

**33RD ANNUAL REPORT
(2024-2025)**

BLUE PEARL AGRIVENTURES LIMITED

CIN - L46209MH1992PLC069447

Sr. No.	Particulars	Page No.
1.	Notice of the Annual General Meeting	5-29
2.	Directors' Report	30-39
3.	Management Discussion and Analysis Report	40-43
4.	Secretarial Audit Report	44-50
5.	CEO/CFO Certification/Affirmation of Code of Conduct	51-52
6.	Compliance Certificate on Corporate Governance	53-53
7.	Auditors' Report	54-64
8.	Standalone Financial Statement and Cash Flow Statement	65-84

Blue Pearl Agriventures Limited
CIN – L46209MH1992PLC069447
Annual Report 2024-2025

Corporate Information:

BOARD OF DIRECTORS

Rishikumar Hanumanprasad Gosai (DIN: 10218840)	Managing Director
Anupma Kashyap (DIN: 09720124)	Non-Executive Independent Director
Renu Kaur	Non-Executive Independent Director (w.e.f. 24.05.2024)
Mr. Shrikrishna Baburam Pandey (DIN: 07035767)	Whole Time Director cum CFO (Upto 24.05.2024)
Mr. Sudama Patel (DIN: 10132041)	Additional Non-Executive Independent Director (Upto 14.06.2024)
Mr. Viren Makwana (DIN: 09007676)	Non-Executive Independent Director (Upto 24.05.2024)
Mr. Samir Jikarbhai Godil	Executive Director cum CFO (CFO w.e.f. 14.08.2024)
Ms. Ritu Tiwari	Additional Non-Executive Independent Director (w.e.f. 22.04.2025)
Mrs. Arpita Dewangan (PAN: BAWPD7722F)	Company Secretary cum Compliance Officer (Upto 10.07.2025)

COMMITTEES OF THE BOARD

- Audit Committee.
- Stakeholders Relationship Committee.
- Nomination and Remuneration Committee.

REGISTERED OFFICE

Office No. 32, Vyapar Bhavan, 49 P.D. Mello Road,
Mumbai -400009, Maharashtra, India
Tel- 9699197884 Fax-23487884,
Website: www.bluepearltextspin.com

BANKERS

State Bank of India, Prerna Tirth, Ahmedabad, Gujarat

**REGISTRAR & SHARE
TRANSFER AGENT**

Purva Sharegistry India Pvt. Ltd.
Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate,
J. R. Boricha Marg, Near Lodha Excelus, Lower Parel
East, Mumbai, Maharashtra 400011
Tel No.: 022 2301 6761
Email- support@purvashare.com

CIN: U67120MH1993PTC074079
SEBI REG NO. INR0000001112

**LISTING OF EQUITY
SHARES**

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001.

STATUORY AUDITORS:

J. SINGH AND ASSOCIATES,
Chartered Accountants
612, Sun Orbit, Nr. Rajpath Club Road,,
Thaltej, Ahmedabad, Gujarat-380054, India
Email: amitleena30@gmail.com

**ANNUAL GENERAL
MEETING:**

Date: 29th September, 2025

Day: Monday

Time: At 01:00 PM

Place: At the Registered Office of the Company

NOTICE

Notice is hereby given that the Thirty third Annual General Meeting (the “Meeting”) of the members of Blue Pearl Agriventures Limited will be held on Monday, 29th September, 2025 at 01.00 P.M. at the Registered Office of the Company to transact the following business:

ORDINARY BUSINESS:

Item No 1: To consider and adopt the Audited Financial Statements for the year ended 31st March, 2025 and reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolution:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Item No 2: To re-appoint a director in place of Mr. Rishikumar Hanumanprasad Gosai (DIN: 10218840), who retires by rotation and being eligible offers himself for re-appointment and in this regard to pass the following resolution as Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rishikumar Hanumanprasad Gosai (DIN: 10218840) who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company at this meeting.”

Item No 3: To Re- appoint M/s. J Singh & Associates as the auditor of the Company and in this regard to pass the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, **M/s. J Singh & Associates, Chartered Accountants, having Firm Registration No. 110266W** be and are hereby re-appointed as the Statutory Auditors of the Company for the term of Five years, from the conclusion of this 33rd Annual General Meeting till the conclusion of the 37th Annual General Meeting to be held in the year 2030, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this Resolution”

SPECIAL BUSINESS:**Item No 4: To Regularize an additional Independent Director, Ms. Ritu Tiwari (DIN: 11040362) as an Independent Director of the company:**

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 Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the appointment of Ms. Ritu Tiwari (DIN: 11040362), who was appointed as an Additional Director in the category of Non-Executive Non-Independent of the Company by the Board of Directors with effect from 22nd April, 2025 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Non Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees) and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution, including filing of necessary forms with the Registrar of Companies and intimations to the Stock Exchanges.”

Item No 5: To appoint Secretarial Auditor of the Company:

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, Dharti Patel, Practicing Company Secretaries (Membership No. F12801) be and is hereby appointed as Secretarial Auditor of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.”

