Debtors Turnover Ratio has slightly increased from 4.86 to 4.97 times, indicating improved collection efficiency. |
| 2. Inventory turnover (times)      | 2.88    | 4.22    | Decrease due to higher average inventory levels and moderate increase in COGS                                         |
| 3. Interest Coverage ratio (times) | 2.61    | 2.82    | Slight decrease due to marginally lower EBIT and increased finance cost.                                              |
| 4. Current Ratio (times)           | 1.53    | 1.42    | Slight decline due to proportionally higher increase in current liabilities over current assets.                      |
| 5. Debt equity Ratio               | 0.90    | 0.75    | Increase driven by higher short-term borrowings in FY 2025.                                                           |
| 6. Operating Profit Margin (%)     | 6.15    | 6.60    | Minor decrease due to higher increase in operating expenses compared to revenue.                                      |
| 7. Net Profit Margin (%)           | 2.51    | 3.28    | Decrease mainly due to lower net profit and relatively higher tax outgo.                                              |
| 8. Return on Net worth(%)          | 9.11    | 11.72   | Decrease due to reduction in profit after tax despite increase in net worth.                                          |

India is experiencing a good growth in food categories in which Bambino Agro operates. Primary factors catalyzing this growth are urbanization, changing lifestyle and increase in working population whose disposable income is rising and food preferences are changing. Pasta's short cooking time, versatility and adaptability to various flavours have made it a healthy and convenient option for working professionals and families. Furthermore, the increasing presence of modern trade outlets, like supermarkets, hypermarkets, and e-commerce platforms, has made products more accessible to a wider audience, including those in smaller towns and rural areas.





## Annual Report 2024-25

### A review of the business

India's rise as a World Superpower means increase in purchasing power of the middle class and urban consumer. The rise in nuclear families and working women has led to rise in healthy packaged foods in urban markets. This presents excellent very good growth opportunities in Pasta made from Khapli wheat, lentils, millets and several other grains.

The rise in Quick-Commerce (Blinkit, Amazon, etc.) and our presence in said platforms resulted in capturing the younger population. This will catapult our reach in new Tier III and IV cities and towns, which Q-Com. will soon enter. The overall rise in younger age-groups and the middle class's easy access to internet presents a new demand segment for our products through digital channels.

However, a major challenge in the Indian market has been high price sensitivity among a large section of the population. While the market for premium and organic product varieties is growing, a significant portion of the population still prioritizes cost-effective options.

Additionally, pasta as a meal is relatively new to many consumers in rural and smaller towns where traditional dishes dominate everyday eating habits. Our increased digital presence and new marketing campaigns address these limitations.

The rising global demand for nutritious, plant-based, and convenient foods has expanded international sales. We have a consistent performance across key export markets through targeted marketing and stronger distribution networks. Dalia and Soya are new categories that we have been building on for the past few years. We see a potential for step growth in these categories.

Complex regulatory environments across diverse export markets, geo-political uncertainties and currency fluctuations affecting trade dynamics pose as our challenges.

We are tackling new players that have modern products, which are tailored to local tastes and preferences. The presence of domestic and global brands on online platforms has resulted in intense competition.

₹ in lacs

| Particulars       | 31st March, 2025 | 31st March, 2024 |
|-------------------|------------------|------------------|
| Total Revenue     | 36828.18         | 33261.20         |
| Profit before tax | 1395.95          | 1459.10          |
| Net Profit        | 921.45           | 1092.92          |

### Cautionary Statement-

The statement in this "Management Discussion & Analysis" may be considered as "forward looking statements" within the meaning of applicable security laws or regulations. Actual results differ materially from those expressed or implied. Factors that could affect the company's operations include India's demand-supply conditions, raw materials' availability and prices, agricultural yield, government regulations and or litigations and court cases.

**By Order of the Board of Directors**  
**Bambino Agro Industries Limited**

**Myadam Shirisha Raghuveer**  
Chairperson and Managing Director  
DIN: 07906214

Date: 28th August, 2025  
Place: Secunderabad



## Annexure - 6

**Corporate Governance Report**

The Directors of Bambino Agro Industries Limited ("Company") have pleasure in presenting your Company's Report on Corporate Governance for the Financial Year 2024-25 in pursuant to Regulation 34(3) read with Schedule V and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulation').

At Bambino Agro Industries Limited we believe in high standards of Corporate Governance. We place emphasis on internal control systems, accountability and compliance with all statutory and/or regulatory requirements. Corporate Governance is ongoing process and we are committed to practices that ensure transparency in operations and maximize shareholder value. transparency, integrity, honesty and accountability.

Our framework ensures that we make timely disclosures share accurate information regarding our performance and meet the below requirements-

- Satisfy the spirit and letter of the law
- Ensure transparency
- Distinguish between personal conveniences and corporate resources
- Communicate how the company functions and operates as permitted by the statute
- Have a structure that is driven solely by business needs
- Management to act as the Members' trustee, not owner.

Responsible Corporate conduct is integral to any business. Such conducts form a part of our company's values and principles, across all levels.

An effective Board is a pre-requisite of 'Good Corporate Governance' practices. A well-informed and independent Board is essential to bring objectivity and transparency in the workings of our company. Our Board of Directors is committed to function in such way, protect the long-term interests of all stakeholders and provide prudent guidance. As on 31st March, 2025 the Board consists of six (6) members, of which three (2) are female Executive/ Whole-time Directors, two (2) are Non-Executive Independent Directors and one (1) is a female Non-Executive Independent Director.

**Ethics****Code of Conduct & Ethics for the Board & Senior Management**

- Whistle Blower Policy
- Corporate Social Responsibility Policy (CSR Policy)
- Policy on Materiality of Related Party Transaction
- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI),
- Code of Conduct to Regulate, Monitor & Report Trading by Insiders as per SEBI (Prohibition of Insider Trading) Regulation 2015
- Policy on Prevention of Sexual Harassment
- Board Diversity and Nomination & Remuneration Policy
- Policy on determination of Materiality of Events
- Policy and procedures for inquiry in case of leak of unpublished price sensitive information

**Appropriate Governance Structure with defined roles and responsibilities:**

Our company has put in place an internal management structure with defined roles and responsibilities. Fellow



Members appoint the Board of Directors, which in turn governs the company. The Board has constituted four (4) committees to discharge its responsibilities. The Company Secretary acts as the Secretary to all the Committees of the Board constituted under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time. The Chairperson & Managing Director (CMD) and Executive Directors (EDs) provide overall direction and guidance to the business. In the operations and functioning of the Company, the Chairperson and Managing Director is assisted by the Executive Directors and other senior-level executives.

## **Board Leadership-**

An enlightened Board fosters a culture of leadership, provide a long-term vision and policy framework to enhance the quality of governance. The Board regularly reviews compliance reports on Corporate Legislation, including: The Companies Act, 2013, and its rules, applicable SEBI Acts and regulations and Labour Acts and regulations. The Board's actions and decisions prioritize the Company's best interests, with a commitment to sustainable value creation. We have established guidelines and a framework for Board and Committee meetings, ensuring informed and efficient decision-making.

The Board critically evaluates your Company's strategic direction, management policies and effectiveness. The agenda for the Board's review include: strategic review from each Board committee, annual strategic and operating plans, capital allocation and budgets, related party transactions, potential risks and mitigation measures, financial reports from the CFO and business reports.

Frequent interactions enable the Board to set the agenda and provide a strategic roadmap for future growth.

## **2. BOARD OF DIRECTORS**

### **a) Composition and category of Directors**

The Board of your company bears the ultimate responsibility for the organization and administration of your company. It is vital to have a well-balanced Board with a combination of Executive, Non-Executive and Independent, Woman Directors on the Board of the Company to ensure Board's independence and effective management. The Board Composition of your company is in conformity with the requirement of Section 149(4) of the Companies Act, 2013 ("the Act") and Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time. As on 31st March, 2025, the Board consists of Six (6) members, out of which Three (3) are Executive/Whole-time Women Directors, Two (3) are Non- Executive Independent Directors and one (1) is Non- Executive Independent Woman Director. The Board periodically evaluates the need for change in its composition and size.

None of the Independent Directors on the Board serve as an independent director in more than seven listed entities and none of the Directors on the Board is a member of more than 10 Committees excluding private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 ("the Act") or Chairman of more than 5 Committees as specified in Regulation 26 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, across all the Companies in which he/she is a Director. The Directors have made the necessary disclosures regarding Committee positions during the period under review. For the purpose of determination of limit of the Board Committees, Chairpersonship and Membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1) (b) of SEBI Listing Regulations.

### **Roles, Responsibilities and Duties of the Board**

The role, responsibilities and duties of the Board of Directors are crucial in ensuring effective governance and the sustainable growth of a company. Under the Securities and Exchange Board of India SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 166 of the Companies Act, 2013, the Board has specific obligations to fulfil.

The primary role of the Board is to act as a fiduciary for the company, representing the interests of its stakeholders. The Board is responsible for providing strategic guidance and setting the overall direction and objectives of the company. It must exercise independent judgment and act in the best interests of the company while considering the interests of all stakeholders.

## **The responsibilities of the Board include:**

1. **Corporate Governance:** The Board is accountable for maintaining high standards of corporate governance, ensuring transparency and adhering to legal and regulatory requirements. It must establish and monitor systems of internal control and risk management to safeguard the company's assets and reputation.
2. **Strategy and Planning:** The Board plays a crucial role in formulating the company's strategic plans, assessing risks and identifying opportunities. It approves annual budgets, business plans and major investment decisions. It also monitors the implementation of strategies and evaluates their effectiveness.
3. **Oversight and Monitoring:** The Board has a duty to oversee the company's management, ensuring that it operates in a responsible and ethical manner. It appoints and evaluates the performance of key executives, including the CEO. The Board also reviews financial statements, internal audit reports and compliance with legal and regulatory obligations.
4. **Stakeholder Management:** The Board must consider the interests of various stakeholders, including shareholders, employees, customers, suppliers and the community. It should foster effective communication and engagement with stakeholders and address their concerns.
5. **Risk Management:** The Board is responsible for identifying and managing risks faced by the company. It should establish effective risk management policies and procedures, ensure appropriate insurance coverage and regularly review the effectiveness of risk mitigation measures.
6. **Compliance and Disclosures:** The Board ensures compliance with applicable laws, regulations and codes of conduct. It oversees the disclosure of accurate and timely information to shareholders and other stakeholders, maintaining transparency and fairness.

In conclusion, the Board of Directors plays a critical role in the governance and management of a company. It has various responsibilities and duties including strategic planning, oversight, risk management, compliance and stakeholder management. The SEBI (LO&DR) Regulations 2015 and Section 166 of the Companies Act, 2013, provide a framework for the Board to fulfill its obligations and ensure the company's sustainable growth and success.

## **Board Meeting Frequency and location:**

The Board meets at least once a quarter to review the quarterly results and other items of the agenda. Whenever necessary, additional meetings are held. Committee meetings are held as stipulated in its charter or as prescribed in the Act and Listing Regulations, but at least one meeting of each committee is held in a financial year. In the case of business exigencies or urgency of matters, resolutions are passed by circulation. Video conferencing facility is provided to the Directors who are not able to attend the meetings, in person due to emergencies. The Board meetings venue is informed well in advance to all the Directors and invitees. Six (6) Board meetings were held during the year ended 31st March, 2025 and the gap between any two meetings did not exceed one hundred and twenty days. The said meetings were held on: 29th May, 2024, 14th August, 2024, 27th September, 2024, 13th November, 2024, 25th November, 2024 and 13th February, 2025.

## **Agenda and relevant information to Directors:**

The agenda for each Board / Committee meeting is circulated well in advance to the Directors. All material information is incorporated in the agenda facilitating meaningful and focused discussions in the meeting. Every Board / Committee Member is free to suggest items for inclusion in the agenda. Being a responsible environment friendly Company, agendas and other relevant documents / information to Board / Committee members are provided in secured electronic mode.





## Selection of Independent Directors:

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/ profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment as Independent Director on the Board. The Committee, inter alia, considers positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other Companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Committee evaluates the skills, knowledge and experience on the Board and on the basis of such evaluation, prepares a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. The Board considers the Committee's recommendation and takes appropriate decision.

## Meetings of Independent Directors

Pursuant to Schedule IV of the Companies Act, 2013 & Rules made there under and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the independent directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of the Management. The meeting shall review the performance of non-independent directors and the Board as a whole; review the performance of the Chairperson of the Board, taking into account the views of the executive directors and non-executive directors; assess the quality, quantity and timeliness of flow of information between the Management and the board that is necessary for it to effectively and reasonably perform its duties. One meeting of Independent Directors was held during the year i.e. on 13th February, 2025.

## Succession planning

The Nomination and Remuneration Committee works with the Board on the leadership succession plan and also prepares contingency plans for succession in case of any exigencies

| Name of the Director                                                                      | No. of Board Meeting |          | Attendance in last AGM held on 26th December, 2024 |
|-------------------------------------------------------------------------------------------|----------------------|----------|----------------------------------------------------|
|                                                                                           | Held                 | Attended |                                                    |
| Myadam Shirisha Raghuveer, Chairperson and Managing Director                              | 6                    | 6        | Y                                                  |
| Dr. Venkataraman Subramaniam<br>(Cessation due to completion of tenure w.e.f 29.09.2024)  | 3                    | 3        | NA                                                 |
| Dr. Lalitha Ramakrishna Gowda<br>(Cessation due to completion of tenure w.e.f 29.09.2024) | 3                    | 3        | NA                                                 |
| Dr. Venkata Hymavathi Thota, Independent Director                                         | 3                    | 3        | Y                                                  |
| Dr. Anu Appaiah K A, Independent Director                                                 | 3                    | 3        | Y                                                  |
| Ramchander Vyasabhattu, Independent Director                                              | 6                    | 6        | Y                                                  |
| Prabhnoor Singh Grewal, Director - Sales & Marketing                                      | 6                    | 5        | Y                                                  |
| Kothapalli Srinivasa Rao, Director - Sales Administration                                 | 6                    | 6        | Y                                                  |

\* Dr. Lalitha Ramakrishna Gowda and Dr. Venkataraman Subramaniam Cessation due to completion of tenure as an Independent Director w.e.f. 29.09.2024.

