# 2025-26

# 10TH ANNUAL REPORT

## UNISEM AGRITECH LIMITED

(CIN: L01100KA2016PLC096390)


# ANNUAL REPORT 2025-2026

## UNISEM AGRITECH LIMITED


| | |
|---|---|
| Registered Office: | RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Karnataka, India, 581115 |
| Website: | https://unisem.in/ |
| Contact No: | +91 9741077783<br>+91 9141031113 |
| Email Id: | info@unisem.in<br>compliance.officer@unisem.in |

# INDEX

# CORPORATE INFORMATION

**BOARD OF DIRECTORS:**

| | |
|---|---|
| Mr. H N Devakumar | -Chairman & Managing Director |
| Mr. Anil K N | -Whole-Time Director |
| Mr. Dharanendra H G | -Whole-time Director |
| Mrs. Suma N Uppin | -Independent Non-Executive Director |
| Mr. Ramachandra S G | -Independent Non-Executive Director |
| Mr. Basappa B Madalageri | -Non-Executive Director |

**KEY MANAGERIAL PERSONNEL:**

| | |
|---|---|
| Mr. B H Devasingh Naik | -Chief Executive Officer |
| Mr. Venkataramana R | -Chief Financial Officer |
| Ms. Bobby Seth | -Company Secretary & Compliance Officer |

**SHARES OF THE COMPANY LISTED ON:**

Bombay Stock Exchange (SME Platform)
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001

**STATUTORY AUDITOR:**

SKSVM & Co.
Chartered Accountants
Address- #116/1(43), Kumar Square, 3rd Floor
7th Main, 5th Block, Jayanagar, Bengaluru- 560041

**SECRETARIAL AUDITOR:**

Mr. M V Bhat
Practising Company Secretary
Address- No.98, 'Vaishnavi', Sri Sri Tapovana Laoyout,
Kaggalipura, Bengaluru, 560082

**INTERNAL AUDITOR:**

M/s. Neelakari Mahindrakar Associates
Chartered Accountants
Address- Flat no. 406, Behind Government Primary School No 17
1st Main 4th Cross Maruthi Nagar, Ranebennur-581115

**REGISTRAR AND TRANSFER AGENT:**

KFin Technologies Limited
Selenium Tower-B, Plot 31 & 32, Gachibowli,
Financial District, Nanakramguda, Serilingampally,
Hyderabad – 500 032, Telangana

**MANAGING DIRECTOR'S MESSAGE**

Dear Shareholders,

It is my privilege to present the Annual Report of Unisem Agritech Limited for the financial year ended March 31, 2026.

Financial Year 2025–26 has been a landmark year in the Company's journey. The successful completion of our Initial Public Offering (IPO) and subsequent listing of our equity shares on the BSE SME Platform represent a significant milestone and mark the beginning of a new phase of growth and opportunity for the Company. This achievement reflects the confidence and trust placed in us by our investors, customers, and stakeholders, and further strengthens our commitment to transparency, strong corporate governance, and sustainable value creation.

During the year, Unisem Agritech Limited continued to reinforce its position in the hybrid seed industry through a focused approach toward quality, innovation, and customer-centric growth. Our commitment to developing superior-quality hybrid seeds remains central to our mission of enhancing agricultural productivity and addressing the evolving requirements of farmers across India. Continued investments in research and development, efficient seed processing capabilities, and an expanding distribution network have enabled us to strengthen our market presence and operational excellence.

I am pleased to share that the Company delivered a healthy financial performance during the year. Total Income increased to ₹8,107.33 Lakhs from ₹6,907.75 Lakhs in the previous financial year, registering a growth of 17.37%. This performance reflects the dedication of our team, the continued support of our customers and business partners, and our focus on operational excellence.

Looking ahead, we remain optimistic about the long-term growth prospects of the Indian agriculture sector. Rising adoption of hybrid seeds, increasing awareness among farmers, and sustained emphasis on improving agricultural productivity provide a strong platform for future expansion. The Company will continue to focus on broadening its product portfolio, deepening market penetration, strengthening operational capabilities, and delivering consistent and sustainable growth.

On behalf of the Company, I extend my sincere gratitude to our shareholders for their continued trust and confidence. I also thank our Board of Directors for their valuable guidance and strategic direction. My appreciation extends to our customers, distributors, suppliers, bankers, and business associates for their continued support and partnership. Most importantly, I thank our employees whose dedication, passion, and commitment continue to drive the Company's success.

With your continued support, I am confident that Unisem Agritech Limited will continue to build on its achievements, create long-term stakeholder value, and pursue sustainable growth in the years ahead.

Warm Regards,

H. N. Devakumar
Managing Director

**CEO'S MESSAGE**

Dear Shareholders,

It is my privilege to address you through the Annual Report of Unisem Agritech Limited for the financial year ended March 31, 2026.

At Unisem Agritech Limited, our mission has always been to empower the farming community by providing high-quality hybrid seed solutions that enhance agricultural productivity and create sustainable value. As the agricultural landscape continues to evolve, we remain committed to understanding the changing needs of farmers and delivering innovative, reliable, and high-performing products that support their success.

During the year under review, the Company continued to strengthen its operational capabilities through process improvements, enhanced production efficiencies, and rigorous quality management practices. Our focus on maintaining the highest standards across the value chain has enabled us to consistently deliver quality products that meet the expectations of our customers and reinforce the trust they place in our brand.

Innovation remains a cornerstone of our growth strategy. Through continuous investment in research and development, we are focused on developing advanced hybrid seed varieties that are better adapted to diverse agro-climatic conditions and evolving farming practices. We believe that innovation, supported by scientific expertise, technological advancement, and customer insights, will continue to drive sustainable growth and long-term competitiveness.

The dedication and commitment of our employees have been instrumental in the Company's progress. Their professionalism, teamwork, and relentless pursuit of excellence have enabled us to maintain high operational standards and strengthen relationships with customers, distributors, and business partners. I extend my sincere appreciation to every member of the Unisem family for their invaluable contributions and unwavering commitment to our shared vision.

As we look to the future, we remain focused on enhancing operational excellence, expanding our product portfolio, leveraging technological advancements, and strengthening our market presence. With a clear strategic direction, experienced leadership, and a motivated workforce, we are well-positioned to capitalize on emerging opportunities and build a stronger, more resilient organization.

I would like to express my heartfelt gratitude to our customers, channel partners, suppliers, shareholders, and all stakeholders for their continued trust and support. Together, we will continue to pursue sustainable growth, create long-term value, and contribute meaningfully to the advancement of Indian agriculture.

Thank you for your continued confidence in Unisem Agritech Limited.

Warm Regards,

B. H. Devasingh Naik
Chief Executive Officer

**UNISEM AGRITECH LIMITED**
**(CIN: L01100KA2016PLC096390)**

**Regd. Office:** RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Karnataka, 581115, India

Email: info@unisem.in Website: https://unisem.in/investors

## NOTICE

Notice is hereby given that the **10th Annual General Meeting** of the members of **M/s. Unisem Agritech Limited** will be held on **Friday, 11th day of September, 2026 at 11.00 A.M** through Video Conferencing/ Other Audio-Visual Means [VC/OAVM] to transact the following business. The Venue shall be deemed to be Registered office of the company (i.e.) at RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Karnataka, 581115, India.

**ORDINARY BUSINESS:**

**Item No. 1: To receive, consider and adopt the Audited Financial Statements for the financial year 2025-26 ended 31st March, 2026 along-with the Reports of the Board of Directors and the Auditors thereon**

To consider and if thought fit to pass with or without modifications the following resolution as ordinary resolution.

"**RESOLVED THAT** the audited financial statements of the company for the financial year 2025-26 ended 31st March, 2026 along-with the Reports of the Board of Directors and the Auditors thereon laid before this meeting be and are hereby received, considered and adopted."

**Item No. 2: To appoint Mr. Dharanendra H Gouda, Whole-time Director (Designated Executive Director) who retires by rotation and being eligible offers himself for re-appointment**

To consider and if thought fit to pass with or without modifications the following resolution as ordinary resolution.

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the company, Mr. Dharanendra H Gouda, [DIN: 07602434] as Whole-time Director (Designated Executive Director), who retires by rotation at this meeting and being eligible, has offered himself for reappointment, be and is hereby re-appointed as Whole-time Director of the company, liable to retire by rotation."

**SPECIAL BUSINESS:**

**Item No. 3: Appointment of Secretarial Auditor for a period of Five Years from FY 2026–27 to FY 2030–31**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and

Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (LODR) (Third Amendment) Regulations, 2024, and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of Mr. M V Bhat, Practicing Company Secretary, (FCS 12261, CP No. 19221) having Peer Review Certificate No. 4993/2023 issued by the Institute of Company Secretaries of India, as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years commencing from FY 2026–27 up to and including FY 2030–31 at such remuneration and on such terms and conditions as may be mutually agreed between the Board of Directors [including its Committees thereof] and the Secretarial Auditors every financial year.

**RESOLVED FURTHER THAT** Mr. M V Bhat (FCS 12261, CP No. 19221), be and is hereby authorized to undertake the Secretarial Audit and issue the Secretarial Audit Report in Form MR-3 for each of the said financial years, to be annexed to the respective Board's Report.

**RESOLVED FURTHER THAT** the board of directors and/or any Key Managerial Personnel of the Company be and is hereby authorized to take all necessary steps, including filing of requisite forms and documents with the Registrar of Companies and other regulatory authorities, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

**Item No. 4: Authority to the Board of Directors to enter into contracts / arrangements / transactions with Related Parties under Section 188 of the Companies Act, 2013**

The members are requested to consider and pass with or without modifications, the following resolutions as **Special resolutions.**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended, the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions, the recommendations of the Audit Committee, and resolutions passed by the Board of Directors, and subject to such approvals, consents, permissions and sanctions of the appropriate authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to continue and/or enter into contracts, arrangements and/or transactions with related parties, as set out in the Explanatory Statement annexed to the Notice, for an aggregate value not exceeding - Rs. 1000 crores (Rupees Thousand Crore only) per financial year."

**RESOLVED FURTHER THAT** the approval of the Members accorded at the Extra-Ordinary General Meeting of the Company held on 03rd January, 2025, shall continue to remain valid and in force, except that in addition to the related parties already approved therein, the following entities shall also be included as Related Parties for the purposes of entering into transactions under Section 188 of the Act and Regulation 23 of SEBI LODR:

1. **Seednet Agri Private Limited** – in which Mr. Nikhil D Gouda who is **Son** of Mr. Dharanendra H Gouda, Whole time Director & Promoter of the Company, is a Director & Promoter of Seednet Agri Private Limited and Ms. Pavana D Naik **Daughter** of Mr. B H Devasingh Naik, CEO & Promoter of the Company, is a Director & Promoter of Seednet Agri Private Limited.

**RESOLVED FURTHER THAT** the Board of Directors shall ensure that all transactions entered into with the above-mentioned parties are carried out on an arm's length basis, in the ordinary course of business, on terms and conditions as specified in the Explanatory Statement, and in the best interest of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to take such steps as may be required for obtaining all necessary statutory, contractual or regulatory approvals in this regard, and to execute all deeds, applications, documents and writings as may be required, and generally to do all acts, deeds and things as may be necessary, expedient or incidental to give effect to this resolution."

By order of the Board of Directors

Sd/-
Bobby Seth
Company Secretary and Compliance Officer
[ACS No.: 65589]

Date: 25th May, 2026
Place: Ranebennur

Registered Office:
RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot,
Ranebennur, Haveri, Karnataka, 581115, India

**Notes:**

[1] Pursuant to the General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA"), read with General Circular No. 20/2020 dated May 5, 2020 and other circulars issued by the MCA from time to time, and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, read with other applicable circulars issued by the Securities and Exchange Board of India ("SEBI"), the Company is permitted to convene the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM in compliance with the provisions of the Companies Act, 2013, the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the aforesaid Circulars.

The deemed venue for the AGM shall be the Registered Office of the Company situated at RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Karnataka – 581115.

[2] Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

[3] Members (Institutional Investors /Corporate Shareholders) are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution/authorisation letter authorising its representatives to attend the AGM through VC/ OAVM and to vote on its behalf, pursuant to Section 113 of the Companies Act, 2013 (“the Act”) to the Scrutiniser at mvbhatcs@gmail.com with a copy marked to the Company at compliance.officer@unisem.in

[4] An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard 2, setting out material facts concerning the business under Item No. 3 and 4, of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36[3] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, as amended [the SEBI Listing Regulations], in respect of the Director seeking re-appointment at this AGM is annexed.

[5] The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

[6] The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

[7] Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the

Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

[8] In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://unisem.in/investors. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

[9] The facility for e-voting shall be made available during the AGM and members who have not voted or voted on some of the resolutions during the aforesaid voting period are also eligible to vote on all or the remaining resolutions respectively during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again at the AGM. The detailed instructions for attending the AGM through VC/ OAVM and availing e-voting facility are annexed to this Notice.

[10] Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commencing from Tuesday, September 08, 2026 to Thursday, September 10, 2026 or e-Voting during the AGM.

[11] The Board of Directors have appointed Mr. M V Bhat, Practicing Company Secretary (FCS-12261/ CoP No.- 19221), as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The results shall be declared within two working days from conclusion of the Meeting which is within the time stipulated under Reg. 44(3) of SEBI (LODR) Regulations, 2015 and other applicable laws. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at https://unisem.in/investors and website of the Stock Exchange i.e., BSE Limited at www.bseindia.com .

[10] KFin Technologies Limited, Selenium Tower B, Plot No.31-32 Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad 500 032, Telangana, India is the Registrar and Share Transfer Agents [RTA] of the company, contact Person from RTA is Mr. Anil Dalvi, Senior Manager at Kfintech, Contact no- 8169891363. Members can contact RTA on email einward.ris@kfintech.com or the company on email compliance.officer@unisem.in for further information or clarifications.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

**The remote e-voting period begins on Tuesday 08th September, 2026 at 9:00 A.M. and ends on Thursday, 10th September, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday 04th September, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 04th September, 2026.**

**<u>How do I vote electronically using NSDL e-Voting system?</u>**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

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

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| **Type of shareholders** | **Login Method** |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown |

| | |
|---|---|
| | on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider 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 & voting during the meeting.<br>4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br> |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending |

| | |
|---|---|
| | OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. 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 & voting during the meeting. |

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

**B) 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.**

**<u>How to Log-in to NSDL e-Voting website?</u>**

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<br><br>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<br><br>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<br><br>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 user 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.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on 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.com 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.

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

**How to cast your vote electronically 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 whose 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 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.

**General Guidelines for shareholders**

1. 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 mvbhatcs@gmail.com with a copy marked to evoting@nsdl.com. 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.

2. 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 to reset the password.

3. 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 or call on.: 022 - 4886 7000 or send a request to Falguni Chakraborty-Senior Manager at evoting@nsdl.com

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice**:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance.officer@unisem.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance.officer@unisem.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance.officer@unisem.in . The same will be replied by the company suitably.

6. Members who wish to speak at the AGM are requested to register themselves as 'Speakers' by sending their request along with their name, DP ID/Client ID/Folio No., email ID, and contact number to the Company at compliance.officer@unisem.in at least 7 days before the date of the AGM. The Company reserves the right to restrict the number of speakers at the AGM, depending on the availability of time, and will arrange the speaking slots on a first-come-first-served basis. Only those members who are registered as Speakers will be allowed to express their views/ask questions during the Meeting.

By order of the Board of Directors

Sd/-
Bobby Seth
Company Secretary and Compliance Officer
[ACS No.: 65589]

Date: 25th May, 2026
Place: Ranebennur

Registered Office:
RS No. 11B/2A/4, Magoda Village,
Near KSRTC Bus Depot, Ranebennur,
Haveri, Karnataka, 581115, India

## Annexure to Notice

**Statement under Secretarial Standard 2 on General Meetings [the SS-2] issued by the Institute of Company Secretaries of India and the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, as amended, for the Item No.2 Ordinary Business**

**Item No.2: To reappoint Mr. Dharanendra H Gouda, Whole-time Director (Designated Executive Director) who retires by rotation and being eligible offers himself for re-appointment.**

**Information of Mr. Dharanendra H Gouda retiring by rotation but seeking re-election**

| | |
|---|---|
| Name | Mr. Dharanendra H Gouda |
| Director Identification Number | 07602434 |
| Date of Birth and Age | 01.02.1973, 53 Years |
| Status | Whole- time Director |
| Date of first appointment and reappointment etc. | Mr. Gouda was appointed as Whole-time Director by the members of the company at the Extra-ordinary General Meeting held on 03.01.2026. |
| Qualifications | Mr. Dharanendra H Gouda is Diploma in Automobile Engineering from Bombay University, passed in the Year 1993. |
| Experience in specific professional areas | • Over 20 years of experience in seed production, logistics, and entrepreneurship.<br>• Started career as a proprietor of a Gifts and Greeting Store in Ranebennur.<br>• Entered seed production in 2005, collaborating with 2-3 companies for organized production.<br>• Promoter and Director at Unisem Agritech Ltd., driving the company's growth.<br>• Responsible for logistics operations across India, covering 16 states.<br>• Played a key role in building a strong distributor network and R&D infrastructure.<br>• Achieved a business turnover of ₹41 crore in 2021-22.<br>• Targeting a turnover of ₹60 crore for 2022-23 through strategic expansion.<br>• Contributed to the socio-economic development of farmers, employees, and distributors.<br>• Committed to making Unisem Agritech a leader in the seed industry within 5-7 years. |
| Number of equity shares held in the company | 3,21,272 shares |
| Number of equity shares held in other companies | Nil |
| List of other companies in which directorships held | Nil |

| | |
|---|---|
| List of companies in which directorships were held during last 3 Years | Nil |
| Chairman/Member of the Committees of Board in other companies | Nil |
| Chairman/Member of the Committees of Board of the company | Nil |
| Relationships between Directors inter se | Brother-in-law of Mr. H N Devakumar (Managing Director) |
| [a] Meetings of the Board of Directors held during the Financial Year 2025-26 ended 31/03/2026 and attended by Mr. Dharanendra H Gouda<br><br>[b] Meetings of the members of the company held during the year ended 31/03/2025 and attended by Mr. Dharanendra H Gouda | Mr. Dharanendra H Gouda, was appointed as Whole Time Director of the company of the company on 03.01.2025.<br>[a] 11 Meetings of the Board of Directors were held and all Meetings were attended by Mr. Dharanendra H Gouda.<br><br>[b] During the FY 2025-26 only Annual General Meeting held on 23.09.2025 and was attended by Mr. Dharanendra H Gouda. |
| Details of remuneration sought to be paid | Salary decided by the Management of the company time to time. |

Mr. Dharanendra H Gouda is not disqualified for reappointment under Section 164 and Section 165 of the Companies Act,2013. Mr. Dharanendra H Gouda has signified his consented for reappointment as Whole-time Director liable to retire by rotation as per his letter dated 07th August, 2026.

## Annexure to Notice

**<u>The statement stating out the material facts pursuant to Section 102 of the Companies Act,2013 and the information required as per Regulation 36 [3] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 [the SEBI LODR], as amended and Secretarial Standard 2 on the General Meeting issued by the Institute of Company Secretaries of India</u>**

**<u>Item No.3: Appointment of Secretarial Auditors for a period of Five Years from FY 2026–27 to FY 2030–31</u>**

The provisions of Section 204 of the Companies Act, 2013, read with applicable rules, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandate every listed company to annex with its Board's Report, a Secretarial Audit Report issued by a Company Secretary in Practice.

Following the listing of the Company's equity shares on BSE- SME platform on 17th December, 2025, the Company is required to comply with these statutory provisions from the financial year 2026– 27 onwards.

Further, Pursuant to the recent SEBI Notification No. SEBI/LAD-NRO/GN/2024/218, the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, have revised Regulation 24A to prescribe detailed norms regarding the appointment, re-appointment, and removal of Secretarial Auditors. These norms are applicable to all listed entities with effect from 31st December, 2024.

Key amendments under Regulation 24A include:

- Mandatory Secretarial Audit for every listed entity and its material unlisted Indian subsidiaries.
- Requirement to appoint only a Peer Reviewed Company Secretary or a firm of Company Secretaries with a valid peer review certificate.
- Restriction on tenure: An individual secretarial auditor may be appointed for one term of five consecutive years, while a firm may serve for up to two such terms.

Following the listing of the equity shares of the Company on BSE- SME platform on 17th December, 2025, the Company is required to comply with the revised regulatory framework from FY 2025–26 onwards.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and after evaluation of the credentials and experience of Mr. M V Bhat (FCS 12261, CP No. 19221), Practising Company Secretary, who holds a valid Peer Review Certificate No. 4993/2023 valid till 30-11-2028, on the basis of recommendations of the Audit Committee and the Board of Directors, at its meeting held on 25th May, 2026 approved the appointment of Mr. M V Bhat as the Secretarial Auditor of the Company for a term of five (5) financial years, i.e., from FY 2026–27 to FY 2030–31 Mr. M V Bhat possesses over 10 years of experience in corporate law, secretarial compliance, and governance matters and is considered competent to undertake the Secretarial Audit as per statutory requirements. The remuneration for the said services shall be fixed as per quotation approved by the Management and as mutually agreed.

The Board recommends the passing of the resolution set out at Item No. 3 of the accompanying Notice as an Ordinary Resolution.

The remuneration for carrying out the Secretarial Audit and related services shall be as per the quotation approved by the Management and on such terms as may be mutually agreed between the Company and the Secretarial Auditor. The Board (including Nomination and Remuneration Committee thereof) or any Key Managerial Personnel of the Company shall be authorized to take all necessary actions, including filing of requisite forms and documents with the Registrar of Companies and other regulatory authorities, to give effect to this appointment.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

**Item No.4: Approval of transactions with related party**

The Company, in the ordinary course of its business, enters into various transactions including sale/purchase/supply of goods or materials, leasing of property, availing/rendering of services, appointment of agents, office or place of profit, etc. with its group entities, promoters and relatives, which fall within the ambit of related party transactions under Section 188 of the Companies Act, 2013.

The Board of Directors of the Company at its meeting held on 25th May, 2026 considered and approved, subject to the approval of the shareholders, entering into related party transactions with certain entities, details of which are provided herein below.

The Members may note that the shareholders of the Company had earlier approved, by way of a Special Resolution passed at the Extra-Ordinary General Meeting held on 03rd January, 2025, the related party transactions with certain entities up to an overall limit of Rs. 1000 crores (Rupees Thousand Crore only) per annum.

The present resolution is being placed before the Members to include one additional related party, namely:

1. **Seednet Agri Private Limited** – in which **Son** of Mr. Dharanendra H Gouda, Director & Promoter of the Company, is a Director & Promoter and **Daughter** of Mr. B H Devasingh Naik, CEO & Promoter of the Company, is a Director and Promoter.

   The overall limit of Rs. 1000 crores (Rupees Thousand Crore only) per annum shall remain unchanged.

**Information as required under Section 102 of the Companies Act, 2013, Regulation 36(3) of SEBI LODR, and SS-2**

1. Name of Related Parties: As detailed in the table below (including additional entities).

2. Name of Directors/KMP who are related: As detailed.

3. Nature of Relationship: As detailed.

4. Nature, material terms, monetary value, and particulars of the contract/arrangements/transactions: Transactions relating to sale, purchase or supply of goods or materials; selling or otherwise disposing of, or buying, leasing of property of any kind; availing or rendering of any services; appointment of agent for purchase or sale of goods, materials, services or property; appointment to any office or place of profit in the Company, its subsidiary or associate Company; and underwriting the subscription of any securities or

derivatives thereof, up to a maximum amount of Rs. 1000 crores (Rupees Thousand Crore only) per annum.