Video conferencing facilities and other audio-visual means are provided to the Directors to participate in the meetings.

**Name and number of other board of directors or committees in which a director is a member or chairperson as on 31st March, 2025:**

| Name                          | No. of Directorships*<br>(Including Bambino Agro) | Committee Memberships <sup>^</sup><br>(Including Bambino Agro Member Chairperson) |   | Category of Directorship and name of the other listed Company(s) as on 31-03-2025 |
|-------------------------------|---------------------------------------------------|-----------------------------------------------------------------------------------|---|-----------------------------------------------------------------------------------|
| Mr. Ramchander Vyasabhattu    | 2                                                 | 2                                                                                 | 1 | Avantel Limited (Non- Executive Independent Director)                             |
| Mr. Anu Appaiah K A           | 2                                                 | 1                                                                                 | 1 | NIL                                                                               |
| Mrs. Venkata Hymavathi Thota  | 1                                                 | 1                                                                                 | 1 | NIL                                                                               |
| <b>Whole-time Director</b>    |                                                   |                                                                                   |   |                                                                                   |
| Ms. Myadam Shirisha Raghuvier | 3                                                 | 1                                                                                 | 1 | NIL                                                                               |
| Mr. Prabhnoor Singh Grewal    | 1                                                 | -                                                                                 | - | NIL                                                                               |

The directorships held by directors as mentioned above, does not include directorships in Foreign Companies.

<sup>^</sup> In accordance with Regulation 26 of the Listing Regulations, Membership(s) / Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all Public Limited Companies have been considered.

**Attendance and other details of Directors for the year ended 31st March, 2025 as given below: -**

| Name of Directors              | Audit Committee Meeting | Nomination and Remuneration Committee Meeting | Stakeholders Relationship Committee Meeting | CSR Committee Meeting |
|--------------------------------|-------------------------|-----------------------------------------------|---------------------------------------------|-----------------------|
| Mr. Ramchander Vyasabhattu     | 4/4                     | 3/3                                           | 8/8                                         | 1/1                   |
| Mr. Anu Appaiah K A            | 2/2                     | -                                             | 2/2                                         | -                     |
| Mrs. Venkata Hymavathi Thota   | 2/2                     | -                                             | -                                           | 1/1                   |
| Ms. Myadam Shirisha Raghuvier  | 4/4                     | -                                             | 8/8                                         | 1/1                   |
| Mr. Venkataraman Subramaniam   | 2/2                     | 3/3                                           | 6/6                                         | -                     |
| Mrs. Lalitha Ramakrishna Gowda | 2/2                     | 3/3                                           | -                                           | -                     |

- Four (4) Audit Committee Meetings were held on 29th May 2024, 14th August 2024, 13th November 2024 and 13th February 2025
- Three (3) Nomination and Remuneration Committee meetings were held on 29th May 2024, 14th August 2024 and 27th September 2024
- Eight (8) Stakeholders Relationship Committee meetings were held on 16th April 2024, 24th April 2024, 29th April 2024, 4th May 2024, 14th August 2024, 27th September, 13th November 2024 and 13th February 2025
- One (1) CSR committee meeting was held on 13th February 2025.



## Code of Conduct Declaration

As provided under Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the financial year ended 31st March, 2025.

**By Order of the Board of Directors  
Bambino Agro Industries Limited**

Date: 28th August, 2025  
Place: Secunderabad

**Myadam Shirisha Raghuv eer**  
Chairperson and Managing Director  
DIN: 07906214

## CEO and CFO Certificate

We hereby certify that-

- a) We have reviewed Audited Financial Statement for the Financial Year ended 31st March, 2025 and that to the best of our knowledge and belief
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading-
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief no transaction entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there are no-
  - i) Significant changes in internal control over financial reporting during the year
  - ii) Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**For Bambino Agro Industries Limited**

Place: Secunderabad  
Date: 28th August, 2025

**Myadam Shirisha Raghuv eer**  
Chairperson and Managing Director  
DIN: 07906214

**Mr. Revoori Jithender Reddy**  
Chief Financial Officer



**Certificate of Non-Disqualification of Directors**

**[Pursuant to Regulation 34(3) and Schedule V Para C Clause 10(i) of the SEBI  
(Listing Obligation and Disclosure Requirements) Regulations, 2015]**

**To**

**The Members,**

**Bambino Agro Industries Limited,**

4E, Surya Towers, SP Road,

Secunderabad - 500 003, Telangana State.

We have examined the relevant registers, record, forms, returns and disclosures received from the Directors of Bambino Agro Industries Limited, having CIN: L15440TG1983PLC004363 and having its Registered Office at E Block, 104, 4th Floor, Surya Towers, SP Road, Secunderabad-500003 Telangana State, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para-C, Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and the explanations furnished to us by the Company & its officers, we hereby certify that none of the directors on the Board of the Company for the financial year ended 31st 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 other statutory authority.

| SR. No. | DIN      | Name of the Director       | Designation                     |
|---------|----------|----------------------------|---------------------------------|
| 1.      | 07906214 | Myadam Shirisha Raghuv eer | Chairperson & Managing Director |
| 2.      | 03400005 | Ramchander Vyasabhattu     | Independent Director            |
| 3.      | 09064176 | Anu Appaiah K A            | Independent Director            |
| 4.      | 10783209 | Venkata Hymavathi Thota    | Independent Director            |
| 5.      | 08189713 | Prabhnoor Singh Grewal*    | Director - Sales                |
| 6.      | 09217422 | Srinivasa Rao Kothapalli   | Director - Sales Administration |
| 7.      | 07775207 | Namratha Vippala**         | Additional Director             |

\*ceased to be Director W.e.f. 31st March, 2025.

\*\*Appointed as Additional Directors (Executive) w.e.f. 30th June, 2025.

Ensuring the eligibility of appointment /continuity of every Board Director is the management's responsibility. My responsibility is to express an opinion, based on my verification. This certificate is not an assurance of the Company's future viability or its management's efficiency.

**for C Gorak & Co.**

Company Secretaries

ICSI Unique Code: I2012AP966400

Peer Review Cert. No.: PR 1758/2022

**CS Chandrakanth Gorak**

(Proprietor)

FCS 9628; C.P.No. 11346

UDIN: F009628G001097473

Place : Secunderabad, Telangana

Date : 28th August, 2025



## **Certificate Regarding Compliance of Conditions of Corporate Governance**

(As per Provisions of Chapter IV of Securities and Exchange Board of India  
(Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time)

To  
The Members,  
**Bambino Agro Industries Limited,**  
4E, Surya Towers, SP Road,  
Secunderabad - 500 003,  
Telangana State.

We have examined the compliance of the conditions of Corporate Governance by Bambino Agro Industries Limited (hereinafter referred to as "the Company") for the year ended 31st March, 2025, as stipulated in Chapter IV of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of the conditions of Corporate Governance is the management's responsibility. Our examination was limited to the review of 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.

We conducted our examination of the Corporate Governance Report in accordance with the established systems and procedures selected by us depending on our judgment, including assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include, but are not limited to, verification of secretarial records and other information of the Company, as we deem necessary to arrive at an opinion.

Based on the procedures performed by us as mentioned above and according to the information and explanations provided to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations as applicable for the year ended 31st March, 2025.

This certificate is not an assurance of the Company's future viability or its management's efficiency.

**for C Gorak & Co.**

Company Secretaries

ICSI Unique Code: I2012AP966400

Peer Review Cert. No.: PR 1758/2022

**CS Chandrakanth Gorak**

(Proprietor)

FCS: 9628; C.P. No. 11346

UDIN: F009628G001097517

Place: Secunderabad, Telangana

Date: 28th August, 2025

**General Shareholder Information**

|    |                                                               |                                                                                                                                                                                                                                                                                                     |
|----|---------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) | Company Identification No (CIN)                               | L15440TG1983PLC004363                                                                                                                                                                                                                                                                               |
|    | Annual General Meeting-Date and Time                          | Tuesday, 30th September, 2025, at 09:00 a.m. (IST)                                                                                                                                                                                                                                                  |
|    | Venue                                                         | The Company will conduct the 42nd AGM for FY 2024-25 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of the Members. The deemed venue shall be the Registered Office of the Company.                                                            |
| b) | Financial year                                                | 1st April to 31st March                                                                                                                                                                                                                                                                             |
|    | Financial Calendar (tentative) Results for the quarter ending | 30th June, 2025 – Within 45 days from the end of quarter 30th September, 2025 – Within 45 days from the end of quarter 31st December, 2025 - Within 45 days from the end of quarter 31st March, 2026 - Within 45 days from the end of quarter Annual General Meeting –on and before September, 2026 |
|    | Date of Book Closure                                          | 24th September, 2025 to 30th September, 2025 (both days inclusive)                                                                                                                                                                                                                                  |
| c) | Dividend Payment Date                                         | The dividend, if declared, shall be paid/credited to the respective bank account of members on or before 29th October, 2025 subject to deduction of applicable taxes. The dispatch of dividend warrants/ demand drafts will be completed on same day.                                               |
| d) | Listing on Stock Exchanges                                    | BSE Limited (BSE)<br>Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001                                                                                                                                                                                                                       |
|    | Payment of Listing Fee                                        | Annual listing fee for the year 2024-25 has been paid by the Company to BSE and NSE.                                                                                                                                                                                                                |
| e) | ISIN Number                                                   | INE921D01013                                                                                                                                                                                                                                                                                        |

During the year under review the shares of your Company are not suspended from trading by any of the stock exchange where the shares are listed.

**h) Registrar to an issue and share transfer agent:**

KFin Technologies Limited  
Selenium Building, Tower-B, Plot No 31 & 32, Financial District,  
Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500032.  
Tel No: +9140-67162222 / 79611000  
Toll Free No.: 18003094001; Fax: +91-40-23114087

**i) Share transfer system:**

SEBI vide its notification no. SEBI/LAD-NRO/ GN/2018/24 dated June 08, 2019, notified that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository and came into effect from





## Annual Report 2024-25

1st April, 2019. The Board has delegated the authority for approving transmission, etc. of the Company's securities to the Managing Director/Executive Director. A summary of transmission of securities of the Company so approved by the Managing Director/ Executive Director are placed at every Stakeholder's Relationship Committee.

The Company obtains from a Company Secretary in Practice yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (Listing Obligations & Disclosure Requirement) Regulations 2015 and files a copy of the said certificate with Stock Exchanges.

| Category Code | Category of Shareholder                                                          | Number of Shareholders | Total number of shares | %             |
|---------------|----------------------------------------------------------------------------------|------------------------|------------------------|---------------|
| (A)           | Promoters and Promoter Group                                                     |                        |                        |               |
| 1             | Indian                                                                           | 4                      | 6003475                | 74.96         |
| 2             | Foreign                                                                          |                        |                        |               |
|               | Total (A)                                                                        | 4                      | 6003475                | 74.96         |
| (B)           | Public Shareholding                                                              |                        |                        |               |
| 1             | Institutions                                                                     | 1                      | 100                    | 0.00          |
| 2             | Non-institutes                                                                   | 7668                   | 2005171                | 25.04         |
|               | Total (B)                                                                        | 7669                   | 2005271                | 25.04         |
| (C)           | Shares held by Custodians and Against which Depository Receipts have been issued |                        |                        |               |
| 1             | Promoter and Promoter Group                                                      | -                      | -                      | -             |
| 2             | Public                                                                           | -                      | -                      | -             |
|               | <b>Total f (A+B+C)</b>                                                           | <b>7673</b>            | <b>8008846</b>         | <b>100.00</b> |

\* The number of shareholders was arrived after clubbing the same PAN.

### Shareholding Pattern by Size (in volume) as on 31st March, 2025

| Category       | No. of Shareholders | No. of Shares  | % of Total Shares |
|----------------|---------------------|----------------|-------------------|
| 1-5000         | 7603                | 540476         | 95.70             |
| 5001- 10000    | 181                 | 139626         | 2.28              |
| 10001- 20000   | 81                  | 119524         | 1.02              |
| 20001- 30000   | 21                  | 51647          | 0.26              |
| 30001- 40000   | 7                   | 25040          | 0.09              |
| 40001- 50000   | 9                   | 41175          | 0.11              |
| 50001- 100000  | 23                  | 161437         | 0.29              |
| 100001 & Above | 20                  | 6329921        | 0.25              |
| <b>TOTAL</b>   | <b>7945</b>         | <b>8008846</b> | <b>100.00</b>     |

**Dematerialization of shares and liquidity:**

Total Shares in Demat and Physical form as on 31st March, 2025

| Sl. No.      | Category | Total Shares   | % To Equity   |
|--------------|----------|----------------|---------------|
| 1            | Physical | 325136         | 4.06          |
| 2            | NSDL     | 6700641        | 83.66         |
| 3            | CDSL     | 983069         | 12.28         |
| <b>Total</b> |          | <b>8008846</b> | <b>100.00</b> |

**Dematerialization of Shares**

95.94% of the Company's paid-up Equity share capital has been dematerialized as on 31st March, 2025. The total holdings of shares of promoters/PAC are in Demat form. The trading of the Equity shares of the company is permitted only in dematerialized form as per the notification issued by SEBI.

The Company has complied the Regulation 31(2) of SEBI (Listing Obligation & Disclosure Requirement) Regulation 2015, as follows:

| Category of Shareholder     | Total               |                    | Shares in Demat Form |                              |
|-----------------------------|---------------------|--------------------|----------------------|------------------------------|
|                             | No. of Shareholders | No. of Shares Held | No. of Shares        | % of Respective Shareholding |
| Promoters & Promoters Group | 4                   | 6003575            | 6003575              | 100.00%                      |
| Public                      | 7669                | 2005271            | 1680135              | 83.78%                       |
| <b>Total</b>                | <b>7673</b>         | <b>8008846</b>     | <b>7683710</b>       | <b>95.94</b>                 |

\* The number of shareholders was arrived after clubbing the same PAN.

To enable us to serve our investors better, we request shareholders whose shares are in the physical mode to dematerialize their shares and update their bank accounts with the respective depository participants.