5. Duration of these transactions: Ongoing, in the ordinary course of business and at arm's length basis, subject to annual limits approved by the Members.

6. Any other information relevant or important for Members to take a decision: None.

| **Nature of Transaction as per Section 188 of the Companies Act, 2013** | **Name of the Related Party** | **Name of Director or KMP who is related, if any** | **Nature of Relationship** | **Monetary value (Rs. In Actual)** |
|---|---|---|---|---|
| Sale, purchase or supply of any goods or materials; Selling or otherwise disposing of, or buying; Leasing of property of any kind; Availing or rendering of any services; Appointment of agent for purchase or sale of goods, materials, services or property; Such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company and Underwriting the subscription of any securities or derivatives thereof, of the Company. | M/s Unison Agri Service | Mr. H N Devakumar (Managing Director) | Proprietorship | Upto 1000,00,00,000 |
| | Seednet Agri Private Limited | Mr. Dharanendra H Gouda, Whole-time Director; Mr. B.H Devasingh Naik, CEO | **Son** of Mr. Dharanendra H Gouda, is a Director & Promoter in the related company and **Daughter** of Mr. B H Devasingh Naik, is a Director and Promoter in the related company | |

# DIRECTOR'S REPORT

**To**
**The Members,**
**UNISEM AGRITECH LIMITED**

Your Directors have pleasure in presenting the **10th Annual Report** of the Company together with the Audited Statements of Accounts for the year ended 31st March 2026.

- **Financial Results**

**(Rs. in Lakhs)**

| Particulars | Financial Year ended 31.03.2026 | Financial Year ended 31.03.2025 |
|---|---|---|
| Total Income | 8,107.33 | 6,907.75 |
| Total Expenditure | 7060.21 | 6,180.36 |
| **EBITDA** | **1047.12** | **727.39** |
| Depreciation & Amortization Expense | 90.98 | 69.63 |
| Finance Cost | 244.89 | 86.15 |
| **Profit before Tax & Exceptional Items** | **711.25** | **571.61** |
| Exceptional Items | - | - |
| **Profit before Tax** | **711.25** | **571.61** |
| Provision for Tax (Net) | **181.61** | **144.20** |
| **PAT before non-controlling interest** | **529.65** | **427.41** |
| **Non-controlling interest** | | - |
| **PAT after non-controlling interest (Net Profit)** | **529.65** | **427.41** |
| **Basic Earnings Per Share (in ₹)** | **5.89** | **5.32** |

- **Operational Performance Review and Future Outlook**

  - **Operational Performance Review-**

During the Financial year ended March 31, 2026, your Company achieved significant growth in its operations. The Total Income increased to Rs. 8,107.33 Lakhs as compared to Rs. 6907.75 Lakhs in the previous year, registering a growth around 17.37 %, Net Profit of Rs. 529.65 Lakhs as compared to Rs. 427.41 Lakhs in the previous year and an Earning Per Share (EPS) of 5.89 in the Financial Year under review. There has been no change in the business of the Company during the Financial Year ended 31st March, 2026.

This strong performance was driven by enhanced operational efficiencies, improved customer base, effective cost management, and favourable market dynamics.

  - **Future Outlook of the Company-**

Your Company was incorporated on 09th September, 2016 as a private company in the name of Unisem Agitech Private Limited. The Company has been converted into public company w.e.f. 01st March 2025 and consequently name has changed to Unisem Agritech Limited. During the year under review, your company had been listed with BSE- SME with effect from 17th Dec 2025 and successfully raised funds of Rs 2145.00 Lakhs through its Initial Public Offering (IPO).

As a newly listed company, the management is focused on strengthening corporate governance, internal controls and regulatory compliance while pursuing strategic growth opportunities in the agriculture sector. The Company is optimistic about future business prospects and remains confident of delivering consistent performance through disciplined execution, strong management capabilities and customer-focused strategies.

Your Company remains committed towards sustainable growth, strengthening its market presence and enhancing operational efficiency across all business segments. The Company continues to focus on expanding its customer base, improving product offerings and adopting efficient business practices to achieve long-term value creation.

- **Dividend**

Owing to the growing business needs and the necessity to plough back the profits in the business, your Directors do not recommend dividend for the year under report.

- **Transfer To Reserves**

Your Directors does not propose to transfer any amount to reserves for the year under report.

- **Material changes**

There have been no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and up to the date of this report except the increase in the Paid-up share capital due to issue and allotment of equity shares on Initial Public Offering (IPO) of equity shares as described hereinbelow.

- **Initial Public Offering**

The initial public offering [the issue] of the equity shares of the company offering 33,00,000 Equity Shares of Face value Rs. 5 each at the issue price of Rs. 65/- per equity share [i.e. at the premium of Rs.60/- per equity share] aggregating 2,145.00 Lakhs. The objects of the issue were funding Working Capital requirement, repay the Banking Facilities availed by the company and general corporate purposes. The issue had received overwhelming response from the investors and was oversubscribed. The 33,00,000 equity shares were issued and allotted to the successful applications on 15th Dec, 2025.

- **Listing on Bombay Stock Exchange- SME**

Post the initial public offering of the equity shares as above, total 1,13,32,000 equity shares of the company were listed on the Bombay Stock Exchange Limited -SME and trading had commenced w.e.f. 17th Dec, 2025. The Stock Code is: UNISEM and the ISIN is INE1FHV01026.

- **Paid up Share Capital**

As on 31st March, 2026 and on the date of this report, the paid-up share capital of the company is Rs. 5,66,60,000 /- divided into 1,13,32,000 equity shares of Rs.5/- each.

- **Significant and Material Orders:**

There are no significant and material orders passed by the regulators or court or tribunals impacting the going concern status and Company operations in future.

## ➢ Auditors And Their Reports

- **Stautory Auditors**

During the financial year 2024-25, at the 9th Annual General Meeting held on September 23, 2025, the Members of the Company, pursuant to the recommendation of the Board of Directors, appointed M/s. SKSVM & Co., Chartered Accountants (Firm Registration No. 002045S), Bengaluru, as the Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of the 9th Annual General Meeting until the conclusion of the 14th Annual General Meeting of the Company to be held in the calendar year 2030.

The Statutory Auditors' Report on the Financial Statements of the Company for the financial year ended March 31, 2026 contains a qualification relating to the non-provision of interest, if any, payable on outstanding dues to Micro and Small Enterprises under the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 and the related disclosure requirements. Pursuant to Section 134(3)(f) of the Companies Act, 2013, the Board's comments and explanation on the said qualification are provided under the heading "Board's Comments on the Qualification of the Statutory Auditor" forming part of this Report.

Further, in terms of Section 143(12) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, the Statutory Auditors have not reported any fraud committed by the Company or by its officers or employees requiring reporting under the said provisions.

- **Board's Comments on the Qualification of the Statutory Auditor**

The Statutory Auditors have qualified their report in respect of the non-provision of interest, if any, payable on outstanding dues to Micro and Small Enterprises under Sections 15 and 16 of the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act") and the related disclosure requirements under Section 22 of the MSMED Act read with Schedule III to the Companies Act, 2013.

The Board has carefully considered the qualification and the underlying observations of the Statutory Auditors. The Company has entered into commercial arrangements with certain suppliers specifying mutually agreed credit terms. Based on the contractual terms and the information available with the management as at March 31, 2026, the management was of the view that no material additional liability was required to be recognised towards interest on such outstanding dues.

However, considering the observations of the Statutory Auditors, the Company has initiated a comprehensive review of vendor-wise balances, payment schedules, contractual terms, MSME status confirmations and the applicability of the provisions of the MSMED Act. Since the review and reconciliation process is under progress, the precise financial impact, if any, could not be reliably ascertained as on the date of approval of the financial statements.

The Board has directed the management to complete the review expeditiously and, based on the outcome thereof, to make appropriate accounting treatment and disclosures, wherever required, in accordance with the provisions of the MSMED Act, the Companies Act, 2013 and the applicable Accounting Standards in the ensuing financial statements.

- **Cost Records and Cost Audit**

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the requirement to maintain cost records and to appoint a Cost Auditor is applicable only to certain class of companies engaged in specified industries as notified by the Central Government. Since the Company is engaged in the business of Agriculture Sector, which does not fall under the prescribed class of industries, the provisions relating to maintenance of cost records and appointment of Cost Auditor are not applicable to the Company.

- **Internal Auditor**

During the current year, the Board has, as per the provisions of Section 138 of the Companies Act, 2013 and the Rules made thereunder, the Board had appointed M/s Neelakari Mahindrakar Associates, Chartered Accountants, (Firm registration No. 002459S) having experience and adequate manpower, as Internal Auditor of the company for the Financial year 2025-26 and the quarterly reports given by them were considered and reviewed by the Audit Committee and the Board.

- **Secretarial Auditor**

During the current year, as required under the provisions of Section 204 [1] of the Companies Act, 2013 [the Act] and the Rules made thereunder the Board had appointed Mr. M V Bhat, Practising Company Secretary FCS Membership No. 12261, Certificate of Practice No. 19221 and Peer Review Board Certificate No. 4993/2023 valid till 30-11-2028] issued by the Institute of Company Secretaries of India, as the Secretarial Auditor for the secretarial audit for the financial year 2025-26 ended 31st March, 2026.

The Secretarial Audit Report given by Mr. M V Bhat, Practicing Company Secretary is attached herewith as **Annexure-1**. It is informed that the report does not contain any qualification, reservation or adverse remarks or disclaimer, that may call for any explanation under Section 134 of the Act from the Board.

- **Board of Directors, Committees, Key Managerial Personnel and Senior Management Personnel**

  - **Board of Directors**

During the year under review and on the date of this report, the composition of Board of Directors of the company is in compliance with the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the Articles of Association of the company as also the applicable provisions, if any, of the SEBI [Listing Obligations and Disclosures Requirements] Regulations, 2015, as amended.

During the year under review, the shareholders at the Annual General Meeting held on 23rd September, 2025, appointed Mr. H N Devakumar (DIN: 07586484) who retires by rotation in the meeting and being eligible offers himself for reappointment, as Managing Director (Designated Executive Director) of the Company with effect from 23rd September, 2025. His office shall be liable to retirement by rotation.

- **Independent Directors and Non- Executive Directors**

During the year under review there was no change in the position of Independent Directors and Non-executive Director.

- **Disclosures by Directors**

It is reported that during the year under review, the Directors have submitted notices of interest under Section 184[1] of the Companies Act, 2013 [the Act] and intimation under Section 164[2] of the Act. It is further reported that, none of the Directors of the company is serving as a Whole-Time Director in any other listed company and the number of their directorships is within the limits laid down under Section 165 of the Act.

It is also reported that in the opinion of the Board the Independent Directors are independent of the management and there has been no change in the circumstances affecting their status as Independent Directors of the company.

- **Director retiring by rotation**

At the ensuing 10th Annual General Meeting, pursuant to the provisions of Section 152 [6] of the Companies Act, 2013 and the applicable provisions of the Articles of Association of the company, Mr. Dharanendra H Gouda, Director (DIN: 07602434) retires by rotation and being eligible has offered himself for reappointment. The proposal for consideration by the members for reappointment of Mr. Dharanendra H Gouda as Whole- time Director (Designated Executive Director) retiring by rotation is included as ordinary business in the notice dated 25.05.2026 convening the 10th Annual General Meeting.

- **Appointments and changes in the Key Managerial Personnel**

It is reported that during the year under review, from the close of the year under review and up to the date of this report there are no changes in the Key Managerial Personnel.

- **Meetings of the Board of Directors**

During the year under review, 11 meetings of the Board of Directors were held on 18.06.2025, 29.08.2025, 16.09.2025, 22.09.2025, 27.10.2025, 20.11.2025, 04.12.2025, 09.12.2025, 15.12.2025, 03.01.2026 and 17.02.2026 and the intervening gap between the meetings was within the period prescribed under Section 173 of the Companies Act, 2013.

The details of attendance of the Directors at the meetings are as under.

| Sl. No. | Names and Designations | Meetings held During FY 2025-26 | Meetings Attendance |
|---|---|---|---|
| 1 | Mr. H N Devakumar | 11 | 11 |
| 2 | Mr. Anil K N | 11 | 11 |
| 3 | Mr. Dharanendra H Gouda | 11 | 11 |
| 4 | Mr. Ramachandra S G | 11 | 11 |
| 5 | Ms. Suma Nagesh Uppin | 11 | 11 |
| 6 | Mr. Balappa B Madalageri | 11 | 11 |

## ➤ Committees of the Board

- **Audit Committee**

The Audit Committee of the Company was constituted on 03rd March, 2025 in accordance with the provisions of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with other applicable guidelines.

The Members of the Audit Committee possess adequate financial and accounting expertise/exposure. The Company Secretary & Compliance Officer acts as the Secretary to the Committee. During the year under review, two (2) meetings of the Audit Committee was held on 20.11.2025 and 17.02.2026.

The composition of the Audit Committee and the details of the meetings held and attended by the
Members are as under:

| Name and Designation | Status in Committee | Meetings Held | Meetings attended |
|---|---|---|---|
| Mr. G S Ramachandra- Independent Director | Chairman | 2 | 2 |
| Ms. Suma Nagesh Uppin- Independent Director | Member | 2 | 2 |
| Mr. H N Devakumar- Managing Director | Member | 2 | 2 |

- **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of the Company was constituted on 03rd March, 2025 in accordance with the provisions of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with other applicable guidelines. The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

During the year under review, no meeting of the Nomination and Remuneration Committee was held.

The composition of the Nomination and Remuneration Committee are as under.

| Name and Designation | Status in Committee |
|---|---|
| Mr. G S Ramachandra- Independent Director | Chairman |
| Ms. Suma Nagesh Uppin- Independent Director | Member |
| Mr. Balappa Basappa Madalageri- Non-Executive Director | Member |

- **Stakeholders' Relations Committee**

The Stakeholders' Relationship Committee was constituted on 03rd March, 2025 by the Board of Directors in compliance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with other applicable guidelines. The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

During the year under review, no meeting of the Stakeholders' Relationship Committee was held.

The composition of the Stakeholders' Relations Committee are as under:

| Name and Designation | Status in Committee |
|---|---|
| Mr. Balappa Basappa Madalageri- Non-Executive Director | Chairman |
| Ms. Suma Nagesh Uppin- Independent Director | Member |
| Mr. G S Ramachandra- Independent Director | Member |

- **CSR Committee**

During the year under review, the Board constituted the Corporate Social Responsibility (CSR) Committee on 03rd January, 2026, in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. During the year under review, one (1) meeting of the CSR Committee was held on 03.01.2025.

The composition of the CSR Committee are as under:

| Name and Designation | Status in Committee | Meetings Held | Meetings attended |
|---|---|---|---|
| Ms. Suma Nagesh Uppin - Independent Director | Chairman | 1 | 1 |
| Mr. G S Ramachandra - Independent Director | Member | 1 | 1 |
| Mr. H N Devakumar- Managing Director | Member | 1 | 1 |

- **General Meetings**

It is reported that during the year under review, 09th Annual General Meeting of the members was held on 23rd September, 2025. It is further reported that during the year under review, no Extraordinary General Meetings of the members were held.

- **Nomination and Remuneration Policy**

As required under the provisions of Section 178 [3][e] of the Companies Act,2013 and the Rules made thereunder, the Nomination and Remuneration Policy are adopted by the Board. The said policy is available on the company's website at https://unisem.in/investors

- **Code of Conduct**

The Board has laid down Code of Conduct for the Directors and the Senior Management Personnel [the SMPs] of the company. It is reported that all the Directors and the SMPs have affirmed their compliance with the Code of Conduct. The said policy is available on the company’s website at https://unisem.in/investors

- **Prevention of Insider Trading**

The Board has adopted the Code Conduct for Prohibition of Insider Trading [the Code] with a view to regulate trading in the equity shares of the company by the Directors and designated employees of the company. The Code requires pre-clearance for dealing in the company's equity shares and prohibits the purchase or sale of the company’s equity shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the company and during the period when the trading window is closed. All the Directors and the designated employees have confirmed compliance with the Code. The said policy is available on the company’s website at https://unisem.in/investors

- **Whistle- Blower Vigil Mechanism Policy**

The company has Vigil Mechanism Whistle Blower Policy in line with the provisions of the Section 177 [9] of the Companies Act, 2013. This policy establishes a vigil mechanism for the Directors and employees to report their genuine concerns for actual or suspected fraud or violation of the company’s code of conduct. The said mechanism also provides for adequate safeguards against victimisation of the persons who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee. The said policy is available on the company’s website at https://unisem.in/investors

- **Codes and policies in adherence to the SEBI [Listing Obligations and Disclosuress Requirements] Regulations, 2015**

The Board has formulated various codes and policies mandated under various provisions of the SEBI [Listing Obligations and Disclosures Requirements] Regulations, 2015, as amended, which are placed on the company’s website mandated formulation of certain policies for all the listed companies. The said policy is available on the company’s website at https://unisem.in/investors

- **Disclosure on Non-Disqualification of Directors**

Pursuant to Regulation 34(3) read with Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained a certificate from Mr. M V Bhat, Practising Company Secretary, confirming that none of the Directors on the Board of the Company as on 31st March, 2025 have been debarred or disqualfied 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. A copy of the said certificate forms part of this Annual Report as **Annexure – 2**.

- **CSR Initiatives**

The CSR Policy and the details of CSR projects/activities approved by the CSR Committee and undertaken during the year under review are disclosed on the website of the company https://unisem.in/investors. The Annual Report on the CSR Activities a prescribed under Section

135 of the Act and the Companies [Corporate Social Responsibility] Rules, 2014 in Form CSR 2 is placed at **Annexure-3** to this Report.

- **Particulars of loans, guarantees or investments**

The details of loans, guarantees or investment covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the audited financial statements for the year under review.

- **Related Party Arrangements / Transactions**

During the year under review, the transactions entered into with the related party, as per the provisions of Section 2 [76] and Section 188 of the Companies Act,2013 [the Act] and Rule 15 of the Companies [Meetings of Board and its Powers] Rules, 2014 [the Rules] , were in the ordinary course of business, on arm's length basis and were in the interest of the company. The total value of Related party transactions under the review year is within the threshold limit recommended by the Board in its meeting held on 24.12.2024 and approved by Members of the company in its Extra-ordinary General Meeting held on 03.01.2025.

As required under the provisions of Section 134 [3] [h] of the Act read with Rule 8 [2] of the Companies [Accounts] Rules, 2014, the information regarding the transactions with the related party are given in Form No. AOC-2 in **Annexure- 4** to this Report.

It is stated that the Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions as approved by the Board has been uploaded on the company's website https://unisem.in/investors

- **Conservation of energy, technology absorption, foreign exchange earnings and outgo**

The particulars relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are given below:

a. Conservation of energy -

   The energy requirement of the Company is minimal and the company has undertaken measures to conserve power wherever possible and every effort has been made to use energy effectively, prevent waste, and save resources.

b. Technology absorption - The Company has not imported any technology.

c. The expenditure incurred on Research and Development – NIL.

d. Foreign Exchange earnings and outgoings:

   Earnings- NIL
   Outgoings- NIL

- **Risk management policy and Insurance**

Your company has put in place a well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate them. The Risk Management Policy approved by the Board, is placed on the website of the company https://unisem.in/investors. It is further reported that all the immovable and movable assets of the company are adequately insured.

- **Directors' Responsibility Statement**

Pursuant to the provisions of Section 134 [3] [c] read with Section 134 [5] of the Companies Act, 2013 [the Act] your Directors confirm that:

[a] in preparation of the annual financial statements for the financial year ended 31st March, 2026, thevapplicable accounting standards have been followed along with proper explanations relating tovmaterial departures;

[b] the Directors have selected such accounting policies and applied them constantly 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 2025-26 ended 31st March, 2026 and of the profit of the company for that period;

[c] the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company as also for preventing and detecting frauds and other irregularities;

[d] the Directors have prepared financial statements for the financial year ended 31st March, 2026 on a going concern basis;

[e] the Directors 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;

[f] the Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

- **Internal Controls**

Your company has adequate and efficient internal control systems, commensurate with the type and size of its operations are further supplemented by internal audits regularly carried out by the internal auditors and review of their reports by the audit committee as also review by the management from time to time. Your company has put in place proper internal control systems which provide protection to all its assets against loss from unauthorized use and ensures correct reporting of transactions.

The internal financial controls with reference to financial statements as designed and implemented by the company which are adequate and commensurate with size, scale and complexities of its operations. During the year under review, no material or serious observation has been received from the internal auditors of the company for inefficiency or inadequacy of such controls.

- **Corporate Governance Report**

It is reported that pursuant to Regulation 15 [2] of SEBI [Listing Obligation and Disclosures Requirements] Regulation, 2015, as amended, the provisions of corporate governance report are not applicable to the company as it is listed to on the SME Platform of the Bomby Stock Exchange. Hence, corporate governance report is not required to be prepared by the company.

- **Management and Discussion Analysis Report**

In compliance with the provisions of the Regulation 34 [2] and Schedule V of the SEBI [ Listing Obligations and Disclosures Requirements] Regulations, 2015 as amended, the Management Discussion and Analysis Report is annexed herewith as **Annexure-5.**

- **Annual Return**

Pursuant to the provisions of Section 92 [3] and Section 134 [3] [a] of the Companies Act 2013, as amended, read with Rule 12 of the Companies [Management and Administration] Rules, 2014, as amended , the draft Annual Return for the Financial Year 2025-26 is available on the website of the company at https://unisem.in/investors.

- **Segment-wise Reporting**

The company is operating into single reportable segment only.

- **Disclosures of Accounting Treatment**

The financial results for the year under review i.e. the financial year 2025-26, have been prepared in accordance with the Companies [Indian Accounting Standards] Rules, 2015 [Ind AS] prescribed under Section 133 of the Companies Act,2013 read with the rules as applicable and other recognized accounting policies and practices to the extent applicable.

- **Subsidiaries, Joint Ventures and Associate Companies**

During the year under review the company does not have any subsidiary, joint venture or associate company. Therefore, company is not required to prepare the consolidated financial statements as required under the provisions of Section 129 [3] of the Companies Act,2013 and the Rules made thereunder.

- **Fixed Deposits**

It is reported that during earlier years or during the year under review and upto the date of this report, the company has neither invited nor accepted deposits from the public or the members within the preview of Section 73 of the Companies Act, 2013 [the Act] read with the Companies [Acceptance of Deposits] Rules, 2014, [the Rules] and therefore, details mentioned in Rule 8 [5] [v] and [vi] of the Companies [Accounts] Rules , 2014 are not required to be given.

- **Secretarial Standards**

It is reported that during the year under review, the applicable Secretarial Standards issued by the Institute of Company Secretaries of India have been complied.

- **Website**

As per Regulation 46 of SEBI [Listing Obligations and Disclosures Requirements] Regulations 2015, as amended, the company has maintained a functional website https://unisem.in/investors and all the information, details, documents and codes and policies as mandated are placed on the website.

- **Significant/material orders passed by the Regulators/ Courts/ Tribunals**

It is reported that during the year under review and upto the date of this report, no significant/material orders have been passed by the Regulators/ Courts/ Tribunals which impact the going concern status of the company or company's operations in future.

- **Disclosures as required under various provisions of the Companies Act, 2013 and the Rules made thereunder**

The following Disclosures are made as required under various provisions of the Companies Act, 2013 [the Act] and the Rules made thereunder.

[1] During the year under review, the company has availed financial assistance from Banks and and as per the terms of their sanctions charge on the company's assets has been created.

[2] During the year under review, there have been no proceedings initiated against the company under Prohibition of Benami Property Transactions Act, 1988, as amended [formerly the Benami Transactions [Prohibition] Act, 1988] and the rules made thereunder.