**OTHER DISCLOSURES**

- a) Disclosure in materiality significant related party transactions: Regulation 23 of the SEBI Listing Regulations and as defined under the Act

During the period under review, there have been no materially significant related party transactions, monetary transactions or relationships between the Company and directors, the Management, Key Managerial Personnel, Subsidiaries or relatives, except for those disclosed in the Notes on Accounts, forming part of the Annual Report. The policy on Related Party Transactions is hosted on the website of the Company.

- b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by the stock exchange or the board or any statutory authority, on any matter related to market, during the last year: [Schedule V (C) 10(b) to the SEBI Listing Regulations]

There was no non-compliance during the last three years by the Company on any matter related to Capital Market. There were no penalties imposed nor strictures passed on the Company by Stock Exchanges, SEBI or any Statutory Authority.

- c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel have



been denied access to the audit committee: (Regulation 22 of the SEBI Listing Regulations)

The Board of Directors of the Company had adopted the Whistle Blower Policy. A mechanism has been established for employees to report concerns 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 allows direct access to the Chairman of the Audit Committee in exceptional cases. The Audit Committee reviews periodically the functioning of whistle blower mechanism. There is no complaint received during the Financial Year ended 31st March, 2025.

No personnel have been denied access to the Audit Committee. The Whistle Blower Policy has been disclosed on the Company's website.

## **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:**

### **Schedule II Part E of the SEBI Listing Regulations**

The Company has complied with all mandatory requirements SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time. The Company has adopted following non-mandatory requirements SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

With regard to the discretionary requirements, the Company has adopted the clauses relating to the following:

**The Board:** The Company has Non-Executive Independent Director as a Chairperson

**Communication to Members:** Quarterly/ Half yearly/Annual Financial statements are published in the Newspapers and uploaded in the Company's website and intimated to the Stock Exchange where shares of the Company are listed.

**Audit Qualification:** The Company is in the regime of unqualified financial statements.

**Reporting of Internal Auditors:** The Internal Auditors make presentations to the Audit Committee on their reports on a regular basis. They are submitting the Internal Audit Report with observations, reviews, comments and recommendations through presentations which they have observed during their Audit along with follow up actions taken by the management.

### **Remuneration/Fees of Statutory Auditor:**

During the year under review your Company and its Subsidiary/ Joint Venture Company paid the following remuneration/fees to the Statutory Auditor namely M/s. PRV Associates , Chartered Accountants (FRN 006447S).

(₹ in lacs)

| Particulars         | Bambino agro Industries Limited |
|---------------------|---------------------------------|
| Statutory Audit fee | 12,00,000/-                     |
| <b>Total</b>        | <b>12,00,000/-</b>              |

### **Secretarial Audit**

A qualified practicing Company Secretary has carried out Secretarial Audit every quarter to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and physical share with the total issued and listed capital. The audit confirms that the total issued/ paid up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

In terms of the amended SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Company has obtained the Secretarial Compliance Report (UDIN: F009628F000454732) dated 29th May, 2025 from



M/s. C Gorak & Co., Practicing Company Secretary, Hyderabad - 500003, Telangana, the same was also intimated to the Stock Exchanges where the shares of the Company are listed.

As per Section 204 of the Companies Act, 2013 and the Rules made thereof, the Board of Directors of the Company appointed M/s. C Gorak & Co., Company Secretaries, Practicing Company Secretary, Hyderabad - 500003, Telangana. The Secretarial Audit Report (UDIN: F009628G001097429) dated 28th August, 2025 for the financial year ended 31st March, 2025, is forming part of the Annual Report.

In terms of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2025 the Board of Directors appointed M/s. C Gorak & Co., a Practicing Company Secretaries, Hyderabad-500003 as the Secretarial Auditor of the Company for period of 5 consecutive years commencing from 2025- 26, subject to approval of the Shareholders in the 42nd Annual General Meeting of the Company to be held on 30th September, 2025.

## 20. No Disqualification Certificate from Practicing Company Secretary:

Certificate (UDIN: F009628G001097473 ) Dated 28th August, 2025 from M/s. C Gorak & Co., Practicing Company Secretaries Hyderabad , Telangana, confirming that none of the Directors on the Board 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, Ministry of Corporate Affairs, or any such other Statutory Authority, as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

### A. Market Price Data:

The high and low prices of shares traded during each month and high and low of BSE SENSEX for the financial year 2024-25 as downloaded from the BSE website are as under

#### Stock Price Performance

| Month & Year   | BSE Price (in ₹.) |           | BSE SENSEX |           |
|----------------|-------------------|-----------|------------|-----------|
|                | High Price        | Low Price | High       | Low       |
| April-2024     | 390.00            | 320.00    | 75,124.28  | 71,816.46 |
| May-2024       | 375.00            | 322.05    | 76,009.68  | 71,866.01 |
| June-2024      | 402.40            | 303.50    | 79,671.58  | 70,234.43 |
| July-2024      | 395.00            | 351.05    | 81,908.43  | 78,971.79 |
| August-2024    | 467.55            | 353.00    | 82,637.03  | 78,295.86 |
| September-2024 | 445.00            | 392.05    | 85,975.25  | 80,895.05 |
| October-2024   | 411.00            | 355.00    | 84,648.40  | 79,137.98 |
| November- 2024 | 390.50            | 340.00    | 80,569.73  | 76,802.73 |
| December-2024  | 439.00            | 360.50    | 82,317.74  | 77,560.79 |
| January -2025  | 375.00            | 320.60    | 80,072.99  | 75,267.59 |
| February-2025  | 354.95            | 291.65    | 78,735.41  | 73,141.27 |
| March-2025     | 362.00            | 270.00    | 78,741.69  | 72,633.54 |

#### Performance in comparison with BSE SENSEX



## **Registrar & Share Transfer Agents and Share Transfer System**

The Company has appointed KFin Technologies Limited as the Registrar and Transfer Agents for both physical and electronic shares. The ISIN No. of the Company's shares is "INE 921D01013". The address of the Registrar and Transfer Agent is as follows:

### **KFin Technologies Limited**

Kary Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, and Hyderabad - 500 032, Tel No. 040-6716 2222, e-mail: einward.ris@karvy.com

Shareholders are requested to address all correspondence related to transfer, transmission, Electronic Clearing Service, DEMAT related queries etc., to the Registrar and Transfer Agent.

### **Share Transfer System**

The SEBI and MCA have mandated that existing members who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form were requested to consider converting their shareholding to dematerialized form. Share transactions in electronic form can be effected in a much simpler and faster manner. After a confirmation of a sale/purchase transaction from the broker, shareholders should approach the Depository Participant ('DP') with a request to debit or credit the account for the transaction. The DP will immediately arrange to complete the transaction by updating the account. There is no need for a separate communication to the Company to register these share transfers. Shareholders should communicate with KFin Technologies Limited, the Company's Registrars and Transfer Agent (RTA) quoting their folio number or Depository Participant ID ('DP ID') and Client ID number, for any queries to their securities.

### **Other Disclosures**

During the year ending 31st March, 2025 there were no materially significant related party transactions, which had potential conflict of interest with the Company at large. The transactions with related parties are disclosed in note 27 to the Annual Accounts.

### **Address for Investor Correspondence**

Sweetie Rai

Company Secretary & Compliance Officer

Bambino Agro Industries Limited

CIN: L15440TG1983PLC004363

Tel No: 040 44363322,

4E, Surya Towers, 104, S.P. Road, Secunderabad - 500 003

Email ID: cs@bambinoagro.com

### **Plant Locations:**

Begumpur Khatola Village, Gurgaon, Haryana,

Sonepat, Haryana

**Details of compliance with mandatory requirements and adoption of Discretionary Requirements**

The Company has complied with all the mandatory requirements of Corporate Governance as per SEBI (LODR) Regulations, 2015. The Company has adopted a regime of financial statements with unmodified audit opinion.

**Declaration**

As required under schedule V (D) of the SEBI (LODR) Regulations, 2015, it is hereby affirmed that all the Board Members & Senior Management Personnel have complied with the Code of Conduct of the Company. It is also confirmed that code of conduct has already been posted on the Company's website ([www.bambinoagro.com](http://www.bambinoagro.com)).

The Disclosure of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:

| Regulation  | Particulars of Regulations                                                 | Compliance status<br>(Yes / No / NA) |
|-------------|----------------------------------------------------------------------------|--------------------------------------|
| 17          | Board Directors                                                            | Yes                                  |
| 18          | Audit Committee                                                            | Yes                                  |
| 19          | Nomination and Remuneration Committee                                      | Yes                                  |
| 20          | Stakeholders Relationship Committee                                        | Yes                                  |
| 21          | Risk Management Committee                                                  | NA                                   |
| 22          | Vigil Mechanism                                                            | Yes                                  |
| 23          | Related Party Transactions                                                 | Yes                                  |
| 24          | Corporate Governance requirements with respect to subsidiary listed entity | NA                                   |
| 25          | Obligations with respect to Independent Directors                          | Yes                                  |
| 26          | Obligation with respect to Directors and senior management                 | Yes                                  |
| 27          | Other Corporate Governance requirements                                    | Yes                                  |
| 46(2)(b) to | Website                                                                    | Yes                                  |

**Code of Conduct**

The Board has laid down a "Code of Conduct" that covers the ethical requirements to be complied by all the Board members and employees of the Company. An affirmation of compliance with the code is received from them on an annual basis.

**CEO and CFO Certification:**

The Managing Director and the CFO have given a Certificate to the Board as contemplated in Schedule - V of the Securities and Exchange Board of India. (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is separately annexed.





## Annual Report 2024-25

The Company has adopted the policy on dissemination of information of material events to BSE in accordance with Regulation 30 of the SEBI (LODR) Regulations 2015. The said policy is available on the Company's website ([www.bambinoagro.com](http://www.bambinoagro.com)).

The Company has adopted a policy on preservation of documents in accordance with Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The "Documents Preservation Policy" is available on the Company's website ([www.bambinoagro.com](http://www.bambinoagro.com)).

Commodity price risk or foreign exchange risk and hedging activities:

The commodity price risks are, by and large, managed contractually through price variation clauses.

**By Order of the Board of Directors  
Bambino Agro Industries Limited**

**Myadam Shirisha Raghuv eer**  
Chairperson and Managing Director  
DIN: 07906214

Date: 28th August, 2025  
Place: Secunderabad

## 7. Independent Auditor's Report

To the members of **Bambino Agro Industries Limited**

### Report on the Audit of Financial Statements

#### Opinion

We have audited the accompanying financial statements of **Bambino Agro Industries Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss, the Statement of Changes in Equity and statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 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 at 31st March 2025, and its Profit, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Key Audit Matters

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. We have determined that there are no key audit matters to communicate in our report.

#### Information Other than Financial Statements and Auditors Report

The Company's Board of Directors is responsible for the other information. The other information obtained at the date of this auditor's report comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Shareholder's Information but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, 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 Financial Statements**

The accompanying financial statements have been approved by the companies Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, 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.

Those Board of Directors are also responsible for over seeing the company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

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

As part of an audit in accordance with Standards on Auditing, 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 Board of Directors 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.



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 those charged with governance, we determine those matters that were of most significance in the audit of 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 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 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, 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 to the extent applicable that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements.
  - 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, the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid said financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the Directors as on 31st March, 2025, and 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure -2".
  - 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, we report that the remuneration paid by the Company to its directors during the year, in our opinion and to the best of our information and according to the explanations given to us, is in accordance with the provisions of section 197 of the Act"read with schedule V.
  - 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), 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 in note no. 38 regarding petition filed by Substantial shareholders before National Company Law Tribunal, Hyderabad u/s 241, 242 & 245 of the Companies Act 2013 the proceedings are in progress.
    - ii. In our opinion and as per the information and explanations provides to us, the Company has not



- entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses, and
- iii. There has been no delay in transferring the 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 note no 44, 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 or entity, 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.  
  
(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in note no 44, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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) contain any material mis-statement.
  - v. The dividend declared and paid during the year by the company is in compliance of section 123 of the Companies Act, 2013.
  - vi. Based on our examination which included test checks and information given to us, the Company has used accounting software for maintaining its books of account, which did not have a feature of recording audit trail (edit log) facility throughout the year for all relevant transactions recorded in the respective software, hence we are unable to comment on audit trail feature of the said software. (It is informed to us that a new accounting software i.e. 'Netsuite' is being introduced and migration of accounts is under process)

**For PRV Associates**  
**Chartered Accountants,**  
**(FRN: 006447S)**

**P. Manohar**  
Partner  
Membership No. 231829  
UDIN: 25231829BMIGJA6297

Place : Hyderabad  
Date : 21st May, 2025

### **Annexure - 1 to the Independent Auditor's Report-**

**(Referred to in paragraph 1 under section 'Report on other Legal and Regulatory Requirements' of our report of even date)**

- (i) (a) (A) According to the information and explanations given to us, the Company's Property, Plant and Equipment register showing full particulars including quantitative details and situation of Property, Plant and Equipment is to be updated.
- (B) According to the information and explanations given to us, the Company is maintaining proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us, the major Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties disclosed in the financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.
- (ii) (a) According to the information and explanations given to us, the inventories have been physically verified at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
- (b) As disclosed in note 14 to the financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 5 crore by banks based on the security of pari-passu charges on current assets and fixed assets of the company. The monthly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us, company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, the matters to be reported under the sub-clauses (a), (b), (c), (d), (e) and (f) are not applicable to the company.
- (iv) According to the information and explanations given to us, the Company has not granted any loans, has not made any investments, nor given any guarantee or security to parties covered under the provisions of Section 185 and 186 of the Companies Act.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits, requiring compliance under the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- (vi) According to the information given to us, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act. Hence reporting under this clause does not arise.
- (vii) (a) According to the information and explanations given to us, the company is generally regular in





depositing undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income tax, sales tax, service-tax duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities, however there are some delays in remittance of PF, ESI and TDS to the credit of the respective statutory authorities. Further no undisputed amounts payable in respect thereof were outstanding as at the last day of the financial year under audit for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of dispute except the following-

| Nature of the Statute & Nature of due                | Amount<br>₹ in lakhs | Period                      | Forum where litigation is pending                                                                                                                                                                  |
|------------------------------------------------------|----------------------|-----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The Income Tax Act, 1961<br>Disallowance of expenses | 23.16                | Assessment<br>Year 2018-19  | The appeal before the CIT appeals has been dismissed and the respective demands raised by the income tax department have been upheld. The company has not made any provision for the demand raised |
| The Income Tax Act, 1961<br>Disallowance of expenses | 28.44                | Assessment<br>Year 2019-20  |                                                                                                                                                                                                    |
| The Income Tax Act, 1961<br>Disallowance of expenses | 53.18                | Assessment<br>Years 2020-21 |                                                                                                                                                                                                    |

- (viii) According to the information and explanations given to us, there are no transactions that are not recorded in the books of account, which have been surrendered or disclosed as income during the year in the tax assessments under the income Tax Act, 1961.
- (ix) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (a) According to the information and explanations given to us including the representation received by the management of the company, and on the basis of our audit procedure we report that the company is not been declared as a wilful defaulter by any bank or financial institution or other lender.
- (b) According to the information and explanations given to us, the term loans have been applied, on overall basis for the purpose for which loans were obtained.
- (c) According to the information and explanations given to us, the funds raised by the company on short-term basis have not been utilised for long-term purposes.
- (d) According to the information and explanations given to us, the company does not hold any investment in any subsidiary, associates of joint venture (as defined in the Companies Act 2013) during the year ended 31-03-2025. Hence, the matters to be reported under the sub-clause 3(ix) (d) is not applicable.
- (e) According to the information and explanations given to us, the company does not hold any investment in any subsidiary, associates of joint venture (as defined in the Companies Act 2013) during the year ended 31-03-2025. Hence, the matters to be reported under the sub-clause 3(ix)(e) is not applicable.
- (x) (a) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer, during the year under audit. Accordingly reporting under clause 3(x)(a) of the order is not applicable.

- (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 made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) According to the information and explanations given to us and based upon the audit procedures performed by us, any fraud by the Company has not been noticed during the year.
- (b) According to the information and explanations given to us and based upon the audit procedures performed by us, a report under sub-section (12) of section 143 of the Companies Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause (xi)(b) of the Order is not applicable to the company.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures
- (xii) As the Company is not a Nidhi Company under the provisions of the Companies Act, 2013 read with Nidhi Rules, 2014, the matters to be reported under sub-clauses (a), (b) and (c) of clause (xii) are not applicable to the Company.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with the provisions of Section 177 and 188 of the Companies Act wherever applicable. According to the information given to us, details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) According to the information and explanations given to us and in our opinion, the company is having the internal audit system commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and hence, reporting requirement on compliance with the provisions of Section 192 of the Companies Act is not applicable.
- (xvi) (a) According to the information and explanations given to us and in our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. As the Company is not engaged in any non-banking financial or housing finance activity, nor is a Core Investment Company nor having more than one Core Investment Company as part of the Group, the matters to be reported under sub-clauses (b), (c) and (d) of clause (xvi) are not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the financial year covered by audit and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause (xviii) of the Order is not applicable
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and the management and in our opinion and based upon our examination of the evidence supporting the assumptions furnished to us, no material uncertainty exists as on the date of audit report that the company is capable of meeting its liabilities existing at the date of balance sheet date as and when they fall due within a period of one year from the balance sheet date.



- (xx) (a) According to the information and explanations given to us, the audit report of the company is signed much before the due date for compliance has expired.
- (b) According to the information and explanations given to us the amount remaining unspent u/s 135(5) of the Companies Act has not been transferred to special account in compliance with the provisions of section 135(6) of the companies act.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For PRV Associates**  
**Chartered Accountants,**  
**(FRN: 0064475)**

**P. Manohar**  
Partner  
Membership No. 231829  
UDIN: 25231829BMIGJA6297

Place : Hyderabad  
Date : 21st May, 2025



## **Annexure – 2 to the Independent Auditor's Report-**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act"):**

We have audited the internal financial controls over financial reporting of **Bambino Agro Industries Limited** ("the Company") as of 31st March, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;



- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion:**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For PRV Associates**  
**Chartered Accountants,**  
**(FRN: 006447S)**

**P. Manohar**  
Partner  
Membership No. 231829  
UDIN: 25231829BMIGJA6297

Place : Hyderabad  
Date : 21st May, 2025

**8. Balance Sheet as at 31st March, 2025**

(₹ in lacs)

| Particulars                               | Notes | As at                       | As at                       |
|-------------------------------------------|-------|-----------------------------|-----------------------------|
|                                           |       | 31st March, 2025<br>Audited | 31st March, 2024<br>Audited |
| <b>A ASSETS</b>                           |       |                             |                             |
| <b>1 NON-CURRENT ASSETS</b>               |       |                             |                             |
| (a) Property, plant and equipment         | 2     | 9,917.80                    | 8,388.26                    |
| (b) Capital work-in-Progress              |       | 56.03                       | 1,378.88                    |
| (c) Financial assets                      |       |                             |                             |
| (i) Investments                           | 3     | 195.49                      | 195.49                      |
| <b>Total Non-Current Assets</b>           |       | <b>10,169.32</b>            | <b>9,962.63</b>             |
| <b>2 CURRENT ASSETS</b>                   |       |                             |                             |
| (a) Inventories                           | 4     | 8,990.48                    | 8,095.37                    |
| (b) Financial assets                      |       |                             |                             |
| (i) Trade receivables                     | 5     | 1,663.47                    | 1,298.41                    |
| (ii) Cash and cash equivalents            | 6     | 104.00                      | 62.09                       |
| (iii) Bank balances other than (ii) above | 6a    | 56.59                       | 56.05                       |
| (c) Other current assets                  | 7     | 1,330.53                    | 1,155.76                    |
| <b>Total Current Assets</b>               |       | <b>12,145.07</b>            | <b>10,667.68</b>            |
| <b>Total Assets</b>                       |       | <b>22,314.39</b>            | <b>20,630.31</b>            |
| <b>B EQUITY AND LIABILITIES</b>           |       |                             |                             |
| <b>EQUITY</b>                             |       |                             |                             |
| (a) Equity Share Capital                  | 8     | 800.88                      | 800.88                      |
| (b) Other Equity                          | 9     | 9,316.83                    | 8,523.52                    |
| <b>Total Equity</b>                       |       | <b>10,117.71</b>            | <b>9,324.40</b>             |
| <b>LIABILITIES</b>                        |       |                             |                             |
| <b>1 NON-CURRENT LIABILITIES</b>          |       |                             |                             |
| (a) Financial Liabilities                 |       |                             |                             |
| (i) Borrowings                            | 10    | 2,288.92                    | 2,988.08                    |
| (ii) Other financial liabilities          | 11    | 50.65                       | 54.65                       |
| (b) Provisions                            | 12    | 1.95                        | 21.80                       |
| (c) Deferred tax liabilities (net)        | 13    | 864.09                      | 746.59                      |
| <b>Total Non-Current Liabilities</b>      |       | <b>3,205.61</b>             | <b>3,811.12</b>             |
| <b>2 CURRENT LIABILITIES</b>              |       |                             |                             |
| (a) Financial Liabilities                 |       |                             |                             |
| (i) Borrowings                            | 14    | 6,794.89                    | 3,986.68                    |
| (ii) Trade Payables                       | 15    | 239.95                      | 992.24                      |
| (iii) Other financial liabilities         | 16    | 898.21                      | 1,509.56                    |
| (b) Other current liabilities             | 17    | 351.07                      | 287.25                      |
| (c) Provisions                            | 18    | 427.84                      | 441.06                      |
| (d) Current Tax Liabilities               | 19    | 279.11                      | 278.00                      |
| <b>Total Current Liabilities</b>          |       | <b>8,991.07</b>             | <b>7,494.79</b>             |
| <b>Total Equity And Liabilities</b>       |       | <b>22,314.39</b>            | <b>20,630.31</b>            |

Summary of Significant accounting policies

1

The accompanying notes referred to above form an integral part of the Financial Statements.

This is the Balance Sheet referred to in our report of even date.

**As per our report of even date**

**for PRV Associates**  
Chartered Accountants,  
F.R.No. 0064475

**P. Manohar**

Partner

Membership No. 231829

Place : Hyderabad, Telangana

Date : 21st May, 2025

UDIN: 25231829BMIGI3724

**Kothapalli Srinivasa Rao**  
Director - Sales Administration  
DIN: 10198629

**Revoori Jithender Reddy**  
Chief Financial Officer

**for and on behalf of the Board**

**Myadam Shirisha Raghuv eer**  
Chairperson and Managing Director  
DIN: 07906214

**Sweety Rai**  
Company Secretary  
ACS 31513



**9. Statement of Profit and Loss for the year ended 31st March, 2025**

(₹ in lacs)

| Particulars                                                                    | Notes | Year Ended       | Year Ended       |
|--------------------------------------------------------------------------------|-------|------------------|------------------|
|                                                                                |       | 31st March, 2025 | 31st March, 2024 |
| I. Revenue from operations                                                     | 20    | 36,758.75        | 33,245.16        |
| II. Other income                                                               | 21    | 69.43            | 1604             |
| <b>III. Total Income (I + II)</b>                                              |       | <b>36,828.18</b> | <b>33,261.20</b> |
| IV. Expenses                                                                   |       |                  |                  |
| Cost of materials consumed                                                     | 22    | 17,902.96        | 15,005.00        |
| Purchase of Stock-in-Trade                                                     | 22a   | 6,186.75         | 5,948.99         |
| Changes in inventories of finished goods, work-in progress and Stock-in-Trade  | 23    | (478.42)         | (146.29)         |
| Employee benefits expense                                                      | 24    | 3,924.96         | 3,602.33         |
| Finance costs                                                                  | 25    | 866.67           | 800.44           |
| Depreciation and amortization expense                                          | 2ii   | 535.02           | 492.76           |
| Other expenses                                                                 | 26    | 6,494.29         | 6,098.87         |
| <b>Total expenses</b>                                                          |       | <b>35,432.23</b> | <b>31,802.10</b> |
| <b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>   |       | <b>1,395.95</b>  | <b>1,459.10</b>  |
| VI. Exceptional items                                                          |       | -                | -                |
| <b>VII. Profit before extraordinary items and tax (V - VI)</b>                 |       | <b>1,395.95</b>  | <b>1,459.10</b>  |
| VIII. Extraordinary Items                                                      |       |                  |                  |
| <b>IX. Profit before tax (VII - VIII)</b>                                      |       | <b>1,395.95</b>  | <b>1,459.10</b>  |
| X. Tax expense:                                                                |       |                  |                  |
| (1) Current tax                                                                |       | 357.00           | 270.00           |
| (2) Deferred tax                                                               |       | 117.50           | 96.18            |
| <b>TOTAL</b>                                                                   |       | <b>474.50</b>    | <b>366.18</b>    |
| <b>XI. Profit (Loss) for the period from continuing operations (IX-X)</b>      |       | <b>921.45</b>    | <b>1,092.92</b>  |
| <b>Prior period adjustments</b>                                                |       |                  |                  |
| XII. Profit/(loss) from discontinuing operations                               |       | -                | -                |
| XIII. Tax expense of discontinuing operations                                  |       | -                | -                |
| <b>XIV. Profit/(loss) from Discontinuing operations (after tax (XII-XIII))</b> |       | <b>-</b>         | <b>-</b>         |
| <b>XV. Profit (Loss) for the period (XI + XIV)</b>                             |       | <b>921.45</b>    | <b>1,092.92</b>  |
| XVI. Earnings per equity share:                                                |       |                  |                  |
| (1) Basic & Diluted earnings per share                                         | 27    | 11.51            | 13.65            |

The accompanying notes are an integral part of the standalone financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

**As per our report of even date**

**for PRV Associates**

**Chartered Accountants,**

**F.R.No. 0064475**

**P. Manohar**

Partner

Membership No. 231829

Place : Hyderabad, Telangana

Date : 21st May, 2025

UDIN: 25231829BMIGIZ3724

**Kothapalli Srinivasa Rao**

Director - Sales Administration

DIN: 10198629

**Revoori Jithender Reddy**

Chief Financial Officer

**for and on behalf of the Board**

**Myadam Shirisha Raghuv eer**

Chairperson and Managing Director

DIN: 07906214

**Sweety Rai**  
Company Secretary  
ACS 31513

**10. Cash Flow Statement Annexed to the Balance Sheet**

(₹ in lacs)