[3] During the year under review, the company does not have any transactions with the companies struck off under Section 248 of the Act or Section 560 of the Companies Act, 1956.

[4] The company has filed its annual return and audited financial statements in Form MGT 7 and Form AOC 4 XBRL respectively with the Registrar of Companies, Karnataka.

[5] There have been no instances of any revision in the Board's Report or the financial statement, hence Disclosures under Section 131 [1] of the Act is not required to be made.

[6] The Company has not issued any shares to any employee, under any specific scheme, and hence, Disclosures under Section 67 [3] Act are not required to be made.

[7] The Company has not paid any commission to any of its Directors and hence, provision of Disclosures of commission paid to any Director as mentioned in Section 197 (14) of the Act is not applicable.

[8] The Company has not issued [a] any share with differential voting rights [b] sweat equity shares [c] shares under any employee stock option scheme and hence no disclosures are required to be made as per the Companies [Share Capital and Debentures] Rules, 2014.

[9] No application made and no proceedings are pending under the Insolvency and Bankruptcy Code, 2016, during the year under review and up to the date of this report.

[10] There are no instances of any One Time Settlement with any Bank, and therefore, details of difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions, are not required to be given.

[11] The company has not purchased its own shares nor has given loans to any entity or individuals or employees for purchase of company's shares.

[12] In the paid-up share capital of the company, no shares have been held in trust for the benefits of employees, where the voting rights are not exercised directly by the employee and

[13] The company has not issued any type of preference shares, debentures, bonds or warrants.

- **Postal Ballot**

During the year under review, no postal ballot was conducted by the company.

- **Registrar and Transfer Agent**

KFin Technologies Limited [SEBI Registration No. NR000000221], having their office Selenium Tower B, Plot No.31-32 Gachibowli, Financial District Nanakramguda, Serilingampally Hyderabad 500 032, Telangana, India, are the Registrar and Share Transfer Agents of the company.

- **Disclosures under Sexual Harassment of Women at Workplace [Prevention, Prohibition & Redressal] Act, 2013**

The company has zero tolerance towards sexual harassment at the work place and has adopted the Policy on Prevention of Sexual Harassment at Work Place, in line with the provisions of the Sexual Harassment of Women at Workplace [Prevention, Prohibition & Redressal] Act, 2013 and the Rules made thereunder, which is placed on the website of the company https://unisem.in/investors

It is reported that at the beginning of the year under review, no complaint of sexual harassment was pending and no such complaint was received during the year.

- **Certificate under Regulation 17[8] of SEBI [Listing Regulations and Disclosures Requirements] Regulations, 2015**

The Certificate under Regulation 17 [8] of the SEBI [Listing Obligations and Disclosures Requirements] Regulations, 2015 is placed at **Annexure- 6** to this report.

- **Disclosures relating to remuneration of Directors, Key Managerial Personnel and particulars of employees:**

The information required under Section 197 [12] of the Companies Act, 2013 read with Rule 5[1] Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 in respect of Directors, Key Managerial Personnel and employees are given in Annexure -7 annexed herewith.

- **Human Resources and Industrial Relations**

The company has well trained workforce for various areas of its activities. The industrial relations in the company's plants and offices have been cordial throughout the year under report.

- **Maternity Benefit Act, 1961**

The Company has complied with the provisions of Maternity Benefit Act 1961.

## ➢ Acknowledgements

Your Directors wish to express their appreciation for the continued co-operation and support received during the year under report, from customers, vendors, business associates, government authorities, investors, Banks, Bombay Stock Exchange, National Securities Depository Limited, Central Depository Services [India] Limited and KFin Technologies Limited.

Your Directors also wish to place on record their deep sense of appreciation for the committed services of the officers, staff and workers of the company. Your Directors look forward for the continued support of every stakeholders in the future.

**For and on behalf of the Board of Directors**
**Unisem Agritech Limited**

Sd/-
H. N. Devakumar
(Managing Director)
DIN: 07586484

Sd/-
Dharanendra H.G.
(Whole Time Director)
DIN: 07602434

Date: 25.05.2026
Place: Ranebennur

**Annexure-1**
**Report of the Secretarial Auditor**

**FORM NO. MR-3**
**SECRETARIAL AUDIT REPORT**
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**

(Pursuant to section 204 (1) of Companies Act 2013 and Rule No 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,

The Members,
Unisem Agritech Limited
RS No. 11B/2A/4, Magoda Village,
Near KSRTC Bus Depot,
Ranebennur, Haveri, Karnataka, 581115

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Unisem Agritech Limited** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2026** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made herein after:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2026** according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.

iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment, if any,

v. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.

vi. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [Not Applicable];
   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;
d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [Not Applicable];
e. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [Not Applicable].
f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients [Not Applicable].
g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 [Not Applicable]; and
h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 [Not Applicable].
i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

vii. Other laws applicable specifically to the company namely:
a. The Factories Act, 1948.
b. The Contract Labour (Regulation and Abolition) Act, 1970.
c. The Seeds Act, 1966.
d. The Seeds Rules, 1968
e. The Water (Prevention & Control of Pollution) Act, 1974
f. The Air (Prevention & Control of Pollution) Act, 1981

I have also examined compliance with the applicable clauses of the Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

**I report that**, during the audit period the Company has complied with the provisions of the Acts, rules and regulations, mentioned above.

**I further report that**, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

**I further report that**, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

As per the minutes of the meetings duly recorded and signed by the Chairman the decisions of the Board were unanimous and no dissenting views have been recorded.

**I further report that**, based on the information provided and the representation made by the Company and also on the review of the compliance certificates/reports taken on record by the Board of Directors of the Company, in my opinion 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.

**I further report that**, during the audit period the following specific event have taken place:
The Company has made Initial Public Offering (IPO) of 33,00,000 equity shares of Rs. 5/- each at a price of Rs. 65/- per Equity Share (including a Share Premium of Rs. 60/- per Equity Share) aggregating to Rs. 21,45,00,000 and pursuant to the IPO total 1,13,32,000 equity shares of the Company were listed in SME Platform of Bombay Stock Exchange (BSE) and trading commenced from December 17, 2025.

Sd/-
CS M V BHAT
Practicing Company Secretary
FCS: 12261 / C.P.No: 19221
UDIN: F012261H000478870

Place: Bengaluru
Date: May 25, 2026

This report is to be read with Annexure A which forms an integral part of this report.

**Annexure A**
**(To the Secretarial Audit Report for the Financial Year ended March 31, 2026)**

To,
The Members
Unisem Agritech Limited
RS No. 11B/2A/4, Magoda Village,
Near KSRTC Bus Depot,
Ranebennur, Haveri, Karnataka, 581115

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. 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 I 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 Representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. 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.

Sd/-
CS M V BHAT
Practicing Company Secretary
FCS: 12261 / C.P.No: 19221
UDIN: F012261H000478870

Place: Bengaluru
Date: May 25, 2026

## Annexure-2

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

Certificate pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I have examined the relevant registers, records, forms and returns filed, notices and disclosures received from the Directors, minutes books, other books and papers of **Unisem Agritech Limited** having CIN: L01100KA2016PLC096390 and having its present registered office at RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Ranebennur, Karnataka, 581115 (hereinafter referred to as 'the Company'), produced before me 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 (hereinafter referred to as 'the LODR'), as amended from time to time.

In our opinion and to the best of our information and according to the verifications (including DIN status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company, its officers, I hereby certify that none of the Directors who were on the Board of the Company as on **March 31, 2026** have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any other Statutory Authority.

Ensuring the eligibility of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification.

I have conducted necessary verification as much as is appropriate to obtain reasonable assurance about the eligibility or disqualification of the Directors on the Board of the Company.

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

Sd/-
CS M V BHAT
Practicing Company Secretary
FCS: 12261 / C.P.No: 19221
UDIN: F012261H000478936

Place: Bengaluru
Date: May 25, 2026

## Annexure-3
## Annual Report of CSR Activities
## Financial Year ended 31st March, 2026

**[1] Brief outline on CSR Policy of the company:**

The Company's Corporate Social Responsibility ("CSR") Policy is designed to promote inclusive and sustainable development by undertaking initiatives that create a positive and lasting impact on society. The Policy is framed in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The CSR Policy provides a framework for identifying, implementing, monitoring and reporting CSR activities undertaken by the Company. The Company undertakes CSR initiatives in areas specified under Schedule VII of the Companies Act, 2013, with a focus on education, healthcare, rural development, environmental sustainability, skill development, community welfare and other socially beneficial activities.

**[2] Composition of CSR Committee:**

The constitution of the CSR Committee during the financial year was as under:

| Sl No. | Name | Designation | Status in Committee |
|---|---|---|---|
| 1 | Mrs. Suma N Uppin | Independent Director | Chairman |
| 2 | Mr. Ramachandra S Giddi | Independent Director | Member |
| 3 | Mr. H N Devakumar | Managing Director | Member |

**[3] Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board of Directors are disclosed on the website of the company:** [https://unisem.in/investors](https://unisem.in/investors)

**[4] Provide the details of Impact assessment of CSR projects carried out in pursuance of Sub-rule [3] of Rule 8 of the Companies [Corporate Social responsibility Policy] Rules, 2014, if applicable:** Not Applicable

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

| Sr. No. | Financial Year | Amount available for set-off from preceding financial years [Rs.] | Amount required to be set-off for the financial year, if any [Rs.] |
|---|---|---|---|
| 1 | Nil | Nil | Nil |
| | Total | | |

**[6] Average Net Profit of the company as per Section 135[5]:**

| Year | Profit as per Section 198 (in Rs.) |
|---|---|
| FY 2024-25 | 5,71,60,641 |
| FY 2023-24 | 2,98,14,824 |
| FY 2022-23 | 1,83,53,635 |

Average Net Profit- Rs. 3,51,09,700/-

**[7][a] Two percent of average net profit of the company as per Section 135[5]** –
Rs. 7,02,194/-
**[b] Surplus arising out of the CSR projects or programmers or activities of the previous financial years** - Nil
**[c] Amount required to be set off for the financial year, if any** - Nil
**[d] Total CSR Obligations for the financial year [7a+7b-7c]** – Rs. 7,02,194/-

**[8] [a] CSR amount spent or unspent for the financial year:**

| Total Amount Spent for the Financial Year [Rs.] | Amount Unspent [Rs.] | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per Section 135[6] | | Amount transferred to any fund specified under Schedule VII as per Second proviso to Section 135[5] | | |
| | Amount. | Date of transfer. | Name of the Fnd | Amount. | Date of transfer. |
| 10,32,000 | Nil | Nil | Nil | Nil | Nil |

**[b] Details of CSR amount spent against ongoing projects for the financial year:**

| [1] | [2] | [3] | [4] | [5] | [6] | | [7] | [8] | [9] | [10] | [11] | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 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. | Project duration | | Amount allocated for the project [Rs.] | Amount spent in the current financial Year [Rs.] | Amount transferred to Unspent CSR Account for the project as per Section 135[6] [Rs.] | Mode of Implementation - Direct [Yes/No] | Mode of Implementation - Through Implementing Agency | |
| | | | | | State | District | | | | | Name | CSR Registration Number. |
| | | | | | Nil | | | | Nil | | | |

**[c] Details of CSR amount spent against other than ongoing projects for the financial year:**

| [1] | [2] | [3] | [4] | [5] | [6] | [7] | [8] |
|---|---|---|---|---|---|---|---|
| Sr. | Name of the | Item from the | Local | Location of the Project. | Amount spent for | Mode of | Mode of implementation - |

| No. | Project | list of activities in schedule VII to the Act. | Area [Yes / No] | | the project [in Rs] | implementa tion-Direct [Yes/ No] | Through implementing agency. CSR Registration No. and Name |
|---|---|---|---|---|---|---|---|
| 1 | promoting education, including special education among the differently abled and livelihood enhancement projects | Item II in Schedule VII | Yes | Ranebennur, District of Karnataka | 6,32,000 | No | SNEHADEEP TRUST FOR THE DISABLED CSR No.- CSR00002334 |
| 2 | Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water | Item I in Schedule VII | No | India | 4,00,000 | No | SWACH BHARAT KOSH set-up by the Central Government |

**[d] Amount spent in Administrative Overheads:** Nil

**[e] Amount spent on Impact Assessment, if applicable:** Nil

**[f] Total amount spent for the Financial Year [8b+8c+8d+8e]:** Rs. 10,32,000/-

**[g] Excess amount for set off, if any:** Rs.3,29,806/-

| Sr. No. | Particular | Amount [in Rs] |
|---|---|---|
| [i] | Two percent of average net profit of the company as per Section 135(5) | 7,02,194 |
| [ii] | Total amount spent for the Financial Year | 10,32,000 |
| [iii] | Excess amount spent for the financial year [(ii)-(i)] | 3,29,806 |
| [iv] | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any [As explained above under [8][c] ] | Nil |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | 3,29,806 |

**9[a] Details of Unspent CSR amount for the preceding three financial years:**

| Sr. No. | Preceding Financial Year. | Amount transferred to Unspent CSR Account under Section 135 [6] [in Rs.] | Amount spent in the reporting Financial Year [in Rs.] | Amount transferred to any fund specified under Schedule VII as per Section 135[6], if any. | | | Amount remaining to be spent in succeeding financial years. [in Rs.] |
|---|---|---|---|---|---|---|---|
| | | | | Name of the Fund | Amount [(in Rs] | Date of transfer | |
| Not Applicable | | | | | | | |

[The CSR Provisions have become applicable to the company from FY 2025-26]

**[b] Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year[s]:**

| [1] | [2] | [3] | [4] | [5] | [6] | [7] | [8] | [9] |
|---|---|---|---|---|---|---|---|---|
| Sr. No. | Project ID | Name of the Project | Financial Year in which the project was commenced | Project duration | Total amount allocated for the project [in Rs.] | Amount spent on the project in the reporting Financial Year [in Rs] | Cumulative amount spent at the end of reporting Financial Year. [in Rs] | Status of the project - Completed /Ongoing |
| | | Nil | | | | Nil | | |

**[10] In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year**

[a] Date of creation or acquisition of the capital asset[s]: -Nil

[b] Amount of CSR spent for creation or acquisition of capital asset: - Nil

[c] Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. - Nil

[d] Provide details of the capital asset[s] created or acquired [including complete address and location of the capital asset: - Nil

**[11] Specify the reason[s], if the company has failed to spend two per cent of the average net profit as per Section 135[5]** – Not Applicable

For and on behalf of Board of Directors

| | | |
|---|---|---|
| Sd/- | Sd/- | Sd/- |
| (Mr. H N Devakumar) | (Mr. Dharanendra H Gouda) | (Mrs. Suma N Uppin) |
| Managing Director | Whole-time Director | Chairman- CSR Committee |
| DIN: 07586484 | DIN: 07602434 | DIN: 10894605 |

Place: Ranebennur
Date: 25th May, 2026

# ANNEXURE-4

FORM NO. AOC – 2

Financial Year ended 31st March, 2026

**(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) section 188 of the companies Act, 2013 including certain arm's length Transaction Under third proviso thereto]

1. Detail of Material Contracts or arrangement of Transactions not at arm's length basis: Nil

2. Details of material contracts or arrangement or transactions at arm's length basis:

| *Name(s) of the Related Party and nature of relationship* | *Nature of contracts / arrangements / transactions* | *Duration of the contracts / arrangements / transactions* | *Salient terms of the contracts or arrangements or transactions including the value, if any.* | *Justification for entering into such contracts or arrangements or transactions.* | *Date(s) of Approval by the Board* | *Amount paid as advances, if any* | *Date on which the special resolution was passed in General Meeting as required under first provision to Section 188* |
|---|---|---|---|---|---|---|---|
| Unison Agri Services | Purchase of goods (Seeds) Rs. 17,16,50,000 | Ongoing basis | Terms and conditions of contract/arrangement are decided by negotiation which are mutually beneficial | Group Concern and economical supply/ purchase | 24.12.2024 | Nil | 03.01.2025 |

For and on behalf of the Board
Unisem Agritech Limited

Sd/-
Mr. H. N. Devakumar
Managing Director
DIN: 07586484

Sd/-
Mr. Dharanendra H.Gouda
Whole-time Director
DIN: 07602434

Date: 25.05.2026
Place: Ranebennur

## Annexure- 5

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Board of Directors of Unisem Agritech Limited ("the Company") is pleased to present the Management Discussion and Analysis Report for the Financial Year ended March 31, 2026.

### 1. INDUSTRY STRUCTURE AND DEVELOPMENTS

India continues to remain one of the largest agricultural economies in the world with agriculture contributing significantly towards employment generation, food security and rural development. The Indian agriculture sector is witnessing gradual transformation through improved mechanization, adoption of modern farming techniques, quality seeds, crop protection products, irrigation systems and increasing awareness among farmers regarding productivity enhancement.

The Government of India has continued to focus on strengthening the agriculture ecosystem through various reforms, policy support, rural infrastructure development, digitization initiatives and schemes aimed at improving agricultural productivity and farmers' income.

The Indian hybrid seed market and agritech Industry in India is evolving rapidly with growing emphasis on:

- quality agricultural inputs;
- sustainable farming practices;
- increasing adoption of hybrid seeds;
- Growth in vegetable and field crop seeds
- rising demand for high-yield and climate-resilient varieties;
- efficient supply chain management;
- farmer awareness and education;
- Government emphasis on food security;
- technology-driven agricultural solutions; and
- improved distribution networks.

The Company continues to operate in a competitive yet growth-oriented business environment and remains focused on strengthening its market presence through quality products, customer relationships and operational efficiencies.

### 2. BUSINESS OVERVIEW

Unisem Agritech Limited is engaged in the business of agricultural and allied products with focus on delivering quality solutions to farmers and agri-business stakeholders.

The Company continues to emphasize:

- Research & product development;

- Hybrid field crop seeds;
- strengthening product portfolio;
- expanding geographical reach;
- improving operational efficiency;
- distribution network across states;
- enhancing customer satisfaction;
- strengthening dealer and distributor network; and
- ensuring compliance-driven business operations.

During the Financial Year 2025-26, the Company continued its efforts towards business expansion, operational streamlining and improving organizational systems following the listing of its securities on the SME platform of BSE Limited.

### 3. FINANCIAL PERFORMANCE

The financial performance of the Company for the Financial Year ended March 31, 2026 is summarized below:

| Particulars | FY 2025-26 | FY 2024-25 |
|---|---|---|
| Revenue from Operations | ₹ 8103.38 | ₹ 6907.75 |
| Other Income | ₹ 3.95 | - |
| Total Income | ₹ 8107.33 | ₹ 6907.75 |
| Profit Before Tax | ₹ 711.25 | ₹ 571.62 |
| Profit After Tax | ₹ 529.65 | ₹ 427.41 |

During the year under review, the Company focused on maintaining operational stability, strengthening internal controls and improving business processes.

### 4. OPPORTUNITIES AND OUTLOOK

The Indian agriculture and agritech sector offer significant growth opportunities due to increasing demand for agricultural productivity, modernization of farming practices and expanding rural markets.

The Company expects long-term growth opportunities arising from:

- increasing awareness among farmers regarding quality agricultural products;
- growing adoption of scientific farming techniques;
- expansion in rural and semi-urban agricultural markets;
- government initiatives supporting agriculture and allied sectors;
- improved market penetration;
- strengthening distribution channels; and
- increasing focus on sustainable agriculture.

The Company intends to continue focusing on:

- expanding market reach;
- strengthening customer relationships;
- improving operational efficiencies;
- enhancing supply chain capabilities;
- maintaining product quality standards; and
- exploring strategic growth opportunities.

The management remains optimistic about the long-term growth prospects of the Company.

**5. THREATS, RISKS AND CONCERNS**

Like any business operating in the agriculture and allied sector, the Company is exposed to certain risks and uncertainties which may affect business performance.

Key risks include:

- fluctuations in agricultural demand;
- climatic and seasonal uncertainties;
- changes in government regulations and policies;
- competitive market conditions;
- supply chain disruptions;
- inflationary pressures and input cost fluctuations;
- working capital and receivable risks; and
- changing customer preferences.

The Company continuously monitors these risks and undertakes appropriate measures to minimize their impact through:

- robust internal controls;
- disciplined operational management;
- diversified business approach;
- strengthening customer and dealer relationships; and
- regular review of business strategies.

**6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate internal control systems commensurate with the size, scale and nature of its business.

The internal control framework is designed to ensure:

- safeguarding of assets;
- accuracy and reliability of financial records;
- compliance with applicable laws and regulations;
- prevention and detection of frauds and errors;
- operational efficiency; and
- timely reporting of financial and operational information.

The Company has appointed Internal Auditors who periodically review the adequacy and effectiveness of internal controls and submit their observations to the Audit Committee.

The Audit Committee regularly reviews the internal audit findings, recommendations and corrective actions taken by the management.

**7. HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

The Company considers its employees as valuable assets and continues to focus on creating a positive and professional work environment.

The Company emphasizes:

- employee engagement;
- skill development;
- performance management;
- professional growth;
- ethical work culture; and
- compliance with workplace policies.

Industrial relations during the year remained cordial and harmonious.

The Company had 156 permanent employees on its rolls as on March 31, 2026.

**8. SEGMENT-WISE PERFORMANCE**

The Company is primarily engaged in the business of agricultural and allied products and operates in a single segment. Accordingly, segment-wise reporting is not applicable.

**9. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS**

The significant changes in key financial ratios, wherever applicable, are explained in the notes forming part of the Financial Statements.

**10. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT**

The Company continues to strengthen its organizational structure and management systems in line with business growth and regulatory requirements.

The Company remains committed towards maintaining healthy employee relations and providing a safe, transparent and growth-oriented working environment.

**11. RESEARCH & DEVELOPMENT**

Key breeding objectives of Unisem Agritech Ltd:

- Drought, pest and disease tolerance
- High yields with seasonal and geographical adaptability
- Enhanced nutritional value
- Alignment with market and end user preferences
- Solutions that address farmers' needs

**12. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Pursuant to Section 135 of the Companies Act, 2013, the Company has adopted a CSR Policy and constituted a CSR Committee. CSR initiatives undertaken during the year focused on approved projects for community and social development.

**12. CAUTIONARY STATEMENT**

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable laws and regulations.

Actual results may differ materially from those expressed or implied depending upon economic conditions, government policies, market conditions and other incidental factors.

The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements based on subsequent developments, information or events.

For and on behalf of the Board of Directors of
Unisem Agritech Limited

| | |
|---|---|
| Sd/- | Sd/- |
| Mr. H. N. Devakumar<br>Managing Director<br>DIN: 07586484 | Mr. Dharanendra H Gouda<br>Whole-Time Director<br>Din: 07602434 |

Date: 25th May, 2026
Place: Ranebennur

**Annexure-6**

**Certificate under Regulation 17 [8] of the SEBI [Listing Obligations and Disclosures Requirements] Regulations, 2015**

**To,**
**The Board of Directors**
**Unisem Agritech Limited**

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Unisem Agritech Limited ("the Company"), hereby certify that:

1. We have reviewed the Financial Statements and Cash Flow Statement of the Company for the financial year ended March 31, 2026 and to the best of our knowledge and belief:

   a. these statements do not contain any materially untrue statement or omit any material fact or contain any misleading statement; and

   b. these statements together present a true and fair view of the affairs of the Company and are in compliance with applicable Accounting Standards, provisions of the Companies Act, 2013 and other applicable laws and regulations.

2. To the best of our knowledge and belief, no transactions entered into by the Company during the financial year are fraudulent, illegal or violative of the Company's policies or applicable laws.