| Particulars                                     |                                                                       | Year Ended<br>31st March, 2025 | Year Ended<br>31st March, 2024 |
|-------------------------------------------------|-----------------------------------------------------------------------|--------------------------------|--------------------------------|
| <b>I CASH FLOWS FROM OPERATING ACTIVITIES</b>   |                                                                       |                                |                                |
| 1                                               | <b>Net Profit/(Loss) before Tax</b>                                   | 1,395.95                       | 1,459.10                       |
|                                                 | Adjustments for :                                                     |                                |                                |
|                                                 | -Depreciation and amortization expense                                | 535.02                         | 492.76                         |
|                                                 | -Investments written off                                              | -                              | -                              |
|                                                 | -Finance costs                                                        | 866.67                         | 800.44                         |
|                                                 | -Insurance Claim                                                      | (30.18)                        | -                              |
|                                                 | -Net gain on Foreign currency transactions                            | (10.67)                        | 11.93                          |
|                                                 | -Interest Income                                                      | (11.53)                        | (0.75)                         |
|                                                 | -Dividend Income                                                      | -                              | -                              |
|                                                 | <b>Operating Profit before Working Capital Changes</b>                | <b>2,745.26</b>                | <b>2,763.49</b>                |
|                                                 | <b>Changes in working capital:</b>                                    |                                |                                |
|                                                 | (Increase)/decrease in Inventories                                    | (895.12)                       | (453.36)                       |
|                                                 | (Increase)/decrease in Trade Receivables                              | (365.06)                       | 42.62                          |
|                                                 | (Increase)/decrease in long-term loans and advances                   | -                              | -                              |
|                                                 | (Increase)/decrease in short-term loans and advances                  | -                              | -                              |
|                                                 | (Increase)/decrease in other current assets                           | (174.77)                       | 94.31                          |
|                                                 | (Increase)/decrease in other non-current assets                       | -                              | -                              |
|                                                 | Increase/(decrease) in long term Liabilities & Provisions             | (23.85)                        | (46.40)                        |
|                                                 | Increase/(decrease) in trade payables                                 | (752.29)                       | 682.51                         |
|                                                 | Increase/(decrease) in other current liabilities                      | (559.64)                       | (173.52)                       |
|                                                 | <b>Cash generated from/(used in) operations</b>                       | <b>(25.46)</b>                 | <b>2909.65</b>                 |
|                                                 | Tax paid, net of refund                                               | (357.00)                       | (270.00)                       |
|                                                 | <b>Net cash generated from/(used in) operating activities (A)</b>     | <b>(382.46)</b>                | <b>2,639.65</b>                |
| <b>II Cash Flows from Investing Activities</b>  |                                                                       |                                |                                |
|                                                 | Purchase of Property, plant & equipment                               | (741.71)                       | (911.86)                       |
|                                                 | Purchase of Intangible Assets and Intangible Assets under Development | -                              | -                              |
|                                                 | Proceeds from Sale of Fixed Assets                                    | -                              | -                              |
|                                                 | Proceeds from Sale of Investments                                     | -                              | -                              |
|                                                 | Investment in Subsidiaries                                            | -                              | -                              |
|                                                 | Net gain on Foreign currency transactions                             | 10.67                          | (11.93)                        |
|                                                 | Interest Income received                                              | 11.53                          | 0.75                           |
|                                                 | Insurance Claim                                                       | 30.18                          | -                              |
|                                                 | Proceeds from Sale of Investments in Shares                           | -                              | -                              |
|                                                 | <b>Net Cash generated from/(used in) Investing Activities</b>         | <b>(689.33)</b>                | <b>(923.05)</b>                |
| <b>III Cash Flows from Financing Activities</b> |                                                                       |                                |                                |
|                                                 | Proceeds from Issue of Share Capital                                  | -                              | -                              |
|                                                 | Proceeds from Long Term Borrowings                                    | -                              | -                              |
|                                                 | Repayment of Long Term Borrowings                                     | (699.16)                       | (1,321.07)                     |
|                                                 | Proceeds from Short Term Borrowings                                   | 2,808.21                       | 274.53                         |
|                                                 | Repayment of Short Term Borrowings                                    | -                              | -                              |
|                                                 | Dividend paid including tax thereon                                   | (128.14)                       | (128.14)                       |
|                                                 | Dividend equilisation reserve                                         | -                              | -                              |
|                                                 | Finance Costs Paid                                                    | (866.67)                       | (800.44)                       |
|                                                 | <b>Net Cash generated from/(used in) Financing Activities</b>         | <b>1,114.24</b>                | <b>(1,975.12)</b>              |



## Annual Report 2024-25

|             |                                                                 | (₹ in lacs)                    |                                |
|-------------|-----------------------------------------------------------------|--------------------------------|--------------------------------|
| Particulars |                                                                 | Year Ended<br>31st March, 2025 | Year Ended<br>31st March, 2024 |
| IV          | Net Increase/(Decrease) in Cash and Cash Equivalents (I+II+III) | 42.45                          | (258.51)                       |
| V           | Cash and cash equivalents at beginning of the year              | 118.14                         | 376.65                         |
| VI          | Cash and cash equivalents at the end of the year (Refer Note 1) | 160.59                         | 118.14                         |

### Note 1:

Cash and cash equivalents includes

-Included in cash and cash equivalents (refer Note 6, 6a)

|                                |               |               |
|--------------------------------|---------------|---------------|
| Cash and cash equivalents      | 104.00        | 62.09         |
| Bank Balances other than above | 56.59         | 56.05         |
|                                | <b>160.59</b> | <b>118.14</b> |

As per our report of even date  
for PRV Associates  
Chartered Accountants,  
F.R.No. 0064475

**P. Manohar**  
Partner  
Membership No. 231829

Place : Hyderabad, Telangana  
Date : 21st May, 2025  
UDIN: 25231829BMIGIZ3724

**Kothapalli Srinivasa Rao**  
Director - Sales Administration  
DIN: 10198629

**Revoori Jithender Reddy**  
Chief Financial Officer

**Myadam Shirisha Raghuv eer**  
Chairperson and Managing Director  
DIN: 07906214

**Sweety Rai**  
Company Secretary  
ACS 31513



**Statement of changes in Equity for the year ended 31st March, 2025****A. Equity Share Capital**

(₹ in lacs)

**Particulars**

|                                                 |        |
|-------------------------------------------------|--------|
| <b>Balance as at 31st March, 2024</b>           | 800.88 |
| Changes in equity share capital during the year | -      |
| <b>Balance as at 31st March, 2025</b>           | 800.88 |

**B. OTHER EQUITY**

(₹ in lacs)

| Particulars                             | Reserves and surplus |                   |                 |                 |                 |
|-----------------------------------------|----------------------|-------------------|-----------------|-----------------|-----------------|
|                                         | Securities Premium   | Retained Earnings | General Reserve | Capital Reserve | Total           |
| <b>Balance at 31st March, 2024</b>      | <b>427.61</b>        | <b>6,895.56</b>   | <b>694.09</b>   | <b>506.26</b>   | <b>8,523.52</b> |
| Additions during the year:              | -                    | -                 | 46.07           | -               | 46.07           |
| Profit for the year                     | -                    | 921.45            | -               | -               | 921.45          |
| Deletions during the year:              | -                    | -                 | -               | -               | -               |
| Dividend on Equity Shares               |                      | (128.14)          |                 |                 | (128.14)        |
| Transfer to General Reserve             |                      | (46.07)           |                 |                 | (46.07)         |
| Total comprehensive income for the year | -                    | <b>747.25</b>     | <b>46.07</b>    | -               | <b>793.31</b>   |
| <b>Balance at 31st March, 2025</b>      | <b>427.61</b>        | <b>7,642.80</b>   | <b>740.16</b>   | <b>506.26</b>   | <b>9,316.83</b> |

As per our report of even date  
for PRV Associates  
Chartered Accountants,  
F.R.No. 0064475

**P. Manohar**  
Partner  
Membership No. 231829

Place : Hyderabad, Telangana  
Date : 21st May, 2025  
UDIN: 25231829BMIGIZ3724

**Kothapalli Srinivasa Rao**  
Director - Sales Administration  
DIN: 10198629

**Revoori Jithender Reddy**  
Chief Financial Officer

**Myadam Shirisha Raghuv eer**  
Chairperson and Managing Director  
DIN: 07906214

**Sweety Rai**  
Company Secretary  
ACS 31513



## 1. Corporate Information & Significant Accounting Policies-

### 1.1 Corporate Information-

The Company is a public company domiciled in India and incorporated under the provisions of the Companies Act 1956. Its shares are listed on BSE. The Company is engaged in manufacturing and selling vermicelli, macaroni and other pasta products under the brand name "Bambino". The Company also sells the products of its related companies engaged in the manufacture of pasta and instant mixes, spices, namkeens, sweet-meat masalas etc.

### Significant Accounting Policies-

The significant accounting policies applied by the Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements, unless otherwise indicated.

### 1.2 Basis of Preparation of Financial Statements-

#### a) Statement of compliance & Basis of Preparation-

The financial statements which comprise the Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, and the Statement of Changes in Equity (financial statements) have been prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") notified under the Section 133 of the Companies Act, 2013 ('the Act') Companies (Indian Accounting Standards) Rules, 2015, along with relevant amendment rules issued thereafter and other relevant provision of the Act, as applicable.

The Company has adopted Ind AS 115 'Revenue from Contracts with Customers' With the date of initial application being 1st April 2018. Ind AS 115 established a comprehensive framework on revenue recognition and replaces Ind As 18 – Revenue and Ind AS 11 – Construction Contracts. There are no material adjustments arising on transition.

On 28th March 2018, Ministry of Corporate Affairs ('MCA') notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarified the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid consideration in a foreign currency. The Company has evaluated the effect of this amendment on the financial statements and concluded that the impact is not material.

The financial statements have been prepared on accrual basis under the historical cost convention. The Company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

#### b) Functional and presentation currency-

The standalone financial statements are presented in Indian rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the entity operates.

### 1.3 Use of Estimates and Judgements-

The preparation of 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. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. The preparation of financial statements require certain estimates and assumptions to be

made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses for the reporting period. Difference between the actual and estimates are recognized in the period in which the actual are known / materialized.

#### **1.4 Property, Plant and Equipment-**

- a) Recognition and Measurement: All items of property and equipment are initially recorded at cost. Cost of property and equipment comprises purchase price, non-refundable taxes, levies, and any directly attributable cost of bringing the asset to its working condition for the intended use. The company has elected to apply the optional exemption to use this previous GAAP value as deemed cost at 1st April, 2016, the date of transition.
- b) After initial recognition, property and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.
- c) The cost of an item of property and equipment is 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. The cost includes the cost of replacing part of the property and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property and equipment.
- d) In the case of imported machinery purchased out of foreign currency loan, the changes in liability due to exchange rate at the time of repayment of loan installment and due to realignment of loan in Indian rupees have been adjusted in the cost machinery.

#### **1.5 Intangible Assets-**

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the company and the cost of the asset can be measured reliably.

#### **1.6 Depreciation, Amortization & Impairment-**

- a) Depreciation has been provided on straight line method based on life assigned to each asset in accordance with schedule II of the companies act 2013.
- b) Depreciation on additions to property, Plant & Equipment has been calculated on pro-rata basis from the date of addition.
- c) No depreciation has been provided on the fully depreciated assets.
- d) An asset will be treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of the recoverable amount.

#### **1.7 Inventories-**

- a) Stores and spares are valued at cost and are charged to revenue on the basis of issues.
- b) Raw material and packing material are valued at cost.
- c) Finished goods are valued at cost or market value whichever ever is lower.
- d) Empty containers are valued at net realizable value.
- e) Provisions are made if required to cover slow-moving and obsolete items based on historical experience of utilisation on a product category basis, which involves individual businesses considering their product lines and market conditions.





## **1.8 Cash and cash equivalents-**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

## **1.9 Employee Benefits-**

- i) Short- term employee benefits are recognized as an expense in the profit and loss account of the year in which the related service is rendered.
- ii) Provident fund contributions, a defined contribution scheme, are charged to the profit and loss account
- iii) Gratuity liability, a defined benefit scheme, is provided based on actuarial valuation and funded through the scheme administrated by life insurance corporation of India. The contribution paid/payable under the scheme is recognised during the period in which the employee render the services.

## **1.10 Provisions, contingent liabilities, and contingent assets-**

A provision is recognised when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are measured & recognized based on management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the Company. Or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability. Contingent assets are not recognised in the financial statements. However, it is disclosed only when an inflow of economic benefits is probable.

## **1.11 Revenue Recognition-**

The Company manufactures and sells a range of Food products

Revenue from sale of products is recognised when control of the products has transferred, being when the products are delivered to the customers/dealers. Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, the risks of loss has been transferred, and either the Customers/Dealers has accepted the products in accordance with the sales contract. Revenue is measured net of returns, trade discounts and volume rebates.

Export sales are accounted on the basis of Bill of Lading. Export sales are recorded at the exchange rates prevailing as on the transaction date and adjusted for the exchange difference, if any, upon realization.

Lease income on leased assets is recognized and included under the other operating revenue.

## **1.12 Borrowing Costs-**

Borrowing costs includes interest, amortization of ancillary costs incurred in connection with the arrangements of borrowing and exchange differences from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

**1.13 Taxes-**

Provision for current tax is made on the basis of estimated taxable income for the current accounting period and in accordance with the provisions of the Income tax Act, 1961.

Deferred tax resulting from "timing difference" between book and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be adjusted in future.

**1.14 Earnings per Share-**

Basic earnings per share is computed by dividing profit or loss for the year attributable to equity holders by the weighted average number of shares outstanding during the year. Partly paid-up shares are included as fully paid equivalents according to the fraction paid-up.

Diluted earnings per share is computed using the weighted average number of shares and dilutive potential shares except where the result would be anti-dilutive.

**1.15 Cash Flow Statement-**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**1.16 Government Subsidy-**

Subsidy from the Government is recognized when there is reasonable assurance that the company will comply with the conditions attached to them.

**1.17 Deferred Revenue Expenditure-**

Expenditure incurred on advertisement and other expense for promotion of new products is amortised over a period of five years, having due regard to the nature of expenses and the benefit that may be derived there from. Expenditure on routine product advertisement is expensed off to profit & loss account in the year in which it is incurred.