3. We accept responsibility for establishing and maintaining adequate internal financial controls and have evaluated the effectiveness of such controls pertaining to financial reporting.

4. We have disclosed to the Auditors and Audit Committee, wherever applicable:

   a. deficiencies in the operation of internal financial controls, if any;

   b. significant changes in accounting policies, if any; and

   c. instances of fraud, if any, involving management or employees having significant role in internal control systems.

5. The Financial Statements, related records and supporting documents are being placed before the Audit Committee and Board of Directors for their review and approval.

This certificate is issued for placing before the Audit Committee and Board of Directors of the Company.

For **Unisem Agritech Limited**

| | |
|---|---|
| Sd/- | Sd/- |
| Mr. B. H Devasingh Naik<br>CEO | Mr. Venkataramana R.<br>Chief Financial Officer |

Date: 25.05.2026
Place: Ranebennur

## Annexure- 7

**Information pursuant to Rule 5 of the Companies [Appointment and Remuneration of Managerial Personnel] Rules ,2014**

[1] The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the Financial Year 2025-26 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the Financial Year 2025-26 is:

| Name of Person | Designation | Remuneration of each Director for FY 2025-26 | Ratio of remuneration of each Director to median remuneration of employees | Percentage increase in the remuneration |
|---|---|---|---|---|
| Honnebagi Nagappa Devakumar | Chairman & Managing Director | 53,40,000/- | 4.99 | 10.38 |
| Dharanendra Halappa Gouda | Whole-time Director | 34,45,000/- | 3.18 | 9.23 |
| Anil Karalamangala Narasimhamurthy | Whole-time Director | 53,41,000/- | 4.99 | 10.40 |
| Beeranahalli Hemlanaik Devasinghnaik | Chief Executive Officer | 53,41,000/- | 4.99 | 10.40 |
| Venkataramana Ramalingam | Chief Finance Officer | 53,41,000/- | 4.99 | 10.40 |
| Suma Nagesh Uppin* | Independent Director | - | - | - |
| Balappa Basappa Madalageri* | Non- Executive Director | - | - | - |
| Ramachandra Subbanna Giddi* | Independent Director | - | - | - |
| Bobby Seth | Company Secretary | 3,84,000/- | 0.37 | Nil |

* The Directors as disclosed above have not received any remuneration other than sitting fees during financial year 2025-26.

- **Number of permanent employees on the rolls of the Company:** 153 employees.

- **Average percentile increase in salaries of employees (other than managerial personnel) and comparison with the increase in managerial remuneration:**
  The percentage increase in the salaries of employees other than the managerial personnel int the last financial year is 10% the increment given to each individual employee is based on the employees' potential, experience as well as their performance and contribution to the company's progress over a period.

- **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:**
  Not applicable. There is no non managerial employee who are getting paid more than the highest paid Director during the current financial year.

- **Affirmation that remuneration is as per the Company's Remuneration Policy:**
  It is affirmed that remuneration is as per remuneration policy of the company.

For and on behalf of the Board of Directors
Unisem Agritech Limited

| | |
|---|---|
| Sd/- | Sd/- |
| H. N. Devakumar | Dharanendra H.G. |
| (Managing Director) | (Whole Time Director) |
| DIN: 07586484 | DIN: 07602434 |

Date: 25.05.2026
Place: Ranebennur

**S K S V M & Co.**
CHARTERED ACCOUNTANTS
www.sksvm.com weassist@sksvm.com
CA SHARAD K.J. FCA | CA KUSHAL M.V. FCA

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✆ 91766 86034, 89511 76745

# INDEPENDENT AUDITOR'S REPORT

To

**The Members of Unisem Agritech Limited**

## Report on the Audit of the Standalone Financial Statements

### Qualified Opinion

We have audited the accompanying standalone financial statements of **Unisem Agritech Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2026, the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the matters stated in basis for Qualified Opinion the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit and its cash flows for the year ended on that date.

### Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the standalone financial statements in India, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by the Institute of Chartered Accountants of India.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

SKSVM & Co. * CHARTERED ACCOUNTANTS * BANGALORE

**Interest on MSME liabilities and its disclosure requirements:**

a) We draw attention towards the non-provision of interest payable to MSME creditors as per Section 16 of Micro Small and Medium Enterprises Development Act 2006 and the impact on financial statements cannot be reported due to lack of information.

b) We draw attention to the disclosure requirements as per Schedule III of Companies Act, 2013 read with Section 22 of the Micro, Small and Medium Enterprise Development Act, 2006 in the Financial Statements.

**Emphasis of Matter**

1. In reference to Annexure V (note H) Accounts of Trade Receivables, payables, loans and advances (including advances given to growers and deposits given) are subject to confirmation and reconciliations.
2. In reference to Annexure V (note I) corresponding figures for the previous year have been regrouped/rearranged, wherever necessary to confirm to current year classification

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For listed entities, communication of key audit matters is required under SA 701.

**1. Existence and valuation of inventories**

**Why the matter was considered to be one of most significance in our audit**

The Company operates in a seasonal seed business, resulting in significant inventory levels at the year end. Further, the nature of the business also involves substantial customer returns in certain product categories and periods, and inventory remains piled up at the year-end in view of seasonal business patterns. Inventory valuation therefore involves judgment in relation to existence, condition, ageing, slow-moving stock, returned goods, quality deterioration and net realisable value. Further, physical verification of inventory by us could not be carried out on 31 March 2026, and verification was performed by us on a subsequent date with reference to intervening inventory movements on sample basis. Accordingly, existence and valuation of inventories is considered to be a key audit matter.

**How the matter was addressed in the audit**

Our audit procedures included, among others, evaluating the design and implementation of controls over inventory records and movements; reviewing the management's physical verification procedures; performing physical verification of selected inventories on a subsequent date; carrying out roll-back / roll-forward procedures for material movements

SKSVM & Co. CHARTERED ACCOUNTANTS BANGALORE between the year end and the date of our physical verification; testing purchase, production, sales and return transactions affecting inventory quantities; examining inventory ageing and subsequent sales; and evaluating the adequacy of provisions, if any, for slow-moving, obsolete, damaged and returned stock.

**2. Revenue recognition and period-end cut-off for sales and purchases**

**Why the matter was considered to be one of most significance in our audit**

The Company's business involves dispatch-based sales, seasonal purchases, customer returns and inventory movements near the reporting date. Determining the appropriate period for recognition of sales and purchases requires evaluation of dispatch terms, receipt of goods, transfer of control / risks and rewards, customer returns and related supporting documentation.

Considering the volume of transactions around the year-end and the impact of cut-off on revenue, purchases, inventory, trade receivables and trade payables, this matter required significant audit attention and was considered to be a key audit matter.

**How the matter was addressed in the audit**

Our procedures included, among others, testing transactions recorded before and after the year end on a sample basis with reference to supporting documents such as dispatch documents, invoices, agreements, goods receipt records and return documents; examining customer returns; evaluating management's basis for recognition of sales and purchases around year end; performing additional substantive procedures in respect of selected transactions close to the reporting date; and assessing whether any resulting misstatements, individually or in aggregate, were material to the standalone financial statements.

**3. Recoverability of trade receivables**

**Why the matter was considered to be one of most significance in our audit**

As at the balance sheet date, trade receivables constituted approximately 30% of the annual turnover of the Company. In the seed business, the level of receivables can be significant due to the nature of distribution channels, seasonal sales cycles and credit terms extended to customers. Assessment of recoverability requires judgment regarding ageing, customer-wise exposure, past collection trends, subsequent realisations and the need for impairment provision. Accordingly, recoverability of trade receivables was considered to be a key audit matter.

**How the matter was addressed in the audit**

Our procedures included reviewing the ageing of receivables; testing subsequent collections; obtaining external confirmations on a sample basis where considered necessary; evaluating long-outstanding balances and customer-specific exposures; considering historical recovery trends; and assessing the adequacy of provisions and related disclosures in the standalone financial statements.

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**4. Initial Public Offer and utilisation of proceeds**

**Why the matter was considered to be one of most significance in our audit**

During the year, the Company raised funds through an Initial Public Offer. The proceeds were intended to be utilised towards working capital requirements, repayment of borrowings and General Corporate expenses. Considering the significance of the transaction, the accounting and presentation thereof, and the need to evaluate utilisation of the proceeds for the stated purposes, this matter was considered to be a key audit matter.

**How the matter was addressed in the audit**

Our audit procedures included reviewing the offer documents, Board and shareholder approvals, examining the accounting for share capital, securities premium and issue expenses, tracing receipt of proceeds through bank statements, and testing utilisation of the proceeds towards the stated objects, including working capital requirements, repayment of borrowings and General Corporate expenses. on a sample basis.

**5. Purchase from related party**

**Why the matter was considered to be one of most significance in our audit**

During the year, the Company purchased goods amounting to Rs 20.74 crores from Unison Agri Services, representing approximately 40% of total purchases. The transaction is significant due to its magnitude, related-party nature and potential impact on cost of materials, inventory valuation, margins and related party disclosures.

We identified this as a key audit matter considering the significance of the transaction and the audit effort involved in evaluating the approval process, arm's-length nature, occurrence, completeness, cut-off and disclosure of such transactions.

**How the matter was addressed in the audit**

Our audit procedures included, among others, obtaining an understanding of the nature of the relationship and transaction, verifying approval of the Audit Committee / Board / shareholders, where applicable, testing purchase invoices and supporting documents on a sample basis, comparing pricing and terms with available market / third-party evidence, reviewing goods receipt and inventory records, testing year-end cut-off, verifying outstanding balances and evaluating the adequacy of related party disclosures in the financial statements.

**Other Information**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon.

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

SKSVM & Co. CA BANGALORE CHARTERED ACCOUNTANTS

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the standalone 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

SKSVM & Co.
CA
BANGALORE
CHARTERED ACCOUNTANTS

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern;
- evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- 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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters.

SKSVM & Co. CA BANGALORE CHARTERED ACCOUNTANTS

**Report on Other Legal and Regulatory Requirements**

**1. CARO 2020**

As required by the Companies (Auditor's Report) Order, 2020, issued by the Central Government in terms of section 143(11) of the Act, we give in Annexure A a statement on the matters specified in paragraphs 3 and 4 of the said Order.

**2. As required by section 143(3) of the Act, we report that:**

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

d. The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

e. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021, as amended.

f. On the basis of the written representations received from the directors as on 31 March 2026 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act.

g. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B. Section 143(3)(i) specifically requires this reporting.

h. With respect to the other matters to be included in the Auditor's Report in accordance with section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us: Rule 11 continues to require reporting on litigations, foreseeable losses, IEPF, intermediary / ultimate beneficiary representations, dividend compliance, and audit trail.

(i) According to the information and explanations given to us, the Company has no pending litigations other than as disclosed in Annexure XIII in its standalone financial statements.

(ii) According to the information and explanations given to us, the Company has no derivative contracts.

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

SKSVM & Co. CHARTERED ACCOUNTANTS BANGALORE

(iv)

- the management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced, loaned or invested by the Company to or in any persons or entities with the understanding that such intermediary would directly or indirectly lend or invest in other persons or entities identified on behalf of the Company or provide any guarantee, security or the like on behalf of such ultimate beneficiaries;
- the management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any persons or entities with the understanding that the Company would directly or indirectly lend or invest in other persons or entities identified on behalf of the funding party or provide any guarantee, security or the like on behalf of such ultimate beneficiaries; and
- based on the audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the above representations contain any material misstatement.

(v) The Company has not declared or paid any dividend during the year.

(vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which did not have the feature of recording audit trail (edit log) facility for all relevant transactions recorded in the software during the year ended 31 March 2026. Accordingly, the reporting requirement under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 has not been complied with. Since the audit trail (edit log) facility was not available in the accounting software, the question of our commenting on whether such feature operated throughout the year or whether there was any instance of tampering does not arise.

**For SKSVM & CO, Chartered Accountants**
**Firm Registration No. 002045S**

SKSVM & Co. CA BANGALORE CHARTERED ACCOUNTANTS

**Shivakumara G V**
**Partner**
**Membership No. 232286**

**UDIN:** 26232286ZSLUBD9133
**Place: Bengaluru**
**Date: 25.05.2026**

**Annexure A to the Independent Auditor's Report**

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

In terms of the Companies (Auditor's Report) Order, 2020 ("the Order"), and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we report that:

**i. Property, Plant and Equipment and Intangible Assets**

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

b. The Company has maintained proper records of intangible assets.

c. Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.

d. According to the information and explanations given to us and based on our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

e. The Company has not revalued its Property, Plant and Equipment or intangible assets during the year.

f. According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at the balance sheet date for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder.

**ii. Inventory and working capital statements**

a. According to the information and explanations given to us, the inventory has been physically verified by the management as at March 31, 2026. We did not physically attend the inventory verification. Our audit procedures included review of the physical verification records prepared by the management, reconciliation of such records with the books of account, test checks of inventory records and obtaining explanations and representations from the management.

The inventories, except goods in transit, have been physically verified by the management during the year at reasonable intervals. In our opinion, having regard to the size of the Company and the nature of its business, including seasonal inventory build-up and customer returns, the coverage and procedure of such verification by the management were appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such physical verification.

b. The Company has been sanctioned working capital limits in excess of ₹5 crore, in aggregate, from banks / financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the monthly/quarterly returns /

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CA
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statements filed by the Company with such banks / financial institutions are not in agreement with the books of account in respect of trade receivables The details of such areas under: CARO 3(ii)(b) specifically requires this reporting.

**(Rs in lakhs)**

| Quarter / Period | Particulars | Amount as per books (₹) | Amount as per statement filed (₹) | Difference (₹) | Explanation |
|---|---|---|---|---|---|
| Apr-25 | Inventory | 2,323.39 | 2,323.39 | - | Ref. Note Below |
| | Trade Receivables | 654.14 | 844.81 | -190.67 | |
| May-25 | Inventory | 2,606.38 | 2,606.38 | - | |
| | Trade Receivables | 1,572.15 | 1,572.37 | -0.22 | |
| Jun-25 | Inventory | 2,477.56 | 2,477.56 | - | |
| | Trade Receivables | 1,692.02 | 1,697.85 | -5.84 | |
| Jul-25 | Inventory | 2,651.62 | 2,651.62 | - | |
| | Trade Receivables | 1,517.40 | 1,517.55 | -0.15 | |
| Aug-25 | Inventory | 2,828.30 | 2,828.30 | - | |
| | Trade Receivables | 1,401.41 | 1,406.41 | -5.00 | |
| Sep-25 | Inventory | 2,618.85 | 2,618.85 | - | |
| | Trade Receivables | 2,784.07 | 2,782.82 | 1.26 | |
| Oct-25 | Inventory | 2,480.80 | 2,480.80 | - | |
| | Trade Receivables | 2,863.72 | 2,863.72 | - | |
| Nov-25 | Inventory | 2,690.42 | 2,690.42 | - | |
| | Trade Receivables | 2,653.50 | 2,653.50 | - | |

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| Quarter / Period | Particulars | Amount as per books (₹) | Amount as per statement filed (₹) | Difference (₹) | Explanation |
|---|---|---|---|---|---|
| Dec-25 | Inventory | 3,165.50 | 3,165.50 | - | Ref. Note Below |
| | Trade Receivables | 2,750.11 | 2,750.11 | - | |
| Jan-26 | Inventory | 3,314.55 | 3.314.55 | - | |
| | Trade Receivables | 2,257.03 | 2,256.78 | 0.25 | |
| Feb-26 | Inventory | 3,414.02 | 3,414.02 | - | |
| | Trade Receivables | 1,839.21 | 1,842.49 | -3.29 | |
| Mar-26 | Inventory | 4,114.31 | 4,114.31 | - | |
| | Trade Receivables | 1,817.40 | 2,131.11 | -313.74 | |

***Note:*** As explained to us, the differences are mainly on account of provisional figures submitted to banks before finalisation of books, subsequent accounting entries, credit notes / debit notes, provision entries and regrouping / reclassification adjustments. The Company has provided reconciliation for the differences.

**iii. Investments, guarantees, securities and loans**

The Company has not made investments in, provided any guarantee or security to, or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, paragraph 3(iii)(a) to 3(iii)(f) of the Order is not applicable.

**iv. Compliance with sections 185 and 186**

In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made any investments, given any guarantees or provided any securities to parties covered under Sections 185 and 186 of the Companies Act, 2013. Accordingly, reporting under clause 3(iv) of the Order is not applicable.

**v. Deposits**

The Company has not accepted any deposits or amounts deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder. Accordingly, paragraph 3(v) of the Order is not applicable.

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**vi. Cost records**

According to the information and explanations 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, 2013 in respect of the activities carried on by the Company. Accordingly, reporting under clause 3(vi) of the Companies (Auditor's Report) Order, 2020 is not applicable.

**vii. Statutory dues**

a. The Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, cess and other statutory dues applicable to it, and there were no undisputed amounts outstanding for a period of more than six months from the date they became payable.

b. The details of statutory dues which have not been deposited on account of disputes are given below:

| Nature of Demand | Amount Rs | Period | Forum where dispute is Pending |
|---|---|---|---|
| Income Tax demand u/s 154 | 12,99,815 | 2020-21 | CBDT |
| Income Tax demand u/s 154 | 15,23,236 | 2021-22 | CBDT |

**viii. Undisclosed income**

According to the information and explanations given to us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

**ix. Borrowings**

a. The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

b. The Company has not been declared a wilful defaulter by any bank or financial institution or government authority.

c. Term loans were applied for the purpose for which the loans were obtained.

d. Funds raised on a short-term basis have not been used for long-term purposes.

**x. Money raised by issue of securities**

a. During the year, the Company raised moneys by way of an Initial Public Offer. In our opinion and according to the information and explanations given to us, the moneys so raised were applied for the purposes for which they were raised, including meeting working capital requirements, repayment of borrowings and General Corporate expenses, as stated in the offer documents and the notes to the standalone financial statements. CARO 3(x)(a) requires reporting whether IPO / FPO monies were applied for the stated purposes.

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b. The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year.

**xi. Fraud and whistle-blower matters**

a. No fraud by the Company or on the Company has been noticed or reported during the year.

b. No report under section 143(12) of the Act in Form ADT-4 has been filed during the year and up to the date of this report

c. As per the information and explanation given, there are no whistle-blower complaints.

**xii. Nidhi company**

The Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

**xiii. Related party transactions**

In our opinion, the Company is in compliance with sections 177 and 188 of the Act, where applicable, for all related party transactions and the details of such transactions have been properly disclosed in the standalone financial statements as required by the applicable accounting standards.

**xiv. Internal audit**

a. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

b. We have considered the internal audit reports of the Company issued till date, covering the period up to December 31, 2025. The internal audit for the quarter ended March 31, 2026 was stated to be in progress and the related report was not available as at the date of our audit report.

**xv. Non-cash transactions with directors**

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 them. Accordingly, paragraph 3(xv) of the Order is not applicable.

**xvi. Registration under RBI Act**

a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable.

b. The company is not part of any group. Hence, reporting under clause 3(xvi) (d) of the Order is not applicable.

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CHARTERED ACCOUNTANTS

**xvii. Cash losses**

The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year and hence clause (xvii) is not applicable.

**xviii. Resignation of statutory auditors**

There has been no resignation of the statutory auditors during the year, therefore this clause (xviii) of the Order is not applicable

**xix. Material uncertainty on meeting liabilities**

On the basis of the financial ratios, ageing and expected realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, and our knowledge of the Board's and management's plans, nothing has come to our attention which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the balance sheet date as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company nor a guarantee that all liabilities falling due within a period of one year from the balance sheet date will necessarily get discharged by the Company as and when they fall due.

**xx. Corporate Social Responsibility**

In our opinion and according to the information and explanations given to us, there are no unspent amounts towards Corporate Social Responsibility, other than ongoing projects, requiring transfer to a Fund specified in Schedule VII to the Companies Act, 2013 in compliance with the second proviso to Section 135(5) of the Act.

**For SKSVM & CO, Chartered Accountants**
**Firm Registration No. 002045S**

SKSVM & CO. CA BANGALORE CHARTERED ACCOUNTANTS

**Shivakumara G V]**
**Partner**
**Membership No. 232286**

**UDIN:** 26232286ZSLUBD9133
**Place: Bengaluru**
**Date: 25.05.2026**

## Annexure B to the Independent Auditor's Report

### (Referred to in paragraph 2(g) under "Report on Other Legal and Regulatory Requirements" of our report of even date)

Report on the Internal Financial Controls with reference to Standalone Financial Statements under clause (i) of sub-section (3) of section 143 of the Companies Act, 2013

We have audited the internal financial controls with reference to standalone financial statements of **Unisem Agritech Limited** ("the Company") as of 31 March 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date. Section 143(3)(i) requires the auditor to state whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control criteria established by the Company considering the essential components of internal control. 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, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act, to the extent applicable.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit includes obtaining an understanding of such internal financial controls, 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 judgment, including the assessment of

SKSVM & Co. CA BANGALORE CHARTERED ACCOUNTANTS

risks of material misstatement of the standalone 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 opinion.

**Meaning of Internal Financial Controls with reference to Standalone Financial Statements**

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. Such controls include policies and procedures that:

- pertain to the maintenance of records that accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorisations of management and directors of the Company; and
- 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 standalone financial statements.

**Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, 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 such internal financial controls to future periods are subject to the risk that such controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In forming our opinion, we have considered the process-level controls established by the Company across key financial reporting cycles, including Inventory, Procure-to-Pay and Order-to-Cash, together with management review controls, approval controls, reconciliation procedures and compensating controls. Certain controls operated through manual and spreadsheet-based procedures; however, based on the audit procedures performed on test check basis, such matters did not indicate any material weakness in the Company's internal financial controls with reference to financial statements.

SKSVM & Co. CA BANGALORE CHARTERED ACCOUNTANTS

In our opinion, the Company has, in all material respects, maintained adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2026, based on the internal control framework adopted 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 SKSVM & CO, Chartered Accountants**
**Firm Registration No. 002045S**

SKSVM & Co. CA BANGALORE CHARTERED ACCOUNTANTS

**Shivakumara G V]**
**Partner**
**Membership No. 232286**

**UDIN:** 26232286ZSLUBD9133
**Place: Bengaluru**
**Date: 25.05.2026**

**Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone)**

**I. Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2026[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016) (Rs in Lacs)**

| Sl. No. | Particulars | Audited Figures (as reported before adjusting for qualifications) | Adjusted Figures (audited figures after adjusting for qualifications) |
|---|---|---|---|
| 1. | Turnover / Total income | 8107.33 | Not Ascertainable |
| 2. | Total Expenditure | 7396.08 | |
| 3. | Net Profit/(Loss) | 711.25 | |
| 4. | Earnings Per Share | 5.89 | |
| 5. | Total Assets | 8290.31 | |
| 6. | Total Liabilities | 8290.31 | |
| 7. | Net Worth | 3299.48 | |
| 8. | Any other financial item(s) (as felt appropriate by the management) | - | |

**II. Audit Qualification (each audit qualification separately):**

a. **Details of Audit Qualification:**

Interest on MSME liabilities and its disclosure requirements:

a) We draw attention towards the non-provision of interest payable to MSME creditors as per Section 16 of Micro Small and Medium Enterprises Development Act 2006 and the impact on financial statements cannot be reported due to lack of information.

b) We draw attention to the disclosure requirements as per Schedule III of Companies Act, 2013 read with Section 22 of the Micro, Small and Medium Enterprise Development Act, 2006 in the Financial Statements.

b. **Type of Audit Qualification:** Qualified Opinion

c. **Frequency of qualification:** Appeared first time

d. **For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** Not Applicable

e. **For Audit Qualification(s) where the impact is not quantified by the auditor:**

**(i) Management's estimation on the impact of audit qualification:**

The Company has entered into written commercial agreements with certain suppliers specifying mutually agreed credit periods for settlement of dues. During the course of audit, copies of such agreements and related supporting documents were provided to the Statutory Auditors.

Based on the contractual arrangements with suppliers and the information available with the management as on March 31, 2026, the Company was of the view that no material additional liability was required to be recognized in respect of interest on outstanding dues to such suppliers.

However, in view of the observations made by the Statutory Auditors regarding the applicability of Sections 15, 16 and 22 of the Micro, Small and Medium Enterprises Development Act, 2006, the Company is undertaking a detailed review of vendor-wise balances and related contractual arrangements. Accordingly, the precise financial impact, if any, on the financial statements is presently not ascertainable.

**(ii) If management is unable to estimate the impact, reasons for the same:**

The management is presently unable to quantify the financial impact of the qualification due to non-availability of complete vendor-wise information required for determination of interest, if any, payable under the provisions of the Micro, Small and Medium Enterprises Development Act, 2006.

Further, the Company is in the process of obtaining and reconciling MSME status confirmations, payment schedules and other relevant information from certain suppliers. Pending completion of such exercise and legal evaluation of the contractual credit terms agreed with the vendors, the exact amount of interest liability, if any, and the consequential impact on the financial statements cannot be reliably determined.

Accordingly, the financial impact of the qualification remains unascertainable at this stage.

**(iii) Auditors' Comments on (i) or (ii) above:**

Management's response has been noted. However, during the course of audit, the Company has not provided complete vendor-wise information and supporting documents required to assess and quantify the interest liability, if any, payable under Sections 15 and 16 of the MSMED Act, 2006. Further, certain dues to Micro and Small Enterprise suppliers were outstanding beyond the statutory period prescribed under the MSMED Act, 2006. In the absence of complete information, the consequential impact on the financial statements and the completeness of related disclosures cannot be determined. Our audit qualification in this regard remains unchanged.

**III. Signatories:**

| | | | |
|---|---|---|---|
| | | | Shivakumara G V Digitally signed by Shivakumara G V Date: 2026.05.30 22:45:27 +05'30' |
| H N Devakumar **Managing Director** | Venkataramana R. **CFO** | Ramachandra S G **Audit Committee Chairman** | Shivakumara G V For SKSVM & CO, Chartered Accountants **(Statutory Auditor)** |

UNISEM AGRITECH LIMITED
RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Karnataka, India, 581115
CIN: L01100KA2016PLC096390

BALANCE SHEET AS AT 31ST MARCH 2026

(Rs. in Lakhs)

| | Particulars | Note | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|---|---|
| I | **EQUITY AND LIABILITIES** | | | |
| | 1. Shareholders' funds | | | |
| | (a) Share Capital | I.1 | 566.60 | 401.60 |
| | (b) Reserves and surplus | I.2 | 2,732.88 | 558.05 |
| | (c) Money received against share warrants | | - | - |
| | **Sub Total Shareholder's Funds** | | **3,299.48** | **959.65** |
| | 2. Non-current liabilities | | | |
| | (a) Long-term borrowings | I.3 | 780.19 | 305.73 |
| | (b) Net Deferred tax liabilities | | - | - |
| | (c) Other Non-current liabilities | I.4 | 262.84 | 225.99 |
| | (d) Long-term provisions | I.5 | 65.46 | 99.31 |
| | **Sub Total Non Current Liabilities** | | **1,108.49** | **631.03** |
| | 3. Current liabilities | | | |
| | (a) Short-term borrowings | I.6 | 916.47 | 884.45 |
| | (b) Trade payables | I.7 | | |
| | i) Due to MSME | | 1,975.63 | 1,166.66 |
| | ii) Due to Others | | 9.23 | 135.74 |
| | (c) Other current liabilities | I.8 | 627.71 | 762.11 |
| | (d) Short-term provisions | I.9 | 353.31 | 260.18 |
| | **Sub Total Current Liabilities** | | **3,882.35** | **3,209.14** |
| | **TOTAL** | | **8,290.31** | **4,799.81** |
| II. | **ASSETS** | | | |
| | **1. Non-current assets** | | | |
| | (a) Property Plant & Equipments and Intangible Assets | I.10 | | |
| | (i) Property Plant & Equipments | | 755.87 | 351.62 |
| | (ii) Intangible Assets | | 8.28 | 10.31 |
| | (iii) Capital work-in-progress | | - | 256.90 |
| | (iv) Intangible assets under development | | - | - |
| | (b) Non Current Investments | | - | - |
| | (c) Deferred Tax Assets | I.11 | 50.14 | 48.70 |
| | (d) Long-term Loans and Advances | | | |
| | (e) Other Non Current Assets | I.12 | 8.86 | 14.70 |
| | **Sub Total Non Current Assets** | | **823.15** | **682.24** |
| | **2. Current assets** | | | |
| | (a) Current Investments | I.13 | - | - |
| | (b) Inventories | I.14 | 4,114.39 | 1,977.19 |
| | (c) Trade receivables | I.15 | 2,432.28 | 1,300.94 |
| | (d) Cash and cash equivalents | I.16 | 248.54 | 405.85 |
| | (e) Short-term loans and advances | I.17 | 671.95 | 433.58 |
| | (f) Other Current Assets | | - | - |
| | **Sub- Total Current Assets** | | **7,467.15** | **4,117.56** |
| | **TOTAL** | | **8,290.31** | **4,799.81** |

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV.

**As per our report of even date attached**
**For SKSVM & CO, Chartered Accountants**
**Firm Registration No. 002045S**

SKSVM & Co. CHARTERED ACCOUNTANTS BANGALORE

**Shivakumara G V**
**Partner**
**Membership No. 232286**
**UDIN: 26232286ZSLUBD9133**

**Place: Bengaluru**
**Date: 25.05.2026**

**For and on the behalf of the Board of Directors**
**Unisem Agritech Limited**

**Beeranahlli Hemlanaik Devasinghnaik**
**CEO**
**PAN: ATMPD9178M**

UNISEM AGRITECH LIMITED

**Dharanendra Halappa Gouda**
**Whole-time director**
**DIN: 07602434**

**Venkataramana Ramalingam**
**CFO**
**PAN: ACBPV9961C**

**Honnebagi Nagappa Devakumar**
**Managing Director**
**DIN: 07586484**

**Bobby Seth**
**Company Secretary**
**Membership No.: A65589**

UNISEM AGRITECH LIMITED
RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Karnataka, India, 581115
CIN: L01100KA2016PLC096390

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2026

(Rs. in Lakhs)

| | Particulars | Note | For the year ended 31/03/2026 | For the year ended 31/03/2025 |
|---|---|---|---|---|
| I | Revenue from operations | II.1 | 8,103.38 | 6,907.75 |
| II | Other Income | II.2 | 3.95 | - |
| III | **Total Income (I+II)** | | **8,107.33** | **6,907.75** |
| | **Expenses:** | | | |
| | (a) Purchase Cost of materials | II.3 | 4,954.93 | 3,020.39 |
| | (b) Changes in inventories of finished goods and work-in- progress | II.4 | (2,066.09) | (455.78) |
| | (c) Employee benefits expense | II.5 | 1,108.20 | 1,031.42 |
| | (d) Finance costs | II.6 | 244.89 | 86.15 |
| | (e) Depreciation and amortisation expense | I.10 | 90.98 | 69.63 |
| | (f) Other expenses | II.7 | 3,063.17 | 2,584.32 |
| IV | **Total expenses** | | **7,396.08** | **6,336.14** |
| V | **Profit /(Loss) before tax and Exceptional Items (III-IV)** | | **711.25** | **571.62** |
| VI | **Exceptional Items** | | | - |
| VII | **Profit /(Loss) before tax (V-VI)** | | **711.25** | **571.62** |
| VIII | **Tax expense:** | | | |
| | (a) Current tax expense | | 183.04 | 150.63 |
| | (b) Deferred tax charge/(credit) | | (1.44) | (6.43) |
| | | | **181.61** | **144.20** |
| IX | **Profit after tax for the year (VII-VIII)** | | **529.65** | **427.41** |
| X | **Earnings per share (face value of Rs. 5/- each):** | II.8 | | |
| | (a) Basic (in Rs.) | | 5.89 | 5.32 |
| | (b) Diluted (in Rs.) | | 5.89 | 5.32 |

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV

**As per our report of even date attached**
**For SKSVM & CO, Chartered Accountants**
**Firm Registration No. 002045S**

**Shivakumara G V**
**Partner**
**Membership No. 232286**
**UDIN: 26232286ZSLUBD9133**

**Beeranahlli Hemlanaik Devasinghnaik**
**CEO**
**PAN: ATMPD9178M**

**For and on the behalf of the Board of Directors**
**Unisem Agritech Limited**

**Dharanendra Halappa Gouda**
**Whole-time director**
**DIN: 07602434**

**Venkataramana Ramalingam**
**CFO**
**PAN: ACBPV9961C**

**Honnebagi Nagappa Devakumar**
**Managing Director**
**DIN: 07586484**

**Bobby Seth**
**Company Secretary**
**Membership No.: A65589**

**Place: Bengaluru**
**Date: 25.05.2026**

**UNISEM AGRITECH LIMITED**
**RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Karnataka, India, 581115**
**CIN: L01100KA2016PLC096390**

**STATEMENT OF CASH FLOW FOR THE YEAR ENDING ON 31ST MARCH 2026**

(Rs. in Lakhs)

| Particulars | For the year Ended 31-03-2026 | For the year Ended 31-03-2025 |
|---|---|---|
| **A. CASH FLOW FROM OPERATING ACTIVITIES** | | |
| Net Profit before Extraordinary items | 711.25 | 571.62 |
| **Adjustment For:** | | |
| (a) Depreciation and Amortization | 90.98 | 69.63 |
| (b) Interest Charges | 206.33 | 68.78 |
| (c) Loan Processing Fees | 34.59 | 15.03 |
| (d) Provision for Gratuity | 22.72 | 16.16 |
| (e) Bad debts Written off | 8.43 | 0.72 |
| (f) Interest Income | (3.95) | - |
| **Operating Profit before Working Capital Changes** | 1,070.35 | 741.94 |
| Adjustment For : | | |
| (a) (Increase)/Decrease in Inventories | (2,137.20) | (481.71) |
| (b) (Increase)/Decrease in Trade Receivables | (1,139.77) | (417.65) |
| (c) (Increase)/Decrease in Loans & Advances | (123.37) | (68.15) |
| (d) (Increase)/Decrease in Current Investments | - | - |
| (e) Increase /(Decrease) in Trade Payables | 682.47 | 654.74 |
| (f) Increase/(Decrease) in Other current Liabilities | (134.40) | (58.92) |
| (g) Increase/(Decrease) in Short term provisions | (89.92) | (68.23) |
| (h) Increase/(Decrease) in Long term provisions | (56.57) | - |
| (i) Increase/(Decrease) in Other non-current liabilities | 36.85 | 31.64 |
| (j) Increase/(Decrease) in Other non-current assets | 5.84 | (1.68) |
| CASH GENERATED FROM OPERATIONS | (1,885.70) | 331.96 |
| Less : Direct Taxes paid | (115.00) | (108.00) |
| CASH FLOW BEFORE EXTRAORDINARY ITEMS | **(2,000.70)** | **223.96** |
| NET CASH FROM OPERATING ACTIVITIES (A) | **(2,000.70)** | **223.96** |
| **B. CASH FLOW FROM INVESTING ACTIVITIES** | | |
| Fixed Assets Purchased (Net) | (236.31) | (380.10) |
| Fixed Assets Sold during the year (Net) | - | - |
| Interest Income received | 3.95 | - |
| NET CASH FROM INVESTING ACTIVITIES (B) | **(232.36)** | **(380.10)** |
| **C. CASH FLOW FROM FINANCING ACTIVITIES** | | |
| Proceeds from Borrowings | 11,835.87 | 6,766.84 |
| Repayment of Borrowings | (11,329.40) | (6,187.99) |
| Proceeds from Issue of Share Capital | 2,145.00 | - |
| Issue Expense on account of IPO of shares | (334.82) | - |
| Dividend Paid | - | - |
| Interest Paid | (206.33) | (68.78) |
| Loan Processing Fees Paid | (34.59) | (15.03) |
| NET CASH FLOW IN FINANCING ACTIVITIES (C) | **2,075.74** | **495.04** |
| NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C ) | (157.31) | 338.89 |
| Opening Balance – Cash & Cash Equivalent | 405.85 | 66.96 |
| Closing Balance – Cash & Cash Equivalent | **248.54** | **405.85** |

**As per our report of even date attached**
**For SKSVM & CO, Chartered Accountants**
**Firm Registration No. 002045S**

**Shivakumara G V**
**Partner**
**Membership No. 232286**
**UDIN:** 26232286ZSLUBD9133

**Place: Bengaluru**
**Date: 25.05.2026**

**Beeranahlli Hemlanaik Devasinghnaik**
**CEO**
**PAN: ATMPD9178M**

**For and on the behalf of the Board of Directors**
**Unisem Agritech Limited**

**Dharanendra Halappa Gouda**
**Whole-time director**
**DIN: 07602434**

**Venkataramana Ramalingam**
**CFO**
**PAN: ACBPV9961C**

**Honnebagi Nagappa Devakumar**
**Managing Director**
**DIN: 07586484**

**Bobby Seth**
**Company Secretary**
**Membership No.: A65589**

**ANNEXURE-IV**

**Significant Accounting Policies & Notes to Accounts**

**The Company**

Unisem Agritech Limited was originally incoportated as Unisem Agritech Private Limited under the provisions of Companies Act, 2013 with certificate of incorporation dated 09.09.2016 issued by Registrar of Companies (CIN: U011KA2016PTC096390). Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on 11.02.2025, the Company was converted into a Public Limited Company and consequently the name of the Company was changed from Unisem Agritech Private Limited to Unisem Agritech Limited vide a fresh Certificate of Incorporation dated 25.02.2025, issued by the Registrar of Companies, CPC. The Corporate Identification Number of Company is L01100KA2016PLC096390.

**Nature of Operations**

The company is engaged engaged in developing, processing, and selling diverse range of seeds for vegetables, flower and field crops. By integrating conventional breeding techniques, we strive to develop hybrid vegetable, flower and field crop seeds that offer higher yields, improved product quality, and greater resistance to pests and diseases compared to naturally occurring varieties. Our core operations focus on developing hybrid vegetable, flower and field crop seed varieties and processing them to ensure the consistent quality. The company's operations are carried out in Ranebennur, Karnataka. Additionally, the company has expanded its presence with offices in various states, including Telangana, Madhya Pradesh, Odisha, Bihar, Chhattisgarh, Uttar Pradesh, and Patna, as well as other locations within Karnataka. Apart from this, the company has over 800 distributors across India.

**Basis of Preparation of Financial Statements**

These Standalone financial statements as restated are prepared under the historical cost basis of accounting and evaluated on a going concern basis, with revenues and expenses accounted for on their accrual to comply in all material aspects with the applicable accounting principles and applicable Accounting Standards notified under section 133 of the Companies Act 2013, read with Companies (Accounting Standards) Rules, as amended from time to time and the relevant provisions of the Companies Act, 2013, as applicable. The accounting policies have been consistently applied by the Company; and the accounting policies not referred to otherwise, are in conformity with Indian Generally Accepted Accounting Principles ('Indian GAAP'). The accounting policies adopted in the preparation of standalone financial statements are consistent with those of previous year.

The Standalone Financial Statements for the year ended 31st March, 2025, 2024 and 2023 have been prepared in accordance with Schedule III of the Companies Act, 2013. For the purpose of inclusion in the offer document, audited standalone financial statements are prepared in accordance with Schedule III of the Companies Act, 2013. The adoption of Schedule III of the Companies Act, 2013 do not impact recognition and measurement principles followed for preparation of financial statements. However, adoption of Schedule III of the Companies Act, 2013 has significant impact on presentation and disclosures made in the financial statements for these years.

**Use of estimates**

The preparation of standalone financial statements require estimates and assumptions to be made that affect the reported balances of assets as on the date of the standalone financial statements and the reported amount of revenues and expenses during the reporting period. Accounting estimates could change from period to period. Actual results could differ from these estimates. Appropriate changes in estimates are made as and when the Management becomes aware of the changes in the circumstances surrounding the estimates. Changes in estimates, if any, are reflected in the financial statements in the period in which the changes are made and if material, their effects are disclosed in the notes to the standalone financial statements.

These financial statements are presented in Indian Rupees (INR) which is the functional and presentation currency. All amounts disclosed in the Restated financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

The following significant accounting policies are adopted in the preparation and presentation of these standalone financial statements:

**1. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Sale of Goods

Sales are recognized on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with delivery to the customers and no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of goods and it is not unreasonable to expect ultimate collection.

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UNISEM AGRITECH LIMITED

Other Income

Revenue in respect of interest, R&D income and other claims is recognised only when it is reasonably certain that the ultimate collection will be made.

**2. a) Property, Plant & Equipment (PPE)**

An item of Property, Plant & Equipments is recognized as an asset if it is probable that future economic benefits associated with the item will flow to the company and its cost can be measured reliably. Gross PPE are stated at cost of acquisition including incidental expenses relating to acquisition and installation and net of input tax credits, less accumulated depreciation and impairment loss, if any. Cost includes all expenses incurred to bring the asset to its working condition and current location for its intended use. Borrowing cost incurred, if any, during the period of construction is capitalized as part of cost of qualifying asset.

**b) Capital Work-In-Progress**

Capital work-in-progress comprises cost of fixed assets that are not yet ready for their intended use at the balance sheet date. Currently, the Company is constructiong a processing plant which is under construction, being located at Plant R S No 11B, Near Bhavani Rice Mill Magoad Road, Ranebennur-581115.

**c) Impairment of Assets**

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

**d) Intangible Assets**

Intangible assets are recognised, if the future economic benefits attributable to the assets are expected to flow to the Company and cost of the asset can be measured reliably. The same are amortised over the expected duration of benefits. Such intangible assets are measured at cost less any accumulated amortisation and impairment losses, if any.

**3. Depreciation**

Depreciation on fixed assets is provided on Written Down Value Method (WDV) at the rates arrived at on the basis of useful life / remaining useful life and in the manner as prescribed in, Part C, Schedule II of the Companies Act, 2013.

| Type of Asset | Useful Life as per Schedule II | Rates as per Schedule II |
|---|---|---|
| Building | 30 Years | 9.50% |
| Plant and Machinery | 15 Years | 18.10% |
| Electrical Fittings | 10 Years | 25.89% |
| Vehicles | 8 Years | 31.23% |
| Furnitures & Fixtures | 10 Years | 25.89% |
| Air Conditioners/ Coolers | 10 Years | 25.89% |
| Intangible Assets | 10 Years | 25.89% |
| Computers, Desktops, Laptops | 3 Years | 63.16% |

**4. Inventories**

Inventories of Raw Materials are stated at cost, Semi-Finished Goods and Finished Goods are stated at cost or net realizable value, whichever is lower. Cost comprises all cost of purchase, cost of conversion and other costs which are being incurred in bringing the inventories to their present location and condition. Cost formula used is 'FIFO Basis'.

**5. Retirement Benefits & Other Employee benefits**

Defined-contribution plans:

Defined contribution to provident fund (PF) & employee state insurance (ESI) is charged to the profit and loss account on accrual basis.

Defined-benefit plans:

Provision for gratuity liability is provided based on actuarial valuation made covering all the period.
The company is not required to provide for leave encashment as generally, the employees have utilized their respective leave entitlements. Any unutilized leave balance gets lapsed after the year end, as per policy of the company.

Bonus expenditure is charged to profit and loss account on accrual basis.

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UNISEM AGRITECH LIMITED

Bobby Sett

**6. Lease accounting**

Operating Leases: Assets acquired on lease where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating lease. Lease rentals on assets taken on operating lease are recognized as an expense in the statement of profit and loss. Initial direct cost in respect of the lease acquired are expensed out in the year in which such costs are incurred.

**7. Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of that asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Costs incurred in raising funds are amortized equally over the period for which the funds are acquired. All other borrowing costs are charged to profit and loss account.

**8. Taxes on Income**

Tax expenses comprise Current Tax and deferred tax charge or credit.

**Current tax** - Provision for current tax is made based on tax liability computed after considering tax allowances and exemptions, in accordance with the provisions of The Income Tax Act, 1961.

**Deferred tax** - Deferred tax assets and liability is recognized, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets arising mainly on account of brought forward losses, unabsorbed depreciation and minimum alternate tax under tax laws, are recognized, only if there is a virtual certainty of its realization, supported by convincing evidence. At each Balance Sheet date, the carrying amount of deferred tax assets are reviewed to reassure realization. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

**9. Earnings per share:**

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

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

**10. Provisions, Contingent liabilities and Contingent Assets**

A provision is recognized 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 not discounted to their present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

Contingent liabilities are disclosed by way of notes to the accounts.

Contingent assets are not recognized.

**11. Cash & Cash Equivalents and Cash Flow Statement**

Cash and cash equivalents in the cash flow statement comprise cash at bank & cash on hand.

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of 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. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

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UNISEM AGRITECH LIMITED

**12. Segment Reporting**

In accordance with Accounting Standard-17 issued by theInstitute of Chartered Accountants of India, the Company has identified its business segment as "Manufacture and sale of Vegetable and Fruit seeds.". There are no other primary reportable segments. The major and material activities of the company are restricted to only one geographical segment i.e. India, hence the secondary segment disclosures are also not applicable.

**13. Foreign currency Transactions**

Transactions in foreign currency are recorded at the rates of exchange in force at the time the transactions are affected. At the year-end, monetary items denominated in foreign currency and forward exchange contracts are reported using closing rates of exchange. Exchange difference arising thereon and on realization/ payment of foreign exchange are accounted, in the relevant year, as income or expense.

**14. Investments**

Current Investments:

These are carried at lower of cost and fair value, computed category-wise. Investments that are readily realizable and intended to be held for not more than 12 months from the date of acquisition are classified as current Investment.

Non-Current Investments:

These are stated at Cost. Provision for diminution in the value of Non-Current Investments is made only if such a decline is other than temporary.