**Kothapalli Srinivasa Rao**  
Director - Sales Administration  
DIN: 10198629

**Myadam Shirisha Raghuveer**  
Chairperson and Managing Director  
DIN: 07906214

**Revoori Jithender Reddy**  
Chief Financial Officer

**Sweetey Rai**  
Company Secretary  
Membership No. ACS 31513

**Note 2**
**Summary of significant accounting policies and other explanatory information**
**2. Property, Plant and Equipment, Intangible Assets & Intangible Assets under development as at 31st March, 2025**
**Tangible assets ( Refer to Note 10 (a) )**

| Particulars                         | Freehold land | Buildings       | Plant & Equipment | Vehicles      | Furniture & Fixtures | Office Equipment | Computers     | TOTAL            |
|-------------------------------------|---------------|-----------------|-------------------|---------------|----------------------|------------------|---------------|------------------|
| (₹ in lacs)                         |               |                 |                   |               |                      |                  |               |                  |
| <b>i) Gross block</b>               |               |                 |                   |               |                      |                  |               |                  |
| As at 1st April, 2024               | 68.83         | 1,455.87        | 10,046.64         | 880.39        | 96.77                | 275.58           | 163.90        | 12,987.98        |
| Additions during the year           | -             | 175.30          | 1,880.60          | -             | 1.94                 | 4.60             | 2.12          | 2,064.56         |
| Disposals during the year           | -             | -               | -                 | -             | -                    | -                | -             | -                |
| <b>As at 31st March, 2025</b>       | <b>68.83</b>  | <b>1,631.17</b> | <b>11,927.24</b>  | <b>880.39</b> | <b>98.71</b>         | <b>280.18</b>    | <b>166.02</b> | <b>15,052.54</b> |
| <b>ii) Accumulated Depreciation</b> |               |                 |                   |               |                      |                  |               |                  |
| Upto 1st April, 2024                | -             | 939.45          | 2,986.25          | 353.26        | 63.42                | 134.25           | 123.09        | 4,599.72         |
| Depreciation for the year           | -             | 43.42           | 381.86            | 68.09         | 6.24                 | 18.36            | 17.05         | 535.02           |
| Disposals during the year           | -             | -               | -                 | -             | -                    | -                | -             | -                |
| <b>Upto 31st March, 2025</b>        | <b>-</b>      | <b>982.87</b>   | <b>3,368.11</b>   | <b>421.35</b> | <b>69.66</b>         | <b>152.61</b>    | <b>140.14</b> | <b>5,134.74</b>  |
| <b>iii) Net block</b>               |               |                 |                   |               |                      |                  |               |                  |
| As at 1st April, 2024               | 68.83         | 516.42          | 7,060.40          | 527.14        | 33.35                | 141.33           | 40.81         | 8,388.26         |
| As at 31st March, 2025              | 68.83         | 648.30          | 8,559.14          | 459.05        | 29.05                | 127.57           | 25.88         | 9,917.80         |

**iv) Capital Work in Progress**

| Particulars                         | Amount            |              |
|-------------------------------------|-------------------|--------------|
|                                     | Plant & Machinery | Software     |
| Cost - As on March 31st March, 2024 | 1,378.88          | -            |
| Addition during the year            | 185.55            | 56.03        |
| Capitalized during the year         | 1,564.43          | -            |
| <b>As at 31st March, 2025</b>       | <b>-</b>          | <b>56.03</b> |

**Aging schedule of Capital work in progress**

| CWIP                           | Amount in CWIP for a period of |           |                   | Total |
|--------------------------------|--------------------------------|-----------|-------------------|-------|
|                                | Less than 1 Year               | 1-2 Years | More than 3 Years |       |
| Projects in progress           | 56.03                          | -         | -                 | 56.03 |
| Projects temporarily suspended | -                              | -         | -                 | -     |



## Summary of significant accounting policies and other explanatory information

## 3. Non - Current Investments

₹ in lacs

| Particulars                                                                                                                     | As at<br>31st March, 2025 | As at<br>31st March, 2024 |
|---------------------------------------------------------------------------------------------------------------------------------|---------------------------|---------------------------|
| <b>Unquoted Investments (at fully paid)</b>                                                                                     |                           |                           |
| (i) Investment in Equity Share Instruments - at cost                                                                            |                           |                           |
| A. Investment in subsidiaries                                                                                                   | -                         | -                         |
| B. Investment in other entities                                                                                                 | -                         | -                         |
| Aggregate amount of unquoted non current equity Share Investments (i) - A+B                                                     | -                         | -                         |
| (ii) Investment in Preference Share Instruments - at cost                                                                       |                           |                           |
| - 1954900 (31st March, 2023) 0.05% 15 Year Redeemable preference Shares fully paid up of ₹ 10 each in Spectrum Power Generation | 195.49                    | 195.49                    |
| Aggregate amount of unquoted non current Preference Shares Investments (ii) - A+B                                               | 195.49                    | 195.49                    |
| (ii) Other Non-Current Investments - at cost                                                                                    |                           |                           |
| Aggregate amount of unquoted non current Investments (i)+(ii)+(iii) - At Cost                                                   | 195.49                    | 195.49                    |
| Less- Aggregate amount of Impairment in value of Investments                                                                    | -                         | -                         |
| <b>Total</b>                                                                                                                    | <b>195.49</b>             | <b>195.49</b>             |

19,54,900 Preference shares of Spectrum Power Generation Ltd of ₹1,95,49,000/- were Receivable in December 2022. However the company is yet to receive the same. The company has lodged the claims for repayment.

## 4. Inventories

|                        |                 |                 |
|------------------------|-----------------|-----------------|
| Raw materials          | 2,091.96        | 1672.38         |
| Packing Materials      | 1456.36         | 1548.20         |
| Stock in trade         | 397.88          | 313.37          |
| Finished Goods         | 4628.90         | 4150.48         |
| Stores, spares & fuels | 415.38          | 410.93          |
| <b>Total</b>           | <b>8,990.48</b> | <b>8,095.37</b> |

## 5. Trade Receivables

|                                                                     |                 |                 |
|---------------------------------------------------------------------|-----------------|-----------------|
| Unsecured, considered good                                          | 1,663.47        | 1,298.41        |
| Doubtful                                                            | -               | -               |
| Less: Allowance for doubtful debts (expected credit loss allowance) | -               | -               |
| <b>Total</b>                                                        | <b>1,663.47</b> | <b>1,298.41</b> |

## Ageing for Trade receivables - as at 31st March, 2025 is as follows

| Particulars  | Outstanding for following periods from due date of payment |           |           |                      | Total           |
|--------------|------------------------------------------------------------|-----------|-----------|----------------------|-----------------|
|              | Less than<br>6 Months                                      | 1-2 Years | 2-3 Years | More than<br>3 Years |                 |
| Undisputed   | 1,663.47                                                   | -         | -         | -                    | 1,663.47        |
| Disputed     | -                                                          | -         | -         | -                    | -               |
| <b>Total</b> | <b>1,663.47</b>                                            | <b>-</b>  | <b>-</b>  | <b>-</b>             | <b>1,663.47</b> |



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₹ in lacs

|                                                                       | As at<br>31st March, 2025 | As at<br>31st March, 2024 |
|-----------------------------------------------------------------------|---------------------------|---------------------------|
| <b>6. Cash and Cash equivalents</b>                                   |                           |                           |
| Balance with Banks                                                    |                           |                           |
| - In Current Accounts                                                 | 99.31                     | 56.41                     |
| Cash on Hand                                                          | 4.69                      | 5.68                      |
| <b>Total</b>                                                          | <b>104.00</b>             | <b>62.09</b>              |
| <b>6a. Bank balances other than above</b>                             |                           |                           |
| Unpaid Dividend                                                       | 56.59                     | 53.05                     |
| Deposits held as Margin money/Security for Bank Guarantees            | -                         | 3.00                      |
| <b>Total</b>                                                          | <b>56.59</b>              | <b>56.05</b>              |
| <b>7. Other Current Assets</b>                                        |                           |                           |
| Other Loans & Advances                                                | 259.12                    | 217.72                    |
| Deposits with statutory authorities                                   | 838.37                    | 735.61                    |
| Deposits - Other                                                      | 150.09                    | 150.09                    |
| Advance Income Tax                                                    | 36.14                     | 15.70                     |
| Prepaid Expenses                                                      | 46.81                     | 36.64                     |
| <b>Total</b>                                                          | <b>1,330.53</b>           | <b>1,155.76</b>           |
| <b>8. Share Capital</b>                                               |                           |                           |
| <b>A. Equity Share Capital -Authorised</b>                            |                           |                           |
| 1,55,00,000 Equity Shares of Rs.10/- Each                             | 1,550.00                  | 1,550.00                  |
| 2,50,00,000 Preference Shares of Rs.10/- Each                         | 2,500.00                  | 2,500.00                  |
|                                                                       | <b>4,050.00</b>           | <b>4,050.00</b>           |
| <b>Issued Capital</b>                                                 | <b>625.21</b>             | <b>625.21</b>             |
| Less: Shares Derated (4,08,757 shares of Rs.10/- each) from Promoters | 40.88                     | 40.88                     |
| Add: Issue of 22,47,736 Equity Shares of Rs.10/- each                 | 224.77                    | 224.77                    |
|                                                                       | <b>809.10</b>             | <b>809.10</b>             |
| <b>Subscribed &amp; Paid up Capital</b>                               |                           |                           |
| 80,91,046 Equity Shares of Rs.10/- each                               | 809.10                    | 809.10                    |
| Less: 82,200 Equity Shares forfeited                                  | 8.22                      | 8.22                      |
| <b>Total subscribed and paid-up share capital</b>                     | <b>800.88</b>             | <b>800.88</b>             |

## B. Reconciliation of the shares outstanding at the beginning and at the end of the year

| Particulars                           | 31st March, 2025 |               | 31st March, 2024 |               |
|---------------------------------------|------------------|---------------|------------------|---------------|
|                                       | No. of Shares    | Amount        | No. of Shares    | Amount        |
| At the beginning of the year          | 8,008,846        | 800.88        | 8,008,846        | 800.88        |
| Issued during the year                | -                | -             | -                | -             |
| <b>Balance at the end of the year</b> | <b>8,008,846</b> | <b>800.88</b> | <b>8,008,846</b> | <b>800.88</b> |

## C. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors if any, is subject to the approval of the shareholders in the ensuing Annual general meeting.

## D. Share Capital

For non-payment of call-moneys, 82,200 equity shares of ₹ 10 each were forfeited by the Board after due compliance of legal formalities and such shares have not been reissued so far.

**E. Details of shares held by Holding Company and shareholders holding more than 5% shares in the Company**

| Name of shareholder       | 31st March, 2025 |        | 31st March, 2024 |        |
|---------------------------|------------------|--------|------------------|--------|
|                           | No. of Shares    | %      | No. of Shares    | %      |
| <b>A. Equity Shares</b>   |                  |        |                  |        |
| Myadam Shirisha Raghuveer | 2,886,429        | 36.04% | 2,886,429        | 36.04% |
| Kartekeya Myadam          | 3,036,000        | 37.91% | 3,036,000        | 37.91% |
| Anita Myadam              | 6,146            | 0.08%  | 6,146            | 0.08%  |

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

**F. Details of shares held by Promoters in the Company**

| Shares held by Promoters at the end of the year | 31st March, 2025 |               | % Change during the year |
|-------------------------------------------------|------------------|---------------|--------------------------|
|                                                 | No. of Shares    | %             |                          |
| <b>A. Equity Shares</b>                         |                  |               |                          |
| Myadam Shirisha Raghuveer                       | 2,886,429        | 36.04%        | 0.00                     |
| Kartekeya Myadam                                | 3,036,000        | 37.91%        | 0.00                     |
| Myadam Subramanyam                              | 75,000           | 0.94%         | 0.00                     |
| Anita Myadam                                    | 6,146            | 0.08%         | 0.00                     |
| <b>Total Promoter Holding</b>                   | <b>6,003,575</b> | <b>74.97%</b> |                          |

₹ in lacs

| Particulars                                                             | As at<br>31st March, 2025 | As at<br>31st March, 2024 |
|-------------------------------------------------------------------------|---------------------------|---------------------------|
| <b>9. Other Equity</b>                                                  |                           |                           |
| <b>A. Securities Premium</b>                                            |                           |                           |
| Balance as per last financial statements                                | 427.61                    | 427.61                    |
| Add: Premium on issue of equity shares                                  | -                         | -                         |
| Less: Capitalized during the year                                       | -                         | -                         |
| <b>Total</b>                                                            | <b>427.61</b>             | <b>427.61</b>             |
| <b>B. Surplus in statement of profit and loss</b>                       |                           |                           |
| (i) Balance as per last financial statements                            | 6,895.56                  | 5,985.43                  |
| Add: Profit/(Loss) for the year                                         | 921.45                    | 1092.92                   |
| Central Subsidy                                                         | -                         | -                         |
| Less: Dividend on Equity Shares                                         | 128.14                    | 128.14                    |
| Transfer to General Reserve                                             | 46.07                     | 54.65                     |
| <b>Closing Carrying value of Surplus balance as on 31st March, 2025</b> | <b>7,642.80</b>           | <b>6,895.56</b>           |
| <b>C. Capital Reserves</b>                                              |                           |                           |
| Balance as per last financial statements                                | 506.26                    | 506.26                    |
| <b>D. Other Reserves</b>                                                |                           |                           |
| General Reserve                                                         | 694.09                    | 639.44                    |
| Add: Transfer during the period                                         | 46.07                     | 54.65                     |
| <b>Total</b>                                                            | <b>740.16</b>             | <b>694.09</b>             |
| <b>Total ( A+B+C+D)</b>                                                 | <b>9,316.83</b>           | <b>8,523.52</b>           |





# Annual Report 2024-25

₹ in lacs

| Particulars                                                           | As at 31st March, 2025 |               | As at 31st March, 2024 |                 |
|-----------------------------------------------------------------------|------------------------|---------------|------------------------|-----------------|
|                                                                       | Non-current            | Current*      | Non-current            | Current*        |
| <b>10. Long-term Borrowings</b>                                       |                        |               |                        |                 |
| <b>A. Secured-Term Loans from Banks</b><br>(Refer Note (a) (b) & (c)) |                        |               |                        |                 |
| From HDFC Bank TL 1                                                   | -                      | 293.15        | 294.65                 | 333.33          |
| From HDFC Bank TL 2                                                   | -                      | -             | -                      | 184.08          |
| IOB TERM LOAN                                                         | -                      | 264.00        | 264.00                 | 528.00          |
| AXIS BANK                                                             | 600.84                 | 233.18        | 872.02                 | 416.40          |
| Sundaram Finance Ltd.                                                 | 311.76                 | 60.47         | -                      | -               |
| <b>B. Secured-Vehicle Loans from Banks</b>                            |                        |               |                        |                 |
| From HDFC Bank                                                        | -                      | -             | -                      | 3.34            |
| From IOB                                                              | 279.32                 | 47.41         | 324.83                 | 44.41           |
|                                                                       | <b>1,191.92</b>        | <b>898.21</b> | <b>1,755.50</b>        | <b>1,509.56</b> |
| <b>C. Unsecured Loans</b>                                             |                        |               |                        |                 |
| Loan from Directors                                                   | 1,097.00               |               | 1,232.58               |                 |
| <b>Grand Total</b>                                                    | <b>2,288.92</b>        | <b>898.21</b> | <b>2,988.08</b>        | <b>1,509.56</b> |

## Nature of security of borrowings as at 31st March, 2025

### A. Secured Loans

a) Secured loans repayable on demand comprises of cash credit and Term loans repayable in suitable instalments from HDFC Bank Ltd and Indian Overseas Bank secured by a part-passu charges on current assets (other than stocks funded through warehousing funding) and fixed assets of the company (Land & Building and Plant & Machinery situated at Begumpur Khatola, Gurgaon, Haryana) ii. Commercial Flat no. E-1 & E-II, 4th Floor, Surya Towers premises bearing no.1-4-7 to 19 admeasuring 4564 sq.ft. at Sardar Patel Road, Secunderabad, Telangana on 1st pari -pasu charge basis and personal guarantee of Ms. Myadam Shirisha Raghuvver and Mrs. M. Sugandha Bai .

### b) Axis bank :

- Secured by Industrial Godown and Land to an extent of 5894.91 Sq. yards situated at H.No. 10-3-99/23, Lingojiguda, Saroor Nagar, Ranga Reddy District Within Hyderabad municipal corporation limits standing in the name of Ms. Myadam Sugandha Bai .
- Hypothecation of Charge over the entire assets created and also purchased out of Axis bank term loan in the project land area of A.C. 16.38 Guntas situated at Gohana, Sonipat, Haryana.
- M/s. Diptanshu Food Industries Private Limited has provided corporate Guarantee by way of equitable mortgage of Industrial Land and Buildings admeasuring A.c.16.38 Guntas Situated at Mustil No: 46, Kila No: 6, Patti Kalyana village, Gamri village to Patti kalyana road, Gohana , Sonipat, Haryana standing in the name of M/s. Diptanshu Food Industries Private Limited (formerly known as Bambino Industries Private Limited).

₹ in lacs

| Particulars                            | As at 31st March, 2025 |          | As at 31st March, 2024 |          |
|----------------------------------------|------------------------|----------|------------------------|----------|
|                                        | Non-current            | Current* | Non-current            | Current* |
| <b>11. Other Financial Liabilities</b> |                        |          |                        |          |
| Security Deposits received             | 50.65                  |          | 54.65                  |          |
| <b>Total</b>                           | <b>50.65</b>           | <b>-</b> | <b>54.65</b>           | <b>-</b> |

₹ in lacs

| Particulars                                     | As at<br>31st March, 2025 | As at<br>31st March, 2024 |
|-------------------------------------------------|---------------------------|---------------------------|
| <b>12. Provisions - Non current liabilities</b> |                           |                           |
| <b>Employee Benefits</b>                        |                           |                           |
| Gratuity Fund                                   | 1.95                      | 21.80                     |
| Leave encashment                                | -                         | -                         |
| <b>Total</b>                                    | <b>1.95</b>               | <b>21.80</b>              |
| <b>13. Deferred Tax Liabilities</b>             |                           |                           |
| Deferred Tax Liabilities - (net)                | 864.09                    | 746.59                    |
| <b>Total</b>                                    | <b>864.09</b>             | <b>746.59</b>             |

a. The accumulated deferred tax liability amounting to ₹ 356.66 lacs on account of timing differences between book and tax profits as of 1st April 2001 has been adjusted against General Reserve and Subsequent year's deferred tax adjustments were carried out in the respective Profit and Loss Accounts.

b. During the current year the tax effect of the timing differences resulted in Deferred tax Liability of ₹ 117.50 lacs and the same has been shown in P&L Account.

**14. Borrowings**

(i) Secured Loans - Payable on Demand

|                         |          |          |
|-------------------------|----------|----------|
| Cash Credit - HDFC Bank | 4,414.73 | 1,094.31 |
| WCDC - HDFC Bank        | -        | 1,494.39 |
| Cash Credit - IOB       | 2,380.16 | 1,397.98 |

|              |                 |                 |
|--------------|-----------------|-----------------|
| <b>Total</b> | <b>6,794.89</b> | <b>3,986.68</b> |
|--------------|-----------------|-----------------|

Refer Note no 10 Nature of Security

**15. Trade payables**

|                                                               |        |        |
|---------------------------------------------------------------|--------|--------|
| Micro enterprises and small enterprises                       | -      | -      |
| Payables - Other than Micro enterprises and small enterprises | 239.95 | 992.24 |

|              |               |               |
|--------------|---------------|---------------|
| <b>Total</b> | <b>239.95</b> | <b>992.24</b> |
|--------------|---------------|---------------|

Based on the information available with the Company, there are no dues/Interest outstanding to Micro, Small and Medium Enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006, as at 31st March, 2025. (Previous Year: Nil)

**Trade Payables Ageing schedule as at 31st March, 2025**

| Particulars                                                                       | Unbilled Dues | Current but not Due | Outstanding for following periods from due date of payment |           |           |                   | Total         |
|-----------------------------------------------------------------------------------|---------------|---------------------|------------------------------------------------------------|-----------|-----------|-------------------|---------------|
|                                                                                   |               |                     | Less than 1Year                                            | 1-2 Years | 2-3 Years | More than 3 Years |               |
| (i) Total outstanding dues of Micro and Small Enterprise                          |               | -                   | -                                                          | -         | -         | -                 | -             |
| (ii) Total outstanding dues of Creditors other than Micro and Small Enterprise    |               | -                   | 239.95                                                     | -         | -         | -                 | 239.95        |
| (iii) Disputed outstanding dues of Micro and Small Enterprise                     |               |                     |                                                            |           |           |                   |               |
| (iv) Disputed outstanding dues of Creditors other than Micro and Small Enterprise |               |                     |                                                            |           |           |                   |               |
| <b>Total</b>                                                                      |               |                     | <b>239.95</b>                                              |           |           |                   | <b>239.95</b> |



## Annual Report 2024-25

| Particulars                                                | ₹ in lacs                 |                           |
|------------------------------------------------------------|---------------------------|---------------------------|
|                                                            | As at<br>31st March, 2025 | As at<br>31st March, 2024 |
| <b>16. Other Financial Liabilities</b>                     |                           |                           |
| Current Maturities of Long term borrowings (Refer Note 10) | 898.21                    | 1,509.56                  |
| <b>Total</b>                                               | <b>898.21</b>             | <b>1,509.56</b>           |
| <b>17. Other Current Liabilities</b>                       |                           |                           |
| Other payable-employees                                    | 166.54                    | 145.20                    |
| Statutory dues payable                                     | 127.95                    | 89.08                     |
| Unpaid/unclaimed Dividends                                 | 56.58                     | 52.97                     |
| <b>Total</b>                                               | <b>351.07</b>             | <b>287.25</b>             |
| <b>18. Provisions</b>                                      |                           |                           |
| Audit fees payable                                         | 14.40                     | 14.40                     |
| Rent payable                                               | 36.67                     | 35.52                     |
| Contract Wages Payable                                     | 116.53                    | 98.51                     |
| Others Payable                                             | 260.24                    | 292.63                    |
| <b>Total</b>                                               | <b>427.84</b>             | <b>441.06</b>             |
| <b>19. Current Tax Liabilities</b>                         |                           |                           |
| Income Tax payable                                         | 279.11                    | 278.00                    |
| <b>Total</b>                                               | <b>279.11</b>             | <b>278.00</b>             |

₹ in lacs

| Particulars                                                                             | Year Ended<br>31st March, 2025 | Year Ended<br>31st March, 2024 |
|-----------------------------------------------------------------------------------------|--------------------------------|--------------------------------|
| <b>20. Revenue from Operations</b>                                                      |                                |                                |
| Sale of products                                                                        | 36,663.28                      | 33,166.11                      |
| Other Operating Revenues                                                                | 95.47                          | 79.05                          |
| <b>Total</b>                                                                            | <b>36,758.75</b>               | <b>33,245.16</b>               |
| <b>21. Other Income</b>                                                                 |                                |                                |
| Insurance claim                                                                         | 30.18                          | -                              |
| Interest received                                                                       | 11.53                          | 0.75                           |
| Rent                                                                                    | 3.96                           | 3.96                           |
| Net gain on Foreign currency transactions                                               | 10.67                          | (11.93)                        |
| Exports - MEIS Incentives                                                               | 13.09                          | 23.26                          |
| <b>Total</b>                                                                            | <b>69.43</b>                   | <b>16.04</b>                   |
| <b>22. Cost of Materials Consumed</b>                                                   |                                |                                |
| Opening stock: Raw materials                                                            | 1,672.38                       | 1,533.90                       |
| Add: Purchases during the year                                                          | 15,465.62                      | 12,469.46                      |
|                                                                                         | <b>17,138.01</b>               | <b>14,003.36</b>               |
| Less: Closing stock                                                                     | 2,091.96                       | 1,672.38                       |
| Raw Materials consumed                                                                  | <b>15,046.04</b>               | <b>12,330.98</b>               |
| Raw Materials consumed in detail                                                        |                                |                                |
| Rawa                                                                                    | 1,817.15                       | 1,301.70                       |
| Wheat                                                                                   | 13,228.89                      | 11,029.28                      |
|                                                                                         | <b>15,046.04</b>               | <b>12,330.98</b>               |
| Opening stock: Packing Materials                                                        | 1,548.20                       | 1,535.19                       |
| Add: Purchases during the year                                                          | 2,765.08                       | 2,687.03                       |
|                                                                                         | <b>4,313.28</b>                | <b>4,222.22</b>                |
| Less: Closing stock                                                                     | 1,456.36                       | 1,548.20                       |
| Packing Materials Consumed                                                              | 2,856.92                       | 2,674.02                       |
| <b>Total</b>                                                                            | <b>17,902.96</b>               | <b>15,005.00</b>               |
| <b>22a Purchase of Stock-in-Trade</b>                                                   | <b>6,186.75</b>                | <b>5,948.99</b>                |
| <b>23 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade</b> |                                |                                |
| Closing Stock - Finished Products                                                       | 4,628.90                       | 4,150.48                       |
| Opening Stock - Finished Products                                                       | 4,150.48                       | 4,004.19                       |
| Increase / (Decrease) in Stocks                                                         | <b>478.42</b>                  | <b>146.29</b>                  |
| <b>24 Employee Benefits Expense</b>                                                     |                                |                                |
| Salaries, Wages, Bonus, Gratuity & Allowances                                           | 3,614.62                       | 3,302.39                       |
| Contribution to Provident & Superannuation Fund                                         | 139.85                         | 137.76                         |
| Staff welfare expenses                                                                  | 170.49                         | 162.18                         |
| <b>Total</b>                                                                            | <b>3,924.96</b>                | <b>3,602.33</b>                |

- (a) During year ended 31st March, 2025, the Company contributed in lacs ₹ 127.76 (2024 : ₹ 130.74) to provident fund and in lacs ₹ 6.90 (2024 : ₹ 1.68) to employee state insurance.
- (b) Provision for Gratuity of an amount ₹ 5.15 during the year (previous year Nil) a defined benefit scheme administrated by LIC of India.





# Annual Report 2024-25

| Particulars                                                | ₹ in lacs                      |                                |
|------------------------------------------------------------|--------------------------------|--------------------------------|
|                                                            | Year Ended<br>31st March, 2025 | Year Ended<br>31st March, 2024 |
| <b>25. Finance Costs</b>                                   |                                |                                |
| Interest expense on Term Loans                             | 168.92                         | 230.33                         |
| Interest expense on Overdrafts                             | 606.53                         | 484.84                         |
| Other borrowing costs                                      | 91.22                          | 85.27                          |
| <b>Total</b>                                               | <b>866.67</b>                  | <b>800.44</b>                  |
| <b>2ii. Depreciation and Amortization expense</b>          |                                |                                |
| Depreciation of Property, Plant and Equipment              | 535.02                         | 492.76                         |
| Amortization of other Intangible assets                    | -                              | -                              |
| <b>Total</b>                                               | <b>535.02</b>                  | <b>492.76</b>                  |
| <b>26 Other Expenses</b>                                   |                                |                                |
| Repairs - Plant & Machinery                                | 347.43                         | 330.84                         |
| - Buildings                                                | 3.61                           | 11.77                          |
| Power & Fuel                                               | 1,407.36                       | 1,373.36                       |
| Rent                                                       | 286.72                         | 286.04                         |
| Rates & Taxes                                              | 748.42                         | 611.15                         |
| Insurance                                                  | 34.06                          | 15.54                          |
| Security services                                          | 69.38                          | 63.61                          |
| Office Maintenance                                         | 49.16                          | 51.11                          |
| Vehicle Running & Maintenance                              | 76.48                          | 68.56                          |
| Electricity & Lighting                                     | 4.47                           | 3.63                           |
| Books & Periodicals                                        | 1.83                           | 3.02                           |
| Subscription & Membership                                  | 2.02                           | 1.63                           |
| General Expenses                                           | 1.38                           | 1.76                           |
| Printing and stationery                                    | 9.83                           | 10.93                          |
| Postage and Telephones                                     | 18.24                          | 16.99                          |
| Staff recruitment and training                             | 1.05                           | 2.02                           |
| Registration and Filling Fee                               | -                              | -                              |
| CSR Activity                                               | 27.08                          | 25.51                          |
| Donations                                                  | -                              | 0.52                           |
| Auditors remuneration                                      | -                              | -                              |
| For Statutory Audit Fee                                    | 12.00                          | 12.00                          |
| For Internal Audit Fee                                     | 8.00                           | 8.00                           |
| Legal, Professional and Consultancy charges                | 351.26                         | 258.09                         |
| Directors' Sitting fees                                    | 11.95                          | 11.95                          |
| Advertisement, Publicity and Sales Promotion               | 445.52                         | 483.56                         |
| Travelling and Other Conveyance Expenses                   | 438.42                         | 378.10                         |
| Freight and Forwarding (including Ocean Freight)           | 1,671.30                       | 1,608.00                       |
| Discount and claims to customer and other selling expenses | 407.08                         | 396.08                         |
| Commission on Sales                                        | 28.80                          | 35.38                          |
| Royalty                                                    | 27.26                          | 25.21                          |
| Research & Development Expenses                            | 4.17                           | 4.52                           |
| <b>Total</b>                                               | <b>6,494.29</b>                | <b>6,098.87</b>                |
| <b>Auditor Remuneration Breakup</b>                        |                                |                                |
| For Statutory Audit                                        | 12.00                          | 12.00                          |
| For Internal Audit                                         | 8.00                           | 8.00                           |
| For Reimbursement of expenses                              | -                              | -                              |
| <b>Total</b>                                               | <b>20.00</b>                   | <b>20.00</b>                   |