SKSVM & Co. CHARTERED ACCOUNTANTS BANGALORE

UNISEM AGRITECH LIMITED

UNISEM AGRITECH LIMITED
RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Karnataka, India, 581115
CIN: L01100KA2016PLC096390

Notes to financial statements for the period ended March 31,2026

Annexure - I.1 - Share Capital

| Particulars | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| **Authorised Share Capital** | | |
| No. of Equity Shares of Rs. 5/- each | 24,000,000 | 24,000,000 |
| Authorised Equity Share Capital (Amount. Rs. in Lakhs) (Refer Note 2 below) | 1,200.00 | 1,200.00 |
| **Issued, Subscribed & Fully Paid up Share Capital** | | |
| No. of Equity Shares of Rs. 5/- each | 11,332,000 | 8,032,000 |
| Share Capital (Amount. Rs. in Lakhs) | 566.60 | 401.60 |
| **Total** | **566.60** | **401.60** |

Reconciliation of the number of shares outstanding and the amount of share capital is set out below:-

| Particulars | As at 31/03/2026 | | As at 31/03/2025 | |
|---|---|---|---|---|
| | Number of Shares | Amount | Number of Shares | Amount |
| **Shares outstanding at the beginning of the year** | 8,032,000 | 401.60 | 4,016,000 | 401.60 |
| **Add:-Shares Issued during the year** | | | | |
| Issued during the year by way of IPO* | 3,300,000 | 165.00 | - | - |
| Bonus Shares Issued | - | - | - | - |
| Sub-division/split of 1 share of face value ₹ 5 each into such number share of face value ₹ 2 each effective 28th February 2025 (Increase in shares on account of sub-division/split) (Refer note 3 below) | - | - | 4,016,000 | - |
| **Less:Shares bought back during the year** | - | | - | |
| **Shares outstanding at the end of the year** | **11,332,000** | **566.60** | **8,032,000** | **401.60** |

*Issue of 33,00,000 Share by way of IPO at a Issue Price of Rs.65.00 for the year ended March 31,2026

Details of Shareholders holding more than 5 % shares:-

| Name of Shareholder | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| **Anil K N** | | |
| Number of Shares | 1,927,632 | 1,927,632 |
| % of Holding | 17.01% | 24.00% |
| **B H Devasingh Naik** | | |
| Number of Shares | 1,927,632 | 1,927,632 |
| % of Holding | 17.01% | 24.00% |
| **H N Devakumar** | | |
| Number of Shares | 1,927,632 | 1,927,632 |
| % of Holding | 17.01% | 24.00% |
| **R Venkataramana** | | |
| Number of Shares | 1,929,632 | 1,927,632 |
| % of Holding | 17.03% | 24.00% |

Details of Promoters holding shares:-

| Name of Shareholder | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| **H. N. Devakumar** | | |
| Number of Shares | 1,927,632 | 1,927,632 |
| % of Holding | 17.01% | 24.00% |
| **B. H. Devasinghnaik** | | |
| Number of Shares | 1,927,632 | 1,927,632 |
| % of Holding | 17.01% | 24.00% |
| **Dharanedra H Gouda** | | |
| Number of Shares | 321,272 | 321,272 |
| % of Holding | 2.84% | 4.00% |
| **R Venkatramana** | | |
| Number of Shares | 1,929,632 | 1,927,632 |
| % of Holding | 17.03% | 24.00% |
| **Anil K N** | | |
| Number of Shares | 1,927,632 | 1,927,632 |
| % of Holding | 17.01% | 24.00% |

SKSVM & CO. BANGALORE CHARTERED ACCOUNTANTS

UNISEM AGRITECH LIMITED

UNISEM AGRITECH LIMITED

**RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Karnataka, India, 581115**

**CIN: L01100KA2016PLC096390**

**Notes to financial statements for the period ended March 31,2026**

**Note:**

**1. Terms/ Rights attached to Equity shares**

The Company has one class of equity shares having a par value of Rs. 5 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

**2. Authorised Share Capital**

The Board of Directors of the Company in their meeting held on 24th December, 2024 passed a resolution increasing the existing Authorised Share Capital of the Company from 50,00,000 Equity Shares having face value of Rs. 10/- (Rupees Ten only) each, to 1,20,00,000 (One Crore Twenty Lakhs) equity shares having a face value of Rs. 10/- (Rupees Ten Only) each, aggregating to an Authorised Share Capital of Rs. 1,200 Lakhs (Rupees Twelve Crores Only). The said increase in Authorised Share Capital was duly approved by the equity shareholders of the Company at the Extraordinary General Meeting (EGM) held on 03.01.2025

**3. Sub-division/split of equity shares**

During the year under review, the Board of Directors of the Company in their meeting held on 08th February, 2025 passed a resolution of the sub-division /split of existing Equity Shares of the Company from 1 (One) Equity Share having face value of Rs. 10/- (Rupees Ten only) each fully paid-up, into such number Equity Shares having face value of Rs. 5/- (Rupees Five only) each fully paid-up. The above sub-division/split has been approved by the equity shareholders of the Company dated 11th February 2025. Pursuant to sub-division/split of shares effective 11th February 2025 ("Record Date"), the paid up equity share capital of the Company is Rs. 401.60 Lakhs consisting of 80,32,000 equity shares having face value of Rs. 5/- (Rupees Five only) each fully paid-up.

SKSVM & CO. BANGALORE CHARTERED ACCOUNTANTS

UNISEM AGRITECH LIMITED

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UNISEM AGRITECH LIMITED
RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Karnataka, India, 581115
CIN: L01100KA2016PLC096390

**Notes to financial statements for the period ended March 31,2026**
**Annexure - I.2 - Reserves And Surplus**

(Rs. in Lakhs)

| Particulars | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| **a. Securities Premuim Account** | | |
| Opening Balance | - | - |
| Add : Premium on issue of equity shares | 1,980.00 | - |
| Less: Utilisation towards Issue expenses relating to IPO of shares* | 334.82 | |
| Closing Balance | 1,645.18 | - |
| **b. Surplus/(Deficit) in Statement of Profit & Loss A/c** | | |
| Opening balance | 558.05 | 130.65 |
| (+) Net Profit For the current year | 529.65 | 427.40 |
| : Less Bonus Shares Issued | - | - |
| : Less Dividend Paid | - | - |
| : Less Income Tax | - | - |
| **Net Surplus in Statement of Profit and Loss** | **1,087.70** | **558.05** |
| **Total** | **2,732.88** | **558.05** |

*Issue of 33,00,000 Share by way of IPO at a Issue Price of Rs.65 for the year ended March 31,2026.

**Notes:**

i. Company does not have any Revaluation Reserve

**ii. Dividend declared**
The details of dividend declared by the Company is as below:

(Rs. in Lakhs)

| Particulars | For the Year ended | |
|---|---|---|
| | 31-03-26 | 31-03-25 |
| **Class of Shares** | | |
| Equity shares of Rs.10 each | - | - |
| **Rate of Dividend (%)** | | |
| Interim Dividend | - | - |
| Final Dividend | - | - |

**Annexure - I.3 - Long Term Borrowings**

(Rs. in Lakhs)

| Particulars | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| **(a) Term loans & Vehicle Loans (Refer I.3.1 & I.3.2)** | | |
| From Banks | 517.26 | 305.73 |
| From other than Banks | 262.93 | |
| **(b) Loans from Related Parties** | | |
| **Total Borrowings** | **780.19** | **305.73** |
| The above loan amount includes: | | |
| **Secured Loans** | | |
| From Banks (Refer Note I.3.1 & 1.3.2) | 415.54 | 305.73 |
| From other than Banks | | |
| **Unsecured Loans** | | |
| From Banks | 101.72 | |
| From other than Banks (Refer Note 1.3.3) | 262.93 | - |
| Loans & Advances from related parties | - | - |
| **Total Long Term Borrowings** | **780.19** | **305.73** |

SKSVM & Co. CHARTERED ACCOUNTANTS BANGALORE

UNISEM AGRITECH LIMITED

Bobby Seth

**UNISEM AGRITECH LIMITED**
**RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Karnataka, India, 581115**
**CIN: L01100KA2016PLC096390**

**Note I.3.1 Additional information to Secured Long term Borrowings**

**Loan from Banks:**

(Rs. in Lakhs)

| Name of Lender | Type of Facility and Purpose | Sanctioned Amount (Rs. In Lakhs) | Rate of Interest | Securities offered | Re-payment | Moratorium | As at 31-03-2026 | As at 31-03-2025 |
|---|---|---|---|---|---|---|---|---|
| Karnataka Bank (Loan No: 6567000600171901) | Over Draft Working Capital | 600.00 | Six Month MCLR + 0.25% (Credit Risk Premium/Spread)+1.25%(Fixed Spread) | Refer Note i,ii & iii for Primary Security, Collateral Security & Personal Gurantee respectively | On demand | NA | - | (88.92) |
| Karnataka Bank (Loan No: 6567001800168801) | Term Loan | 296.49 | 10.30% | Refer Note iv,v & vi for Primary Security, Collateral Security & Personal Gurantee respectively | Repayable in staggered 72 monthly Installments after initial holiday period of 12 months. Interest to be serviced on the monthly basis. Interest during holiday period to be served | NA | - | 1.26 |
| Federal Bank (Loan No: 21115500001012) | Cash Credit | 900.00 | 9.25 % p.a. (Repo Rate + 3.00 %) | Refer Note vii,viii & x for Primary Security, Collateral Security & Personal Gurantee respectively | 12 Months | NA | 169.62 | 907.91 |
| Federal Bank (Loan No: 21116900000489) | Term Loan | 283.43 | 9.25 % p.a. (Repo Rate + 3.00 %) | Refer Note viii, ix and x for Primary Security, Collateral Security & Personal Gurantee respectively | 72 Monthly Installments | NA | 244.42 | 283.43 |
| Federal Bank (Loan No: 21116900000497) | Term Loan | 297.00 | 9.25 % p.a. (Repo Rate + 3.00 %) | Refer Note viii, xi & x for Primary Security, Collateral Security & Personal Gurantee respectively | 84 Monthly Installments | NA | 185.27 | - |
| Federal Bank (Loan No: 21115600000427) | Over Draft Working Capital | 500.00 | 11.00 % p.a. (Repo Rate + 5.50 %) | Refer Note viii xii, xiii & x for Primary Security, Collateral Security & Personal Gurantee respectively | 48 Monthly Installments | NA | 412.87 | - |
| ICICI Bank (Loan No: LARBN00048071450) | Vehicle Loan | 13.00 | 8.95% | Hypothecation of Bolero Neo, Mahindra and Mahindra Ltd | 60 Monthly Installments | NA | 6.59 | 9.11 |
| ICICI Bank (Loan No: LAHAV00044451917) | Vehicle Loan | 24.76 | 7.90% | Hypothecation of Innova Crysta, Toyota Kirloskar India Ltd. | 60 Monthly Installments | NA | 3.42 | 8.94 |
| ICICI Bank (Loan No: LARBN00048532107) | Vehicle Loan | 10.50 | 9.20% | Hypothecation of Verna, Hyundai Motor India Ltd | 60 Monthly Installments | NA | 10.51 | 14.23 |
| ICICI Bank (Loan No: LAHAV00042522791) | Vehicle Loan | 10.00 | 7.90% | | 60 Monthly Installments | NA | - | 1.77 |

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UNISEM AGRITECH LIMITED

Bobby Seth

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|---|---|---|---|---|---|---|---|---|
| Axis Bank (Loan No: AUR000905342879) | Vehicle Loan | 19.00 | 8.00% | | 60 Monthly Installments | NA | - | 1.84 |
| ICICI Bank (Loan No: LAHAV00042584048) | Vehicle Loan | 9.49 | 7.90% | | 60 Monthly Installments | NA | - | 1.67 |
| ICICI Bank (Loan No: LARBN00048046706) | Vehicle Loan | 13.00 | 8.95% | Hypothecation of Nexon, TATA Motors Ltd. | 60 Monthly Installments | NA | 6.59 | 9.12 |
| | | | | | | | | |
| ICICI Bank (Loan No: LAHAV00044316951) | Vehicle Loan | 7.85 | 8.00% | Hypothecation of Bolero Neo, Mahindra and Mahindra Ltd | 60 Monthly Installments | NA | 0.93 | 2.69 |
| Axis Bank (Loan No: AUR000905315975) | Vehicle Loan | 9.08 | 8.00% | | 60 Monthly Installments | NA | - | 0.66 |
| Karnataka Bank (Loan No: 0656702400031401) | Vehicle Loan | 7.30 | 6 Months Treasury Bill + 3.07% (Credit Risk Premium) + 0.00 (Fixed Spread) i.e 10.03% pa. | Hypothecation of New PUNCH ADVENTURE SYSTEM | 60 Monthly Installments | NA | 5.30 | 6.62 |
| Karnataka Bank (Loan No: 6567001600260801) | Vehicle Loan | 33.00 | 6 Months Treasury Bill + 3.40%(Credit Risk Premium) + 0.00 (Fixed Spread) i.e 10.53% pa. | Hypothecation of New TOYOTA Innova Hycross | 84 Monthly Instalments | NA | 25.80 | 29.86 |
| Federal Bank (Loan No: 21117400000748) | Vehicle Loan | 32.95 | 8.00% | Hypothecation of New Innova Hycross ZX | 60 Monthly Installments | NA | 31.96 | - |
| Federal Bank (Loan No: 21117400000755) | Vehicle Loan | 10.00 | 8.00% | Hypothecation of New Mahindra Bolero Neo N10 car | 60 Monthly Installments | NA | 10.00 | - |

**UNISEM AGRITECH LIMITED**
**RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur, Haveri, Karnataka, India, 581115**
**CIN: L01100KA2016PLC096390**

**Notes:**

Karnataka Bank - (Loan No: 6567000600171901)

**i. Primary Security:** Hypothecation of Stock

**ii. Collateral Security:** Not Applicable

**iii. Guarantee :** Personal Guarantee of Directors

Karnataka Bank - (Loan No: 65670018000168801)

**iv. Primary Security:** Refer table below

| Details of Security | Value | Date of Valuation |
|---|---|---|
| Hypothecation of A/P/S 150KW to be purchased at invoice value of Rs.922000+gst 166000 electrical works carried out by M/s Varun Electricals | 10.88 | 28-09-2022 |
| Mini Sorter Machine-01 No. & Frank Screw Compressor with complete set-01 No.s (Chute-1F- 63G-1CT-MX-S-LSVP) by M/s Promech Industries Pvt Ltd. | 11.39 | 08-02-2024 |
| Hypothecation of Agrosaw fine Cleaner model Delux-2 -01 No.s Ducting for Delux-204 No.s Additional screen set-15 No.s. Agrosaw VB Elevator to Gravity Bin-01 No.s. Agrosaw gravity Model G-2 with Electric panel-01 No.s. Additional Deck Assembly-02 No.s with installation & Commissioning Charges worth Rs.1166448/- as per invoice dtd:09-02-2024 issued by M/s Osaw Agro Industries Pvt ltd. | 11.66 | 09-02-2024 |
| Equitable Mortgage of Industrial Land measuring 2 acres 17 guntas (where proposed building tobe constructed) at E-Swatthu No. 151700502100422754, VPC No. 1456, R.S.No : 11B/2A/4 & 11B/4, Near Bypass Magod Road, Ranebennur Taluk-581115, standing in the name of M/s. Unisem Agritec Pvt. Ltd., valued at Rs. 245.65 as per Valuation Report given by our panel valuer Hiremath Architect & Engineers dated.26.07.2022. FSV of Rs.221.00 lakh and building to be constructed thereon at an estimated cost of Rs.162.65 lakh. | 383.65 | 26-07-2022 |
| LAB Brushing Machine (LA-H) with Vibro Feeder with Feeding Hopper, 60L & Ladder by M/s Fowler Westrup (india) Pvt Ltd. | 12.21 | 13-12-2023 |
| Hypothecation of Agrosaw Fine Cleaner Model ultra(2)-02No.s & Additional screen set for Ultra(2)-05 set valued Rs.543412/- as per invoice issued by M/s Osaw Agro Industries Pvt Ltd dtd:04- 12-2023 | 5.43 | 04-12-2023 |
| Hypothecation of Multiple size storage racks valued Rs.5005560/- as per invoice issued by Store tech storage systemsDtd:28-12-2023. | 50.06 | 28-12-2023 |
| Hypothecation of Box stretch wrapping machine valued Rs.123900/- as per invoice dtd:01-12-2023 issued by M/s Durapak Chennai | 1.24 | 01-12-2023 |
| hypothecation of PLC Automation based MCC Panel Accessories materials valued Rs.1500000.00 as per invoice issued by Gourav Electricals dated:20-01-2022 | 17.70 | 28-09-2022 |
| Hypothecation of Vertical Continuous Band Sealing Machine (ETCBSV910)- 01 No.s by M/s Elmec Technopac Machinaries Pvt Ltd. | 2.18 | 13-12-2023 |
| Hypothecation of Jet printer of M/s Video jet valued Rs.3.50 lakhs as per invoice dated 05-12-2023 . | 3.60 | 05-12-2023 |
| Hypothecation of Book Debts | | |
| Hypthecation of Online Seed Dryer-01 No. Air Compressor(3HP)01 as per the quotation submitted dated 30.11.2023 the price of machinery is Rs.17,08,000/-\n\nBut as per latest quotation submitted dated 26-04-2024 the price of quotation is decreased to Rs.15,67,700/- according price updated | 15.68 | 30-11-2023 |
| Hypothecation of 125 KV Kirloskar Generator-01 No. valued Rs.736000 as per invoice issued by M/s Dubeer & Company dtd:04.12.2023\n\nPrice hiked due to non availability of 82.5Kv generator, the price of the generator is Rs.8.95 Lakhs as per the quotation submitted dated 29-04-2024 | 8.95 | 04-12-2023 |
| Hypothecation of Walk in plant growth chambers as per the quotation submitted by M/s Newtronic Lifecare Equipment Pvt Ltd. | 9.26 | 08-02-2024 |

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UNISEM AGRITECH LIMITED

**v. Collateral Security:** Refer table below

| Details of Security | Value | Date of Valuation |
|---|---|---|
| Equitable Mortgage of Industrial Land measuring 2 acres 17 guntas (where proposed building tobe constructed) at E-Swatthu No. 151700502100422754, VPC No. 1456, R.S.No :11B/2A/4 & 11B/4, Near Bypass Magod Road, Ranebennur Taluk-581115, standing in the name of M/s. Unisem Agritec Pvt. Ltd., valued at Rs. 245.65 as per Valuation Report given by our panel valuer Hiremath Architect & Engineers dated.26.07.2022. FSV of Rs.221.00 lakh and building to be constructed thereon at an estimated cost of Rs.162.65 lakh. | 383.65 | 26-07-2022 |
| Hypothecation of A/P/S 150KW to be purchased at invoice value of Rs.922000+gst 166000 electrical works carried out by M/s Varun Electricals | 10.88 | 28-09-2022 |
| Hypothecation of seed processing unit for vegitable seed cleaning valued Rs.10993500 as per invoice issued by Fowler Westrup (India) PVT Ltd. invoice Dtd:23-12-2021 | 109.94 | 28-09-2022 |
| Hypothecation of Air screen Seed Cleaner for Veg Seed Cleaning machine valued Rs.2372989 as per invoice issued by M/s Fowler Westrup (India) Pvt Ltd Dtd: 21-12-2021 | 23.73 | 28-09-2022 |
| Hypothecation of Auto loading feeding conveyor , seed coating machine & Online seed Dryer Capacity 2TPH worth Rs.3162510.00 as per invoice issued by M/s Reliance Automation Solutions dtd:20-12-2021 | 31.62 | 28-09-2022 |
| Hypothecation of Bry-Air Dehumidifier Model FSD-1200 machine valued at Rs.1096000 as per invoice issued Bry Air (Asia) pvt ltd dtd: 16.12.2021 | 13.17 | 28-09-2022 |
| Hypothecation of PLC Automation based MCC Panel Accessories materials valued Rs.1500000.00 as per invoice issued by Gourav Electricals dated:20-01-2022 | 17.70 | 28-09-2022 |
| EM Residential Land Building Situated at E-Swatthu No.31-3-687- 1130B, Ward No.31 R.S No.82, Plot No.19+20, Near Sri Swamy Ayyappa Temple 4th Cross Eshwar Nagar, Old Magaod Road, Ranebennur-581115, Standing in the Name of Sri. H N Devakumar, Valued of Rs.110.00 lakhs as per Valuation report given by our panel valuer Hiremath Architect & Engineers dated.26.07.2022. | 110.00 | 26-07-2022 |
| EM of Residential Land Building Situated at R. S No.888D, Plot No.42, Near I.B 3rd Cross Umashnakar Nagar, Ranebennur-581115, Standing in the Name of Sri Halappa, Valued of Rs.50.00 lakhs as per Valuation report given by our panel valuer Hiremath Architect & Engineers dated.26.07.2022. | 50.00 | 26-07-2022 |

**vi. Guarantee :** Personal Guarantee of Directors

**vii. Primary Security:** Hypothecation of stock and book debts with margin of 25%.

**viii. Collateral Security:** Refer table below

| Details of Security | Value | Date of Valuation |
|---|---|---|
| Property No 1: EM of Industrial property admeasuring 105593.15 sqft (2.424 acres or 9813.49 sqmtrs) alongwith building measuring 12521 sqft (G+F), property bearing VPC No 1456, RS No-11B/*/2A/4, 11B/*/3 & 11B/*/4 and E.No. 151700502100422754, 14 located in Magod Road, Opposite to Shakthi Dhama, Ranebennur, Haveri District. The property owned by Unisem Agritech Limited. As per valuation report furnished by V F Marabasannavar (Anubhava Construction) dated 20/03/2025 FSV of the property is Rs.858.26L (Land is Rs.718.03L and Building is Rs.140.23L) | 858.26 | 20-03-2025 |
| Property No 3: EM of residential property admeasuring 2924.56 sqft (271.80 sq mtrs) along with building measuring 2762.27 sqft (GF-1762.27 sqft & FF 1000 sq.ft), property bearing R.S No 82, Plot No 19 & 20, E-swathu no-31-3687-1130B, located in 4th Cross, Eshwar Nagar, Ayyappaswami Temple, old Magod Road, Ranebennur Taluk, Haveri District. The property owned by Sri H N Devakumar. As per valuation report furnished by V F Marabasannavar (Anubhava Construction) dated 20/03/2025 FSV of the property is Rs.107.39L (Land is Rs.62.14L and Building is Rs.45.24L) | 107.39 | 20-03-2025 |

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**UNISEM AGRITECH LIMITED**
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**CIN: L01100KA2016PLC096390**

| | | |
|---|---|---|
| Property No 2: EM of residential property admeasuring 1645 sqft (1 guntas-09) along with building measuring 1050 sqft, property bearing Plot no 42, Re.sy,no 888D located in Umashankar Nagar, Near Rudrappa Lamani House, Ranebennur, Haveri District. The property owned by Sri. M Halappa. As per valuation report furnished by V F Marabasannavar (Anubhava Construction) dated 20/03/2025 FSV of the property is Rs.51.69L (Land is Rs.34.96L and Building is Rs.16.73L) | 51.69 | 20-03-2025 |

**ix. Primary Security:** Hypothecation of seed processing plant, machineries, (seed cleaning/dry-air Dehumidifier/seed coating machine/dry store, air screen cleaner and all other machinery/assets created out of loan

**x. Guarantee :** Personal Guarantee of Directors

**xi. Primary Security :** Hypothecation of office furniture fixtures & created out of the term loan

**xii. Primary Security :** Hypothecation of stock, advance to suppliers, book debts and other current assets both present and future with a margin of 25%

**xiii. Collateral Security :** Charge by way of lien of RD of Rs. 15 Lakhs per month including interest accrued having Account No. 2110600005013

**Note I.3.2 :- Secured Long Term Borrowings** **(Rs. in Lakhs)**

| Particulars | As at 31/03/2026 | As At 31/03/2025 |
|---|---|---|
| **Secured loans** | | |
| Karnataka Bank (Loan No: 6567000600171901) | - | (88.92) |
| Karnataka Bank (Loan No: 0656702400010401) | - | - |
| Karnataka Bank (Loan No: 6567001400028801) | - | - |
| Karnataka Bank (Loan No: 65670018000168801) | - | 1.26 |
| Federal Bank (Loan No: 21115500001012) | 169.62 | 907.91 |
| Federal Bank (Loan No: 21116900000489) | 244.42 | 283.43 |
| Federal Bank (Loan No: 21116900000497) | 185.27 | - |
| Federal Bank (Loan No: 21115600000427) | 412.87 | - |
| ICICI Bank (Loan No: LARBN00048071450) | 6.59 | 9.11 |
| ICICI Bank (Loan No: LAHAV00044451917) | 3.42 | 8.94 |
| ICICI Bank (Loan No: LARBN00048532107) | 10.51 | 14.23 |
| ICICI Bank (Loan No: LAHAV00042522791) | - | 1.77 |
| Axis Bank (Loan No: AUR000905342879) | - | 1.84 |
| ICICI Bank (Loan No: LAHAV00042584048) | - | 1.67 |
| ICICI Bank (Loan No: LARBN00048046706) | 6.59 | 9.12 |