| Particulars                                                                                                                                                                                                                                                                                                                                                    | ₹ in lacs                      |                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------|
|                                                                                                                                                                                                                                                                                                                                                                | Year Ended<br>31st March, 2025 | Year Ended<br>31st March, 2024 |
| <b>27. Earnings per equity share (EPES)</b>                                                                                                                                                                                                                                                                                                                    |                                |                                |
| Profit/(Loss) for the year attributable to equity share holders                                                                                                                                                                                                                                                                                                | 921.45                         | 1,092.92                       |
| Number of equity shares outstanding the beginning of the year                                                                                                                                                                                                                                                                                                  | 8,008,846                      | 8,008,846                      |
| Add: Equity Shares issued during the year                                                                                                                                                                                                                                                                                                                      | -                              | -                              |
| Total Number of Equity shares outstanding at the end of the year                                                                                                                                                                                                                                                                                               | 8,008,846                      | 8,008,846                      |
| Weighted number of equity shares considered for computation of Equity & Diluted EPS                                                                                                                                                                                                                                                                            | 8,008,846                      | 8,008,846                      |
| Basic and Diluted EPES                                                                                                                                                                                                                                                                                                                                         | 11.51                          | 13.65                          |
| <b>28. Earnings per Foreign Currency</b>                                                                                                                                                                                                                                                                                                                       |                                |                                |
| F.O.B. Value of Exports                                                                                                                                                                                                                                                                                                                                        | 957.00                         | 1349.06                        |
| <b>28a. Expenditure in Foreign Currency</b>                                                                                                                                                                                                                                                                                                                    |                                |                                |
| Traveling expenses                                                                                                                                                                                                                                                                                                                                             | 1.92                           | 10.45                          |
| Professional Charges                                                                                                                                                                                                                                                                                                                                           | 18.40                          | 36.71                          |
| <b>29. CIF Value of Imports</b>                                                                                                                                                                                                                                                                                                                                |                                |                                |
| Capital Equipment including Spare Components                                                                                                                                                                                                                                                                                                                   | 35.21                          | 53.27                          |
| <b>30. Contingent Liabilities and Commitments</b>                                                                                                                                                                                                                                                                                                              |                                |                                |
| a) Bank Guarantees                                                                                                                                                                                                                                                                                                                                             | -                              | 3.00                           |
| b) Claim against the company not acknowledged as debts-                                                                                                                                                                                                                                                                                                        |                                |                                |
| The Income Tax Department has raised a demand of ₹ 104.78 lacs for the Assessment years 2018-19, 2019-20 and 2020-21 towards disallowance's of expenses. The appeal filed before the CIT appeals has been dismissed and the respective demands raised by the income tax department have been upheld. The company has not made provision for the demand raised. |                                |                                |
| <b>31. Taxes</b>                                                                                                                                                                                                                                                                                                                                               |                                |                                |
| Provision for Income Tax                                                                                                                                                                                                                                                                                                                                       | 357.00                         | 270.00                         |
| <b>32. Director Sitting Fees</b>                                                                                                                                                                                                                                                                                                                               |                                |                                |
| Other Expenses includes Director Sitting Fees                                                                                                                                                                                                                                                                                                                  | 11.95                          | 11.95                          |
| <b>33. Value of Sales and Consumption</b>                                                                                                                                                                                                                                                                                                                      |                                |                                |
| <b>a) Sale of Manufacturing Products</b>                                                                                                                                                                                                                                                                                                                       |                                |                                |
| Pasta and Other Food Products                                                                                                                                                                                                                                                                                                                                  | 36,663.28                      | 33166.11                       |
| *Turnover is inclusive of Taxes collected                                                                                                                                                                                                                                                                                                                      |                                |                                |
| <b>b) Consumption</b>                                                                                                                                                                                                                                                                                                                                          |                                |                                |
| Wheat and Wheat Products                                                                                                                                                                                                                                                                                                                                       | 15,046.04                      | 12,330.98                      |
| Packing Materials                                                                                                                                                                                                                                                                                                                                              | 2,856.92                       | 2674.02                        |
| Traded Goods                                                                                                                                                                                                                                                                                                                                                   | 6,186.75                       | 5,948.99                       |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                   | <b>24,089.71</b>               | <b>20,953.99</b>               |
| <b>c) Break up Consumption of Raw Materials</b>                                                                                                                                                                                                                                                                                                                |                                |                                |
| Indigenous                                                                                                                                                                                                                                                                                                                                                     | 17,902.96                      | 15,005.00                      |
| Imported                                                                                                                                                                                                                                                                                                                                                       | -                              | -                              |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                   | <b>17,902.96</b>               | <b>15005.00</b>                |
| <b>34. A provision of ₹ 27.08 lacs is made for the Corporate Social Responsibility activity for the financial year 2024-2025.</b>                                                                                                                                                                                                                              |                                |                                |



35. Dividend : The Company proposed a dividend of ₹ 1.60 Per Share of face value of ₹ 10 each in the board meeting held on 21st May, 2025, subject to the approval of Members at the ensuing AGM.

## 36. Land and Building Taken on Lease

The Company has taken on lease the land and buildings of Diptanshu Food Industries Private Limited a related company at Gohana, Sonipat, Haryana for a period of 10 years as per Lease Deed (effective from 1st July 2021) for set-up of Pasta plant Lines, at a monthly rentals of ₹ 22.00 lacs and applicable taxes. The total rent paid during the year is ₹ 264.00 lakhs.

## 37. Applicability of INDAS 108

The Company is engaged in Food Products, which as per IND AS 108 is considered as the only reportable business segment. The geographical segmentation is not relevant as exports are insignificant.

## 38. Legal Case Filed

Two shareholders having substantial equity in the company have filed a petition against the company and others in National Company Law Tribunal, Hyderabad with C.P. No. 20 of 2021 under sections 241, 242 & 245 of the Companies Act 2013. Subsequently Mrs. Myadam Anita withdrew the company petition, i.e., IA(CA)33/2022, which was permitted by the Hon'ble NCLT, Hyderabad, by order dated 27th September, 2022 and the trial is going on and the case is posted for further hearing on 2nd April, 2025 and reposted on 6th June, 2025 for further hearing.

39. Trade payables and trade receivables are subject to confirmation and or reconciliation.

## 40. Related Party Disclosures Key Managerial Personnel

| Names of Related Party        | Nature of Relationship            |
|-------------------------------|-----------------------------------|
| Ms. Myadam Shirisha Raghuveer | Chairperson and Managing Director |
| Mrs. Namratha Vippala         | Chief Operations Officer          |
| Mr. Kothapalli Srinivasa Rao  | Director-Sales Administration     |
| ** Mr. Prabhnor Singh Grewal  | Director-Sales                    |
| * Mr. Revoori Jithender Reddy | Chief Financial Officer           |
| * Mrs. Sweetie Rai            | Company Secretary                 |

## Other Related Parties

|                                                                                                  |                                                                             |
|--------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| Ghanta Foods Private Limited                                                                     | Enterprises in which Directors or their relatives have substantial interest |
| Seshsayi Foods Private Limited                                                                   |                                                                             |
| Bambino Pasta Food Industries Private Limited (formerly known as MLR industries Private Limited) |                                                                             |
| KRS Finance Private Limited                                                                      |                                                                             |
| Marshal Transport Company                                                                        |                                                                             |
| Revathi Tobacco Company Private Limited                                                          |                                                                             |
| Diptanshu Food Industries Private Limited                                                        |                                                                             |
| Sugandha Holdings Private Limited                                                                |                                                                             |
| M K Rao Family Trust                                                                             |                                                                             |
| Bambino Milk Products Private Limited                                                            |                                                                             |

\*Appointed w.e.f. 14th August, 2024

\*\*Resigned w.e.f. 31st March, 2025

# Bambino Agro Industries Limited

₹ in lacs

| Nature of Transaction during the year                          | For the Year Ended |                  |
|----------------------------------------------------------------|--------------------|------------------|
|                                                                | 31st March, 2025   | 31st March, 2024 |
| <b>A. Remuneration to Directors / Key Managerial Personnel</b> |                    |                  |
| Ms. Myadam Shirisha Raghuv eer                                 | 84.00              | 84.00            |
| Mr. Prabhnoor Singh Grewal                                     | 84.00              | 84.00            |
| Mr. Kothapalli Srinivasa Rao                                   | 39.00              | 28.00            |
| Mr. Revoori Jithender Reddy                                    | 30.20              | -                |
| Mrs. Sweet y Rai                                               | 14.76              | -                |
| <b>B. Sales</b>                                                |                    |                  |
| Ghanta Foods Private Limited                                   | 126.65             | 62.99            |
| <b>C. Purchases</b>                                            |                    |                  |
| Ghanta Foods Private Limited                                   | 6,004.01           | 5,894.28         |
| <b>D. Royalty Paid</b>                                         |                    |                  |
| M K Rao Family Trust                                           | 27.26              | 25.21            |
| <b>E. Services Availed</b>                                     |                    |                  |
| Marshal Transport Company                                      | 983.96             | 991.36           |
| <b>F. Lease rental received</b>                                |                    |                  |
| Ghanta Foods Private Limited                                   | 3.96               | 3.96             |
| <b>G. Lease Rentals Paid</b>                                   |                    |                  |
| Ghanta Foods Private Limited                                   | 1.20               | 1.20             |
| K R S Finance Private Limited                                  | 0.96               | 0.96             |
| Diptanshu Food Industries Private Limited                      | 264.00             | 264.00           |

for PRV Associates  
Chartered Accountants,  
F.R.No. 0064475

for and on behalf of the Board  
Bambino Agro Industries Limited

**P. Manohar**  
Partner  
Membership No. 231829

**Kothapalli Srinivasa Rao**  
Director - Sales Administration  
DIN: 10198629

**Myadam Shirisha Raghuv eer**  
Chairperson and Managing Director  
DIN: 07906214

Place : Hyderabad, Telangana  
Date : 21st May, 2025

**Revoori Jithender Reddy**  
Chief Financial Officer

**Sweet y Rai**  
Company Secretary  
ACS 31513





## 41. Comparatives

Previous year's figures / transactions have been re-grouped/re-arranged/recast/reclassified to confirm to the Current year's figures, wherever necessary. The figures in the Balance Sheet have also been rounded off to the nearest thousand rupees.

## 42. Disclosure of Ratios

| Particulars                        | 2024-25 | 2023-24 | Reasons                                                                                                                              |
|------------------------------------|---------|---------|--------------------------------------------------------------------------------------------------------------------------------------|
| 1. Debtors Turnover (times)        | 4.97    | 4.86    | The <b>Debtors Turnover Ratio has slightly increased</b> from 4.86 to 4.97 times, indicating <b>improved collection efficiency</b> . |
| 2. Inventory turnover (times)      | 2.88    | 4.22    | Decrease due to higher average inventory levels and moderate increase in COGS                                                        |
| 3. Interest Coverage ratio (times) | 2.61    | 2.82    | Slight decrease due to marginally lower EBIT and increased finance cost.                                                             |
| 4. Current Ratio (times)           | 1.53    | 1.42    | Slight decline due to proportionally higher increase in current liabilities over current assets.                                     |
| 5. Debt equity Ratio               | 0.90    | 0.75    | Increase driven by higher short-term borrowings in FY 2025.                                                                          |
| 6. Operating Profit Margin (%)     | 6.15    | 6.60    | Minor decrease due to higher increase in operating expenses compared to revenue.                                                     |
| 7. Net Profit Margin (%)           | 2.51    | 3.28    | Decrease mainly due to lower net profit and relatively higher tax outgo.                                                             |
| 8. Return on Net worth (%)         | 9.11    | 11.72   | Decrease due to reduction in profit after tax despite increase in net worth.                                                         |

**43. Events occurred after the Balance Sheet date**

The Company evaluates events and transactions that occur subsequent to the Balance Sheet date but prior to approval of Financial Statement to determine the necessity for recognition and/or reporting of any of these events and transactions in the Financial Statements.

**44. Disclosure pursuant to requirements of Rule 11(e) (i) & (ii) of the Companies (Audit and Auditors) Rules**

- (i) 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(is), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). Summary of the significant accounting policies and other explanatory information.
- (ii) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**45.** The Company has not extended any loans or advances in the nature of loans to its promoters, directors, key managerial personnel and its related parties, as defined under the Act, during the years ended 31st March, 2025 and 31st March, 2024.

**As per our report of even date  
for PRV Associates  
Chartered Accountants,  
F.R.No. 0064475**

**for and on behalf of the Board**

**P. Manohar**  
Partner  
Membership No. 231829

**Kothapalli Srinivasa Rao**  
Director - Sales Administration  
DIN: 10198629

**Myadam Shirisha Raghuv eer**  
Chairperson and Managing Director  
DIN: 07906214

Place : Hyderabad, Telangana  
Date : 21st May, 2025  
UDIN: 25231829BMIGIZ3724

**Revoori Jithender Reddy**  
Chief Financial Officer

**Sweety Rai**  
Company Secretary  
Membership No. ACS 31513





**BAMBINO**

TENSION FREE  
**PASTA!**



**Taste Ka SHORTCUT**





TENSION FREE  
**PASTA!**

JO RECIPE LIKHI NAHI JAATI,  
BAS BANAYI JAATI HAI







TENSION FREE  
**PASTA!**

**BANATe RAHO,  
PAL BANTe RAHEGE**





# CONGRATULATIONS

TO OUR NEWLY PROMOTED LEADERS AT BAMBINO AGRO INDUSTRIES LTD.



**Mr. Tanvir Singh Dani**  
National Head,  
Sales



**Mr. Sravan Kumar Komati**  
Vice President, Human  
Capital



**Mrs. Gowri Vishwanathan**  
Deputy General Manager,  
Exports & Imports



**Mr. Bijender Singh**  
General Manager,  
Quality Department

**ROOTED IN PURPOSE, RISING TO LEAD**

CELEBRATING LEADERSHIP, COMMITMENT & GROWTH





**BAMBINO**

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HO QUICK,  
TAB MOOD HO FIT!

#NewKhapliVermicelli







## BAMBINO AGRO INDUSTRIES LIMITED

4E, Surya Tower, 104, S.P. Road, Secunderabad - 500 003 Telangana, India.

[www.bambinoagro.com](http://www.bambinoagro.com)



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