UNISEM AGRITECH LIMITED
SKSVM & Co. BANGALORE CHARTERED ACCOUNTANTS

| | | |
|---|---|---|
| ICICI Bank<br>(Loan No: LAHAV00044316951) | 0.93 | 2.69 |
| ICICI Bank<br>(Loan No: UPRKU00044157311) | - | - |
| Axis Bank<br>(Loan No: AUR000904448367) | - | - |
| Axis Bank<br>(Loan No: AUR000905315975) | - | 0.66 |
| Karnataka Bank<br>(Loan No: 0656702400031401) | 5.30 | 6.62 |
| Karnataka Bank<br>(Loan No: 6567001600260801) | 25.80 | 29.86 |
| Federal Bank<br>(Loan No: 21117400000748) | 31.96 | - |
| Federal Bank<br>(Loan No: 21117400000755) | 10.00 | - |

**Note I.3.3 :- Un-Secured Long Term Borrowings** (Rs. in Lakhs)

| Particulars | As At 31/03/2026 | As At 31/03/2025 |
|---|---|---|
| **Unsecured loans** | | |
| **a) Bajaj Finance Limited**<br>(Rate of Interest : 17.5%)<br>(Repayable in 48 monthly instalments) | 34.07 | - |
| **b) Cholamandalam Investment & Finance Company Limited**<br>(Rate of Interest : 17.5%)<br>(Repayable in 24 monthly instalments) | 27.95 | - |
| **c) Clix Capital Services Private Limited**<br>(Rate of Interest : 18%)<br>(Repayable in 30 monthly instalments) | 31.02 | - |
| **d) Godrej Finance Limited**<br>(Rate of Interest : 16.5%)<br>(Repayable in 36 monthly instalments) | 35.55 | - |
| **e) Kisetsu Saison Finance India Private Limited**<br>(Rate of Interest : 17.5%)<br>(Repayable in 36 monthly instalments) | 44.69 | - |
| **f) L&T Finance Limited**<br>(Rate of Interest : 16%)<br>(Repayable in 36 monthly instalments) | 66.89 | - |
| **g) Poonawalla Fincorp Limited**<br>(Rate of Interest : 17%\)<br>(Repayable in 36 monthly instalments) | 45.48 | - |
| **h) Shriram Finance Limited**<br>(Rate of Interest : 16.25%)<br>(Repayable in 36 monthly instalments) | 35.61 | - |
| **i) SMFG India Credit Co Limited**<br>(Rate of Interest : 16%)<br>(Repayable in 37 monthly instalments) | 43.49 | - |

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|---|---|---|
| **j) TATA Capital Limited**<br>(Rate of Interest : 17%)<br>(Repayable in 36 monthly instalments) | 41.65 | - |
| **k) Axis Bank Ltd**<br>(Rate of Interest : 14%)<br>(Repayable in 24 monthly instalments) | 46.18 | - |
| **l) Deutsche Bank**<br>(Rate of Interest : 17%)<br>(Repayable in 36 monthly instalments) | 44.75 | - |
| **m) Kotak Bank**<br>(Rate of Interest : 16%)<br>(Repayable in 36 monthly instalments) | 42.80 | - |
| **n) Yes Bank**<br>(Rate of Interest : 16.25%)<br>(Repayable in 36 monthly instalments) | 43.25 | - |

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UNISEM AGRITECH LIMITED

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**Notes to financial statements for the period ended March 31,2026**

**Annexure - I.4 - Other Non-Current Liabilities**

| Particulars | As At 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| Security Deposits | 262.84 | 225.99 |
| **Total** | **262.84** | **225.99** |

**Annexure - I.5 - Long Term Provisions**

| Particulars | As At 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| Provisions for Leave Encashment | - | - |
| Provisions for Gratuity | 65.46 | 99.31 |
| **Total** | **65.46** | **99.31** |

**Annexure - I.6 - Short Tem Borrowings**

| Particulars | As At 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| **Loan repayable on demand (Refer Note 1.3.1 & 1.3.2)** | | |
| Karnataka Bank (Loan No: 6567000600171901) | - | (88.92) |
| Federal Bank (Loan No: 21115500001012) | 169.62 | 907.91 |
| Federal Bank (Loan No: 21115600000427) | 412.87 | |
| **Current Maturities of long term debts** | 333.98 | 65.46 |
| **Total Short Term Borrowings** | **916.47** | **884.45** |
| **Secured loans** | | |
| From Banks | 582.49 | 818.99 |
| Current Maturities of long term debts | 115.26 | 65.46 |
| **Unsecured loans** | | |
| From Banks | - | - |
| Current Maturities of long term debts | 218.73 | - |
| **Total** | **916.47** | **884.45** |

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UNISEM AGRITECH LIMITED
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**Notes to financial statements for the period ended March 31,2026**

**Annexure - I.7 - Trade Payables**

(Rs. in Lakhs)

| Particulars | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| Micro, Small and Medium Enterprises | 1,975.63 | 1,166.66 |
| Others | 9.23 | 135.74 |
| **Total** | **1,984.86** | **1,302.40** |
| **Of Above, due payable to related parties** | | |
| Directors, Relatives & Entities significantly influenced by directors | 1,163.73 | 1,118.03 |

**(a) Ageing schedule:**

**Balance as at 31st March 2026**

(Rs. in Lakhs)

| Particulars | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |
|---|---|---|---|---|
| (i) MSME | 1,186.69 | - | - | - |
| (ii) Others | 798.17 | - | - | - |
| (iii) Disputed dues - MSME | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - |
| **Total** | **1,984.86** | - | - | - |

**Balance as at 31st March, 2025**

(Rs. in Lakhs)

| Particulars | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |
|---|---|---|---|---|
| (i) MSME | 1,166.66 | | | |
| (ii) Others | 135.74 | | | |
| (iii) Disputed dues - MSME | | | | |
| (iv) Disputed dues - Others | | | | |
| **Total** | **1,302.40** | - | - | - |

**(b) Dues payable to Micro and Small Enterprises:**

(₹ in Lakhs)

| Particulars | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| Principal amount remaining unpaid to any supplier as at the year end | 1,186.69 | 1,166.66 |
| Interest due on the above mention principal amount remaining unpaid to any supplier as at the year end | - | - |
| Amount of the interest paid by the Company in terms of Section 16 | - | - |
| Amount of the interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act | - | - |
| Amount of interest accrued and remaing unpaid at the end of the accounting year | - | - |

The Company has not made provision during the year for interest payable to Micro and Small Enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006,considering the past trend and overall materiality level.

Classification under Micro & Small enterprises uder MSMED, is made by the Company based on the confirmations provided by the Suppliers.

**Annexure - I.8 - Other Current Liabilities**

(₹ in Lakhs)

| Particulars | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| Advance From Customer | 614.91 | 744.82 |
| Duties & taxes/Statutory liabilities | 12.79 | 17.29 |
| Other payables | - | - |
| **Total** | **627.71** | **762.11** |

**Annexure - I.9 - Short Term Provisions**

(₹ in Lakhs)

| Particulars | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| Provision for Gratuity | 22.78 | 6.21 |
| Provision for tax | 183.04 | 152.16 |
| Provision for expenses | 147.48 | 101.81 |
| **Total** | **353.31** | **260.18** |

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**Notes to financial statements for the period ended March 31,2026**

**Annexure - I.10 - Property, plant and equipment**

(Rs. in Lakhs)

| Particulars | Land | Plant and Machinery | Electrical Fittings | Vehicles | Air Conditioners/ Coolers | Furnitures & Fixtures | Computers & Printers | Building | Total |
|---|---|---|---|---|---|---|---|---|---|
| **Gross Block** | | | | | | | | | |
| **At April 1, 2025** | 21.31 | 143.38 | 33.03 | 234.33 | 82.71 | 70.98 | 14.83 | - | 600.57 |
| Adjustments to Opening Balance | | - | - | - | - | - | - | - | - |
| Additions | - | 24.91 | - | 40.37 | - | 5.99 | 5.24 | 416.69 | 493.21 |
| Disposals | | - | | | | - | | | - |
| **At March 31, 2026** | 21.31 | 168.30 | 33.03 | 274.70 | 82.71 | 76.97 | 20.07 | 416.69 | 1,093.77 |
| **Depreciation** | | | | | | | | | |
| **At April 1, 2025** | - | 53.47 | 5.60 | 145.32 | 8.51 | 22.59 | 13.46 | - | 248.95 |
| Adjustments to Opening Balance | | - | - | - | - | - | - | - | - |
| Charge for the year | - | 26.20 | 5.06 | 19.91 | 10.75 | 10.27 | 3.47 | 13.29 | 88.95 |
| Disposals | - | - | - | - | - | - | - | | - |
| **At March 31, 2026** | - | 79.67 | 10.66 | 165.24 | 19.26 | 32.86 | 16.93 | 13.29 | 337.90 |
| **Net Block** | | | | | | | | | |
| **At March 31, 2026** | 21.31 | 88.63 | 22.37 | 109.46 | 63.45 | 44.11 | 3.14 | 403.40 | 755.87 |
| **At March 31, 2025** | 21.31 | 89.92 | 27.43 | 89.01 | 74.20 | 48.39 | 1.37 | - | 351.62 |

**I.10.1 Intangible Assets**

| Particulars | Computer software | Total |
|---|---|---|
| **Gross block** | | |
| **At April 1, 2025** | 11.82 | 11.82 |
| Additions | - | - |
| Disposals | - | - |
| **At March 31, 2026** | 11.82 | 11.82 |
| **Depreciation** | | |
| At April 1, 2025 | 1.51 | 1.51 |
| Charge for the year | 2.03 | 2.03 |
| Disposals | - | - |
| **At March 31, 2026** | 3.54 | 3.54 |
| **Net block** | | |
| **At March 31, 2026** | 8.28 | 8.28 |
| **At March 31, 2025** | 10.31 | 10.31 |

**I.10.2 Capital Work in Progress**

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| Opening | 256.90 | 159.31 |
| Adjustments to Opening Balance | | 5.51 |
| Additions | 159.79 | 92.08 |
| Deletion | - | - |
| Less: Capitalised during the Year | (416.69) | - |
| **Closing** | - | 256.90 |

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**Annexure - I.11 - Deffered Tax Assets**

(₹ in Lakhs)

| Particulars | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| Deferred Tax Assets (Net) | 50.14 | 48.70 |
| **Total** | **50.14** | **48.70** |

**Annexure - I.12 - Other Non Current Assets**

(₹ in Lakhs)

| Particulars | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| Security Deposits | | |
| - Rent Deposit | 5.36 | 11.20 |
| - Others | 3.50 | 3.50 |
| Preliminary & Pre operative Expenses | - | - |
| **Total** | **8.86** | **14.70** |

**Annexure - I.13 - Current Investments**

(₹ in Lakhs)

| Particulars | As at 31/03/2026 | As At 31/03/2025 |
|---|---|---|
| a. Investment in equity shares | | |
| (i) Quoted | | |
| (ii) Unquoted | | |
| b. Other Investments | - | - |
| **Total** | - | - |

**Annexure - I.14 - Inventories (Valued at Cost or NRV which ever is lower)**

(₹ in Lakhs)

| Particulars | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| a. Stores & Spares | 148.46 | 77.35 |
| b. Raw Materials and components | - | - |
| c. Work-in-progress | - | - |
| d. Finished goods | 3,965.93 | 1,899.84 |
| e. Stock-in-trade | - | - |
| **Total** | **4,114.39** | **1,977.19** |

**Annexure - I.15 - Trade receivables**

(₹ in Lakhs)

| Particulars | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| Undisputed, Considered good - Unsecured | 2,432.28 | 1,300.94 |
| Undisputed, Considered doubtful | - | - |
| | **2,432.28** | **1,300.94** |
| Less: Provision for Bad and Doubtful debts | | - |
| **Total** | **2,432.28** | **1,300.94** |

**Age of receivables**

**Balance as at 31st March, 2026**

(₹ in Lakhs)

| Particulars | Less than 6 months | 6 Months - 1 year | 1-2 years | 2-3 years | More than 3 years |
|---|---|---|---|---|---|
| **Undisputed** | | | | | |
| Trade receivables - Considered good | 1,962.67 | 358.79 | 67.84 | 17.00 | 25.98 |
| Trade receivables - doubtful debt | | | | | |
| **Disputed** | | | | | |
| Trade receivables - Considered good | | | | | |
| Trade receivables - doubtful debt | | | | | |
| Total | **1,962.67** | **358.79** | **67.84** | **17.00** | **25.98** |

**Balance as at 31st March, 2025**

(₹ in Lakhs)

| Particulars | Less than 6 months | 6 Months - 1 year | 1-2 years | 2-3 years | More than 3 years |
|---|---|---|---|---|---|
| **Undisputed** | | | | | |
| Trade receivables - Considered good | 1,165.58 | 61.48 | 31.27 | 12.33 | 30.28 |
| Trade receivables - doubtful debt | - | - | - | | |
| **Disputed** | | | | | |
| Trade receivables - Considered good | - | - | - | - | - |
| Trade receivables - doubtful debt | - | - | - | - | - |
| Total | **1,165.58** | **61.48** | **31.27** | **12.33** | **30.28** |

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**Annexure - I.16 - Cash and Bank Balance**

(₹ in Lakhs)

| Particulars | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| **Cash and Cash Equivalents** | | |
| Bank Balance | | |
| (i) In current accounts | 93.78 | 384.39 |
| (ii) In fixed deposit | - | |
| a) Less than 3 months | - | |
| b) 3 to 12 months | 153.44 | |
| (iii) In foreign currency account | - | - |
| Cash on Hand | 1.32 | 21.46 |
| Cheque in Hand | - | - |
| Forex Card | - | |
| **Total** | **248.54** | **405.85** |

**Annexure - I.17 - Short Term Loans And Advances**

(₹ in Lakhs)

| Particulars | As at 31/03/2026 | As at 31/03/2025 |
|---|---|---|
| **a) Loans and Advances to Related Party** | | |
| Inter-corporate Loans | | |
| **b) Loans and Advances to others** | | |
| Advance to Suppliers | 523.69 | 259.21 |
| Balance With Revenue Authorities | 115.94 | 108.31 |
| Prepaid expenses | - | - |
| Loans and Advances to Body Corporate | - | - |
| Accrued Expenses - Legal and Advisory expenses | - | 24.97 |
| Staff Loan/Advances* | 32.32 | 41.09 |
| **Total** | **671.95** | **433.58** |

* This includes advance given to one of the Company's ex- employee who has sipphoned off the money received from the customer amounting to Rs. 4,61,666. The Company has filed a case against the said employee which is due for adjudication before Hon'ble Court of Civil Judge & ADDL.J.M.F.C. Ranebennur.

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**Annexure - II.1 - Revenue from operations**

(₹ in Lakhs)

| Particulars | For the year ended 31/03/2026 | For the year ended 31/03/2025 |
|---|---|---|
| Sale of products | 8,096.09 | 6,905.17 |
| Sales of Services | - | - |
| Other Operating Revenue | 7.29 | 2.58 |
| Total | 8,103.38 | 6,907.75 |

***Note: Geographical Revenue Bifurcation**

| Particulars | For the year ended 31/03/2026 | For the year ended 31/03/2025 |
|---|---|---|
| Domesitc sales | 8,096.09 | 6,901.53 |
| Export sales | - | 3.65 |
| Total | 8,096.09 | 6,905.17 |

***Note: Statewise Revenue Bifurcation**

| Particulars | For the year ended 31/03/2026 | For the year ended 31/03/2025 |
|---|---|---|
| Domestic Sales | | |
| Andhra Pradesh | 389.53 | 440.30 |
| Assam | 11.34 | 2.14 |
| Bihar | 1,661.42 | 809.58 |
| Chandigarh | 2.18 | 1.34 |
| Chhattisgarh | 359.90 | 249.77 |
| Delhi | 8.71 | 5.37 |
| Gujarat | 80.77 | 75.58 |
| Haryana | 19.00 | 17.88 |
| Himachal Pradesh | 45.06 | 41.65 |
| Jharkhand | 523.86 | 465.80 |
| Karnataka | 637.05 | 605.56 |
| Madhya Pradesh | 1,214.82 | 1,220.00 |
| Maharashtra | 154.31 | 147.67 |
| Odisha | 521.57 | 525.75 |
| Rajasthan | 248.42 | 236.35 |
| Tamil Nadu | 312.50 | 378.32 |
| Telangana | 796.12 | 797.35 |
| Uttar Pradesh | 599.30 | 525.60 |
| Uttarakhand | 6.55 | 49.10 |
| West Bengal | 475.69 | 284.42 |
| Kerala | 6.03 | 7.60 |
| Punjab | 21.81 | 8.43 |
| Tripura | 0.16 | 5.97 |
| Export Sales | | |
| Botswana | - | 3.65 |
| Total | 8,096.09 | 6,905.17 |

***Note Productwise Revenue Bifurcation**

| Particulars | For the year ended 31/03/2026 | For the year ended 31/03/2025 |
|---|---|---|
| **Vegetable Seeds** | | |
| Amaranth | - | 0.01 |
| Ash Gourd | 4.98 | 0.26 |
| Beetroot | 34.54 | 84.55 |
| Bhendi | 416.80 | 611.81 |

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| | | |
|---|---|---|
| Bitter Gourd | 225.90 | 266.34 |
| Blackgram | - | - |
| Bottlegourd | 48.57 | 50.24 |
| Brinjal | 1.96 | 4.69 |
| Broccoli | - | 0.10 |
| Cabbage | 70.20 | 72.60 |
| Capsicum | 83.63 | 52.84 |
| Carott | 4.72 | 14.47 |
| Cauliflower | - | 0.04 |
| Channangibele | - | - |
| Chickpea | - | - |
| Chilli | 1,407.50 | 1,732.70 |
| Cluster Beens | 119.30 | 85.04 |
| Coriande | - | 0.02 |
| Cowpea | 8.77 | 13.90 |
| Cucumbar | 105.14 | 160.34 |
| Dolicos | 1.73 | - |
| Drumstic | - | 0.01 |
| Fenugreek | - | - |
| French Beans | 54.56 | 52.52 |
| Green Peas | 233.18 | |
| Knolkhol | 5.20 | 5.42 |
| Mothbean | - | - |
| Musk Melon | 126.72 | 72.93 |
| Navane | - | - |
| Squash | 0.84 | - |
| Niger | - | - |
| Onion | 251.96 | 179.79 |
| Pak Choi | 0.15 | 0.33 |
| Palak | - | 0.01 |
| Papaya | 9.02 | 18.91 |
| Peas | - | 263.08 |
| Pole Beans | 22.02 | 21.57 |
| Pumpkin | 155.51 | 135.00 |
| Radish | 138.05 | 169.56 |
| Ragi | - | - |
| Rice | - | - |
| Ridge Gourd | 73.14 | 87.79 |
| Snakegourd | 1.42 | 1.43 |
| Soyabean | - | - |
| Sweet Corn | 122.01 | 68.15 |
| Tomato | 641.06 | 809.80 |
| Water Melon | 460.66 | 558.24 |
| Yard Long Bean | 59.62 | 70.97 |
| | - | |
| **Field Crop Seeds** | - | |
| Bajra | 9.23 | 13.74 |
| Jowar | 8.46 | 1.48 |
| Maize | 2,384.88 | 860.21 |
| Mustard | 55.19 | 47.04 |
| Sponge Gourd | 113.37 | 140.54 |
| Sunflower | 31.57 | 11.78 |
| Paddy | 484.29 | |
| **Flower Seeds** | | |
| Marigold | 120.24 | 164.92 |
| **Total** | **8,096.09** | **6,905.17** |

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**Annexure - II.2 - Other income**

| Particulars | For the year ended 31/03/2026 | For the year ended 31/03/2025 |
|---|---|---|
| Profit on sale of fixed assets | - | - |
| Interest on Income Tax | - | - |
| Interest on Deposits | 3.78 | - |
| Interest on OD | 0.17 | |
| Total | 3.95 | - |

**Annexure - II.3 - Purchase Cost of materials**

| Particulars | For the year ended 31/03/2026 | For the year ended 31/03/2025 |
|---|---|---|
| Purchase costs of materials consumed - Seeds (net of returns) | 4,954.93 | 3,020.39 |
| **Cost of materials consumed** | **4,954.93** | **3,020.39** |

**Annexure - II.4 - Changes in inventories of finished goods and work-in-progress**

| Particulars | For the year ended 31/03/2026 | For the year ended 31/03/2025 |
|---|---|---|
| **Inventories at the end of the year:** | | |
| (a) Finished goods | 3,965.93 | 1,899.84 |
| (b) Work-in-progress | - | - |
| (c) Stock-in-trade | - | - |
| (d) Waste | - | - |
| | 3,965.93 | 1,899.84 |
| **Inventories at the beginning of the year:** | | |
| (a) Finished goods | 1,899.84 | 1,444.06 |
| (b) Work-in-progress | - | - |
| (c) Stock-in-trade | - | - |
| (d) Waste | - | - |
| | 1,899.84 | 1,444.06 |
| Net (increase) / decrease | (2,066.09) | (455.78) |

**Annexure - II.5 - Employee benefits expenses**

| Particulars | For the year ended 31/03/2026 | For the year ended 31/03/2025 |
|---|---|---|
| (a) Salaries and wages | 1,048.11 | 978.27 |
| (b) Incentives | - | 1.00 |
| (c) Contributions to Provident and other funds | 32.52 | 31.48 |
| (d) Gratuity Expense (Refer Note M in Annexure V) | 22.72 | 16.16 |
| (e) Perquisite to Directors | 4.86 | 5.52 |
| **Total** | **1,108.20** | **1,031.42** |

**Annexure - II.6 - Finance costs**

| Particulars | For the year ended 31/03/2026 | For the year ended 31/03/2025 |
|---|---|---|
| Interest Expense | | |
| - Term Loans | 106.66 | 14.98 |
| - Cash Credits | 99.67 | 53.80 |
| - Others | - | - |
| Bank Charges | 3.97 | 2.34 |
| Loan Processing Charges | 34.59 | 15.03 |
| **Total** | **244.89** | **86.15** |

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**Annexure - II.7 - Other expenses**

| Particulars | For the year ended 31/03/2026 | For the year ended 31/03/2025 |
|---|---|---|
| **(A) OPERATING/MANUFACTURING EXPENSES** | | |
| R&D Expenses | 82.09 | 84.19 |
| Chemical Expenses | 30.35 | 17.51 |
| DNA Test Expenses | 20.06 | 16.23 |
| Seed Testing Expenses | 6.55 | - |
| Packing material consumed | 188.05 | 136.93 |
| Trail Expenses | 2.32 | 2.35 |
| Trail Seed Purchase Cost | 1.61 | 0.90 |
| Carriage Inwards | 8.42 | 7.18 |
| Cold Storage Expenses | 47.15 | 8.54 |
| Field Labor Charges | 324.44 | 250.22 |
| Production Expenses | - | |
| Processing Charges | 40.68 | 8.77 |
| Handling Charges | 0.44 | |
| Garden Expenses | 0.33 | - |
| Total (A) | **752.49** | **532.82** |
| **(B) ADMINISTRATION EXPENSES** | | |
| Insurance Expenses | 52.43 | 35.85 |
| Office Expenses | 74.51 | 67.68 |
| Advertisement Expenses | - | - |
| Bad debts | 8.43 | 0.72 |
| Rent Expenses | 17.83 | 28.02 |
| Travelling Expenses | 538.70 | 464.89 |
| Event and Conference Expenses | 21.26 | 21.19 |
| Firm PT Expenses | 0.11 | 0.12 |
| QA Expenses | 31.78 | 20.22 |
| Telephone & Internet Expenses | 0.33 | - |
| Vehicle maintainance | 13.39 | 11.51 |
| Land Lease Cost | - | - |
| NSDL & CDSL Expenses | 2.24 | 0.78 |
| IPO Expenses | - | 47.53 |
| Ineligible GST Expenses | - | 9.17 |
| CSR Expenses (Refer Annexure - II.9 for Note) | 10.32 | - |
| Property Tax | 1.66 | - |
| Director Sitting Fees | 1.45 | - |
| Compensation | 16.00 | - |
| Legal and Professional Expenses | 62.97 | 4.50 |
| Gifts & Compliments | 42.96 | - |
| Total (B) | **896.37** | **712.17** |
| **(C) SALES AND DISTRIBUTION EXPENSES** | | |
| Promotion/Advertisement Expenses | 128.06 | 160.61 |
| Crop show expenses | - | - |
| Discount allowed | 1,095.28 | 1,060.98 |
| Godown Expenses | - | |
| Transportation Expenses | 190.97 | 117.74 |
| Total (C) | **1,414.31** | **1,339.33** |
| **TOTAL** | **3,063.17** | **2,584.32** |

| | | |
|---|---|---|
| **(i) Payments to the auditors comprises** | | |
| As a Statutory Auditor | 8.00 | 2.50 |
| For Taxation Matters/Representations | 5.10 | 2.00 |
| For IPO- related certification/assurance and other services | 11.50 | 8.00 |
| Reimbursement of expenses | 0.20 | 0.05 |
| **Total** | **24.81** | **12.55** |

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**Annexure - II.8 - Earning Per Equity Share**

| Particulars | For the year ended 31/03/2026 | For the year ended 31/03/2025 |
|---|---|---|
| 1.Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. in Lakhs) | 529.65 | 427.41 |
| 2.Weighted Average number of equity shares | 8,999,397 | 8,032,000 |
| 3. Basic Earning per Share (On Face value of Rs. 5/ per share) | 5.89 | 5.32 |
| 4. Diluted Earning per Share (On Face value of Rs. 5/ per share) | 5.89 | 5.32 |

**Annexure - II.9 - The details of expenditure incurred during the year on Corporate Social Responsibility Activities:**

**(₹ in Lakhs)**

| Particulars | Amount in Rs. |
|---|---|
| (a) Amount required to be spent by the Company during the Year | 702,194 |
| (b) Amount of expenditure incurred | 1,032,008 |
| (c) Shortfall at the end of the year | - |
| (d) total of previous years shortfall | - |
| (e) reason for shortfall | None |
| (f) nature of CSR activities | Towards welfare of disabled through Snehadeep Trust and towards Swacch Bharat Kosh |
| (g) details of related party transactions e.g., contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard | None |
| (h) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown seperately. | None |

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**ANNEXURE –V**

**Notes to the Financial Statements:**

**A. Additional Information to the Financial Statements:-**

(₹ in Lakhs)

| Parcticualrs | For the year ended 31/03/2026 | For the year ended 31/03/2025 |
|---|---|---|
| **1. CIF Value of Imports** | | |
| Raw Material | - | - |
| Traded Goods | - | - |
| Capital Goods/ Stores & Spare Parts | - | - |
| | - | - |
| **2. Expenditure in Foreign Currency** | | |
| - In respect of Bank Charges/Interest on Foreign Currency Loan./Buyers Credit | - | - |
| - In respect of Foreign Travelling. | - | - |
| - Container Freight | - | - |
| | - | - |
| **3. Earnings in Foreign Currency** | | |
| Exports (Freely covertible Currency) | - | - |
| Exports (in Indian Rupees) | - | |
| - Botswana | - | 3.65 |
| | - | 3.65 |
| **Total** | **-** | **3.65** |

**B. Disclosure Regarding Derivative Instruments And Unhedged Foreign Currency Exposure**

(₹ in Lakhs)

| Disclosure of Unhedged Balances: | For the year ended 31/03/2026 | For the year ended 31/03/2025 |
|---|---|---|
| **Trade payables:** | | |
| In USD | - | - |
| In Euro | - | - |
| In INR | - | - |
| **Trade Receivable** | | |
| In USD | - | - |
| In GBP | - | - |
| In EURO | - | - |
| In INR | - | - |
| **Trade payables (Payables for capital)** | | |
| In USD | - | - |
| In INR | - | - |
| **Interest accrued but not due** | | |
| In USD | - | - |
| In INR | - | - |

**C. Segment Information**

In accordance with Accounting Standard-17 issued by theInstitute of Chartered Accountants of India, the Company has identified its business segment as "Manufacture and sale of Vegetable and Fruit seeds.". There are no other primary reportable segments. The major and material activities of the company are restricted to only one geographical segment i.e. India, hence the secondary segment disclosures are also not applicable.

**D. Additional regulatory information**

**(i) Details of crypto currency or virtual currency**

The Company has neither traded nor invested in Crypto currency or Virtual Currency for the year ended on March 31, 2026 & 2025. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

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**(ii) Undisclosed income**

During the Period, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**(iii) Relationship with struck off companies**

The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 for the year ended on March 31, 2026 & 2025.

**(iv) Compliance with numbers of layers of companies**

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 for the year ended on March 31, 2026 & 2025.

**(v) Utilisation of borrowed funds and share premium**

For the year ended on March 31, 2026 & 2025, the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

For the year ended on March 31, 2026 & 2025, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

i) 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
ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.

**(vii)** The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
**(vii)** No proceeding have been initiated nor pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act,1988 (45 of 1988) and rules made thereunder.

**E. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006**

Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) there are no delays in payment of dues to such enterprise during the year.

The identification of Micro, Small and Medium Enterprises Suppliers as defined under "The Micro, Small and Medium Enterprises Development Act, 2006" is based on the information available with the management. As certified by the management, the amounts overdue as on March 31, 2026 & 2025 to Micro, Small and Medium Enterprises on account of principal amount together with interest, aggregate to Rs. Nil.

**F.** As required under SEBI (ICDR) Regulations, the statement of assets and liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived at after such deductions.

**G. Corporate Social Responsibility :**

Corporate Social Responsibility (CSR) is applicable to the Company and the details are provided in Annexure - II.9.

**H. Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits**

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.

**I. Re-grouping/re-classification of amounts**

The figures have been grouped and classified wherever they were necessary.

SKSVM & CO. BANGALORE CHARTERED ACCOUNTANTS

UNISEM AGRITECH LIMITED

Bobby Seth

**J. Examination of Books of Accounts & Contingent Liability**

The list of books of accounts maintained is based on information provided by the assessee and is not exhaustive. The information in audit report is based on our examination of books of accounts presented to us at the time of audit and as per the information and explanation provided by the assessed at the time of audit.

**K. Director Personal Expenses**

Director personal expenses with respect to life insurance and vehicle insurance premium is debited to the profit and loss account amounting to Rs. 4,85,712 and Rs. 5,52,198 for the FY 2025-26 and FY 2024-25 respectively and the same is considered as Perquisite to the Directors. Otherthan this there are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

**L. Deferred Tax Asset / Liability: [AS-22]**

The company has created Deferred Tax Asset / Liability as required by Accounting Standard (AS) - 22.

**M. Disclosure under AS - 15 Employee Benefits**

The Company has accounted for Long Term and short term employee Benefits based on Actuarial Valuation report.

| Particulars | As on 31st March, 2026 | As on 31st March, 2025 |
|---|---|---|
| **Components of Employer Expense** | | |
| Current Service Cost | 2,095,160.00 | 1,992,925.00 |
| Interest Cost | 691,340.00 | 616,247.00 |
| Expected return on Plan Assets | (49,746.00) | - |
| Actuarial Losses/(gains) | (465,157.00) | (993,392.00) |
| Past Service Cost | - | - |
| **Total Expense recognised in the Statement of Profit & Loss.** | 2,271,597.00 | 1,615,780.00 |
| **Actual contribution and benefit payments for year** | | |
| Actual Benefit Payments | - | - |
| Actual Contributions to Plan Assets | 4,000,000.00 | - |
| **Net Asset/(Liability) recognised in the Balance Sheet** | | |
| Present Value of Defined Benefit Obligation | 12,959,276.00 | 10,552,679.00 |
| Fair Value of Plan Assets | (4,135,000.00) | - |
| Unrecognised Past Service Cost | - | - |
| **Net Asset/(Liability) recognised in the Balance Sheet** | 8,824,276.00 | 10,552,679.00 |
| **Change in defined benefit obligations (DBO) during the year** | | |
| Present value of DBO at beginning of the Year | 10,552,679.00 | 8,936,899.00 |
| Current Service Cost | 2,095,160.00 | 1,992,925.00 |
| Interest Cost | 691,340.00 | 616,247.00 |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions | (349,009.00) | 445,225.00 |
| Actuarial (Gains)/Losses on Obligations - Due to Experience | (30,894.00) | (1,438,617.00) |
| **Present Value of DBO at the end of the year** | 12,959,276.00 | 10,552,679.00 |
| **Change in Fair Value of Assets during the year** | | |
| Plan Assets at beginning of the year | - | - |
| Expected return on Plan Assets | 49,746.00 | - |
| Actual Company Contributions | 4,000,000.00 | - |
| Actuarial Gain/(Loss) | 85,254.00 | - |
| Benefits Paid | - | - |
| **Plan Assets at the end of the year** | 4,135,000.00 | - |

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UNISEM AGRITECH LIMITED

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**Unisem Agritech Limited**
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| | | |
|---|---|---|
| **Bifurcation of Present Value of Obligation at the end of the year with respect to** | | |
| Current Liability (Amount due within One year) | 2,278,424.00 | 621,195.00 |
| Non-Current Liability (Amount due over One year) | 6,545,852.00 | 9,931,484.00 |
| Present Value of Obligation as at the end of the Year | **8,824,276.00** | **10,552,679.00** |

| | | |
|---|---|---|
| **Assumption used by Actuarial for Gratuity Provision** | | |
| Discount Rate | 7.05% | 6.75% |
| Expected Return on Plan Assets | Not Applicable | Not Applicable |
| Salary Growth Rate | 10.00% | 10.00% |
| Attrition Rate | 8.00% | 8.00% |
| Mortality Rate | Indian Assured Lives Mortality (2012-14) Table | Indian Assured Lives Mortality (2012-14) Table |
| Number of Employees | 148 | 143 |
| Total Monthly Salary | 32.85 | 29.35 |
| Average Monthly Salary | 0.22 | 0.21 |
| Average Age (Years) | 38.39 | 37.66 |
| Retirement age* | 60 Years for Regular Employees & as per Contract Term for FTEs if any | 62 years |
| Average Past Service (Years | 5.07 | 4.54 |
| Average Future Service (Years) | 21.61 | 24.34 |
| Weighted Average Duration (Years) | 8.91 | 9.62 |

* In case of employees with age above the retirement age mentioned in Plan features, the retirement is assumed to happen immediately and valuation is done accordingly.

*(Source: Based on Valuation report of Kapadia Global Actuaries dated 22nd May, 2026)*

**N.** The Company has not Advanced any loans or advances in the nature of loans to specified persons viz. promoters, Directors, KMPs, related parties; which are repayable on demand or where the agreement does not specify any terms or period of repayment.

**O.** The Company has utilised funds raised from borrowings from banks and financial institutions for the specific purposes for which they were taken.

**P.** The Government of India has implemented four labour codes, namely the Code on Wages, 2019, the Code on Social Security, 2020, the Industrial Relations Code, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as the "Codes") with effect from November 21, 2025, replacing various existing labour legislations.

The Company has assessed the impact of the Codes, including the related rules notified till date, on its employee benefit obligations, payroll practices and other related matters. Based on the assessment carried out and the information presently available, the impact on the financial statements is not material and accordingly no material adjustment is required in these financial statements.

The Government is in the process of notifying the related rules under the New Labour Codes. The impact of these rules will be evaluated and accounted for in accordance with the applicable Accounting Standards in the period in which they are notified.

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## Q STATEMENT OF DEVIATION AND VARIATION IN UTILISATION OF FUNDS RAISED - INITIAL PUBLIC OI.FER ("IPO")

Objects for which funds have been raised and where there has been a deviation, is tabulated below:

(₹ in Lakhs)

| Sl.No | Objects of issue as disclosed in offer document | Original allocation as per Offer Document | Amount Utilized till March 31, 2026 | Remarks, If any |
|---|---|---|---|---|
| 1 | To meet the working capital requirement | 1,106.00 | 1,106.00 | |
| 2 | To Repay the Banking Facilities availed by the company | 575.00 | 575.00 | |
| 3 | General Corporate Purpose | 207.24 | 129.18 | Original allocation of **207.24** was reduced to **129.18** to fund the shortfall in actual Issue related expenses |
| 4 | Issue related expenses | 256.76 | 334.82 | Actual issue expenses incurred were higher than estimated. The overrun of **78.06** was met out of the General corporate Purpose , as permitted by the prospectus. |
| | **Total** | **2,145.00** | **2,145.00** | |

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ANNEXURE –VI

**Statement of Accounting & Other Ratios**

| Particulars | | 31/03/2026 | 31/03/2025 |
|---|---|---|---|
| | | | |
| Net Profit as Restated | (A) | 529.65 | 427.41 |
| Add: Depreciation | | 90.98 | 69.63 |
| Add: Interest on Loan | | 275.51 | 83.81 |
| Add: Income Tax/ Deferred Tax | | 181.61 | 144.20 |
| Less: Other Income | | (3.95) | - |
| **EBITDA** | | 1,073.80 | 725.06 |
| **EBITDA Margin (%)** | | 13.25% | 10.50% |
| | | | |
| Net Worth as Restated | (B) | 3,299.48 | 959.65 |
| **Return on Net worth (%) as Restated** | (A/B) | 16.05% | 44.54% |
| | | | |
| Equity Share at the end of year (in Nos.) | (C) | 11,332,000 | 8,032,000 |
| Time Factor (with respect to shares issued in IPO) | (D) | 0.29 | - |
| Weighted No. of Equity Shares | (E) | 8,999,397 | 8,032,000 |
| | | | |
| **Basic & Diluted Earnings per Equity Share** | (A/E) | 5.89 | 5.32 |
| | | | |
| **Net Asset Value per Equity share** | (B/C) | 29.12 | 11.95 |

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ANNEXURE -VII

Statement of Analytical Ratios, As Restated

| Sr. No. | Ratio | As At 31/03/2026 | As At 31/03/2025 | Comments |
|---|---|---|---|---|
| 1 | Current Assets | 7,467.15 | 4,117.56 | Increase in current ratio is mainly attributable to higher growth in current assets as compared to current liabilities during the year, resulting in improvement in liquidity position. |
| | Current Liabilities | 3,882.35 | 3,209.55 | |
| | **Current Ratio** | **1.92** | **1.28** | |
| | Variation | 49.92% | -0.52% | |
| 2 | Total Debt (Short Term + Long Term) | 1,696.66 | 1,190.19 | Decrease in debt-equity ratio is primarily due to substantial increase in shareholders' funds (issue of IPO) during the year as compared to increase in borrowings. |
| | Equity | 3,299.48 | 959.65 | |
| | **Debt-Equity Ratio** | **0.51** | **1.24** | |
| | Variation | -58.54% | 7.98% | |
| 3 | Earnings available for debt service | 1,073.80 | 725.06 | Improvement in debt service coverage ratio is mainly on account of increase in earnings available for debt servicing during the year. |
| | Debt Service | 1,122.80 | 953.23 | |
| | **Debt Service Coverage Ratio** | **0.96** | **0.76** | |
| | Variation | 25.73% | -0.76% | |
| 4 | Net Profits after taxes – Preference Dividend (if any) | 529.65 | 427.75 | Decrease in ROE is mainly due to significant increase in average shareholders' equity during the year as compared to increase in net profits. |
| | Average Shareholder's Equity | 2,129.56 | 745.95 | |
| | **Return on Equity (ROE)(%)** | **24.87%** | **57.34%** | |
| | Variation | -56.63% | 30.38% | |
| 5 | Sales | 8,103.38 | 6,907.75 | Decrease in inventory turnover ratio is mainly due to higher inventory holding during the year considering seasonal stocking and business requirements. |
| | Average Inventory | 2,932.88 | 1,671.95 | |
| | **Inventory Turnover Ratio** | **2.76** | **4.13** | |
| | Variation | -33.13% | -0.66% | |
| 6 | Net Credit Sales | 8,103.38 | 6,907.75 | Decrease in trade receivables turnover ratio is attributable to increase in average trade receivables in line with higher business volumes and credit sales during the year. |
| | Average Accounts Receivable | 1,866.61 | 1,092.48 | |
| | **Trade receivables turnover ratio** | **4.34** | **6.32** | |
| | Variation | -31.34% | -16.08% | |
| 7 | Net Credit Purchases (Purchase + Other Expenses) | 4,954.93 | 3,020.39 | Trade payables turnover ratio remained largely consistent during the year. |
| | Average Trade Payables | 1,643.63 | 975.03 | |
| | **Trade payables turnover ratio** | **3.01** | **3.10** | |
| | Variation | -2.68% | -14.45% | |
| 8 | Net Sales | 8,103.38 | 6,907.75 | Decrease in net capital turnover ratio is mainly due to substantial increase in working capital employed during the year compared to growth in sales. |
| | Average Working Capital | 2,246.61 | 757.87 | |
| | **Net capital turnover ratio** | **3.61** | **9.11** | |
| | Variation | -60.43% | -11.06% | |
| 9 | Net Profit | 529.65 | 427.75 | Net profit ratio improved marginally on account of better operational performance during the year. |
| | Net Sales | 8,103.38 | 6,907.75 | |
| | **Net profit ratio(%)** | **6.54%** | **6.19%** | |
| | Variation | 5.55% | 75.69% | |
| 10 | Earning before interest and taxes (EBIT) | 982.82 | 655.43 | Decrease in ROCE is mainly attributable to significant increase in capital employed during the year as compared to increase in EBIT. |
| | Average Capital Employed | 3,572.99 | 1,646.70 | |
| | **Return on capital employed (ROCE)(%)** | **27.51%** | **39.80%** | |
| | Variation | -30.89% | 17.99% | |
| 11 | Return on investments(%) | NA | NA | Not applicable as the company does not have material investment income during the year. |

SKSVM & Co. Chartered Accountants Bangalore

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ANNEXURE -VIII

**Statement of Related Party & Transactions :**

**List of Related Parties where Control exists and Relationships:**

| Sr. No | Name of the Related Party | Relationship |
|---|---|---|
| 1 | HONNEBAGI NAGAPPA DEVAKUMAR | Managing Director |
| 2 | BEERANAHALLI HEMLANAIK DEVASINGHNAIK | Chief Executive Officer (KMP) |
| 3 | DHARANENDRA HALAPPA GOUDA | Director (KMP) |
| 4 | VENKATARAMANA RAMALINGAM | Chief Finance Officer (KMP) |
| 5 | ANIL KARALAMANGALA NARASIMHAMURTHY | Director (KMP) |
| 6 | SUMA NAGESH UPPIN | Director (KMP) |
| 7 | BALAPPA BASAPPA MADALAGERI | Director (KMP) |
| 8 | RAMACHANDRA SUBBANNA GIDDI | Director (KMP) |
| 9 | BOBBY SETH | Company Secretary (KMP) |
| 10 | Unison Agri Services – Relation (Proprietorship concern of the director) | Relative of KMP |

| Transactions during the year: | For the year ended 31/03/2026 | For the year ended 31/03/2025 |
|---|---|---|
| Purchases | | |
| Unison Agri Services (Sole Proprietorship) | 2,074.42 | 2,095.73 |
| Payment | | |
| Unison Agri Services (Sole Proprietorship) | 1,716.50 | 1,045.60 |
| Re imbursement of Expenses | | |
| Honnebagi Nagappa Devakumar | 2.62 | 4.24 |
| Beeranahalli Hemlanaik Devasinghnaik | 3.09 | 5.59 |
| Dharanendra Halappa Gouda | 1.16 | 5.36 |
| Venkataramana Ramalingam | 8.84 | 8.42 |
| Anil Karalamangala Narasimhamurthy | 2.40 | 5.85 |
| Key Managerial Person's Remuneration | | |
| Honnebagi Nagappa Devakumar | 53.40 | 48.38 |
| Dharanendra Halappa Gouda | 34.45 | 31.54 |
| Anil Karalamangala Narasimhamurthy | 53.41 | 48.38 |
| Beeranahalli Hemlanaik Devasinghnaik-Chief Executive Officer | 53.41 | 48.38 |
| Venkataramana Ramalingam-Chief Finance Officer | 53.41 | 48.38 |
| Suma Nagesh Uppin | 0.50 | - |
| Balappa Basappa Madalageri | 0.45 | - |
| Ramachandra Subbanna Giddi | 0.50 | - |
| Bobby Seth | 3.84 | 1.24 |

| Outstanding Balance Receivables / (Payable) | As At 31/03/2026 | As At 31/03/2025 |
|---|---|---|
| **Trade payable** | | |
| **Unison Agri Services (Sole Proprietorship)** | **1,163.73** | **1,118.03** |

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Bobby Seth

ANNEXURE -XI

Statement of Dividends

| Particulars | For the Year ended | |
|---|---|---|
| | 31-03-26 | 31-03-25 |
| **Class of Shares** | | |
| **Equity shares of Rs.10 each** | - | - |
| **Dividend Per Share** | - | - |
| **Rate of Dividend (%)** | | |
| **Interim Dividend** | - | - |
| **Final Dividend** | - | - |

ANNEXURE -IX

**Changes in the Significant Accounting Policies**
**There have been no changes in the accounting policies of the company for the period covered under audit**

ANNEXURE -X

**Contingent Liabilities & Capital Commitement:**
**a.Claims against the Company (including unasserted claims) not acknowledged as debt:**

Amount in Rs.

| | Particulars | As At 31/03/2026 | As At 31/03/2025 |
|---|---|---|---|
| | Claim against the company/disputed liabilities not acknowledged as debts | | |
| (a) | Guarantees | - | - |
| (b) | Other money for which the company is contingently liable on account of letter of Credit/Bank Guarantee | - | - |
| (c) | Direct Tax (Income Tax) - Refer Note | 2,823,051 | - |
| (d) | Direct Tax (TDS) | - | - |
| (e) | Indirect Tax (Excise) | - | - |
| (f) | Indirect Tax (GST) | - | - |

**Note: Income tax demand under dispute:- The Company has received certain demands from the Income Tax Department under section 154 of the Income-tax Act, 1961. These demands have been disputed by the Company and are currently pending. Based on legal advice and the merits of the cases, the management believes that the demands are not sustainable and accordingly no provision has been made in the books of account. The details of demand as appearing in the income tax portal as on date is tabulted below:**

| Assessment Year of Demand | As At 31/03/2026 | As At 31/03/2025 |
|---|---|---|
| AY 2020-21 | 1,299,815 | 841,930 |
| AY 2021-22 | 1,523,236 | 1,065,200 |
| Total | 2,823,051 | 1,907,130 |

| Capital Commitement | As At 31/03/2026 | As At 31/03/2025 |
|---|---|---|
| Estimated amount of contracts remaining to be executed on capital account and not provided for | | |

Bobby Seth

# Unisem Agritech Limited

(CIN: L01100KA2016PLC096390)

**Registered Office:**

RS No. 11B/2A/4, Magoda Village, Near KSRTC Bus Depot, Ranebennur- 581115

Haveri, Karnataka, India

**Email id: compliance.officer@unisem.in; Website: https://unisem.in/**