**By order of the Board
Blue Pearl Agriventures Limited**

**Date: 29th August, 2025
Place: Mumbai**

**Sd/-
Rishikumar Gosai
Managing Director
DIN: 10218840**

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself /herself and such proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of Meeting. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholders. A proxy form is attached herewith.
2. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business given in the Notice of the Annual General Meeting (AGM) is annexed hereto and forms part of this notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 23, 2025 to Monday, September 29, 2025 (both days inclusive).
4. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting.
5. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Purva Shareregistry (India) Pvt. Ltd or to their depository participants in case shares are held in depository form.
6. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and various MCA Circulars, the Company is pleased to provide its Members with the remote e-voting and in AGM e-voting facility to exercise their right to vote on the proposed resolutions electronically.

For this purpose, the Company has appointed M/s. Dharti Patel & Associates, Practicing Company Secretary, having Membership No. F12801 & Certificate of Practice No. 19303, Proprietor of M/s Dharti Patel & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the e- voting process in a fair and transparent manner.

7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their

respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

8. The Securities and Exchange Board of India (SEBI) vide has mandated the submission of Permanent Account Number (PAN) and other KYC details by every participant in securities market. Members are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company/RTA.
9. The Company has engaged National Securities Depository Limited (“NSDL”) as the agency to provide the remote e-voting and in AGM e-voting facility and the instructions for e-voting are provided as part of this Notice.
10. In terms of the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is providing the facility to its members as on cut-off date, being Monday, 22 September, 2025 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of remote e-voting along with the User ID and Password are being mentioned herein below.
11. Members are requested to submit their queries/requests for clarification, if any, on the Annual Report via e-mail at bluepearltexspin@gmail.com latest by Friday, 26th September, 2025, to enable the Company to furnish the replies at the AGM.
12. Members are requested to notify any change in their address or bank mandate to: (a) their respective Depository Participants in case of shares held in electronic form; or (b) the Company’s Registrar & Share Transfer Agent, Purva Sharegistry (India) Private Limited at Shiv Shakti Industrial Estates, Unit No. 9, 7-B J. R. Boricha Marg, Sitaram Mills Compound, Mumbai 400011. Tel: 23016761 Email: support@purvashare.com, in case of shares held in physical form.
13. In terms of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every holder of securities of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her securities of the Company shall vest in the event of his/her death. Members, who wish to avail of this facility, may fill in the prescribed Form No. SH-13 and forward the same to Purva Sharegistry (India) Private Limited.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant (‘DP’) and holdings should be verified from time to time.

15. Members who desire to take part in the Green Initiative of the Company, are requested to register their e-mail addresses with their Depository Participant(s) in case they hold shares in demat form and with the Company/ their RTA for the shares held in physical form by submitting the Investor Service Request Form - Form ISR1, ISR2 and Nomination form duly filed and signed, as per the specimen signatures registered against the folio, along with the supporting documents stated thereon. On registration, all the communications will be sent to the e-mail address of the Member registered with the Company.
16. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
17. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
18. Notice of the AGM is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members, who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice will also be available on the Company's website of the Company www.bluepearltextspin.com for their download.
19. As per regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to converting their holdings to dematerialized form.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, bank details to their Depository Participant's in Case the shares are held by them in electronic form and to Purva Sharegistry (India) Pvt. Ltd (RTA) in case the shares are held by them in physical form.
21. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
22. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
23. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off date decide for the purpose, being 22-09-2025, may attend

and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.

24. Once the vote on a resolution is cast by the members, the member shall not be allowed to change is subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility shall be provided polling papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
25. Member who has not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company.
26. An electronic copy of the Annual Report 2024-2025 along with the Notice are being sent to all those Members whose e-mail addresses are registered with the Company/Depository Participant(s) and physical copy of the same is not being provided in line with the aforementioned circulars issued by the MCA and SEBI. Members may also note that the Notice of the 33rd AGM and the Annual Report are available on the Company's website www.bluepearltexspin.com. The aforesaid documents can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the e-voting facility) i.e. <https://www.evoting.nsdl.com>.
27. The documents referred to in the Notice of the AGM are available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to bluepearltexspin@gmail.com
28. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased Member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD_ RTAMB/PCIR/2021/655 dated 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN.

Members holding shares in physical form are requested to provide Form ISR1, ISR2 and Nomination Form duly filled and signed along with the hard copy the following self-attested documents to Purva Sharegistry (India) Private Limited for registration against their respective folio(s):

- Identity Proof: Copy of PAN card/ Aadhar Card
 - Address Proof: Copy of Aadhar Card/ Passport/ client Master List/ Utility Bill not over 3 months old
 - Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder
 - Contact Details: Mobile no., e-mail id
 - Nomination: Please provide Form SH13 duly filled and signed.
 - In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/ dividend payment in accordance with the aforesaid Circular.
 - Form ISR1, ISR2 and Nomination forms are available on the website of Company www.bluepearltexspin.com and on the website of our Registrar and Transfer Agent at <https://www.purvashare.com>.
29. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020, had enabled e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
30. Members holding shares under multiple folios are requested to submit their applications to Purva Sharegistry (India) Private Limited for consolidation of folios into a single folio.
31. Information of Director seeking re-appointment at the ensuing Meeting, as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, is as follows:

Name of Director	Rishikumar Hanumanprasad Gosai
Director Identification Number	10218840
Date of Birth	05/11/1972
Date of Appointment	12/03/2024
Qualification and experience	Mr. Rishi Hanumanprasad Gosai is a Graduate in the Field of Commerce. He has an experience of more than 20 years in the field of Trading of Agricultural Products and Commodities. He is well knowledgeable in the Marketing of Agricultural Products.
Period	NA

Directorships in other Indian Listed companies	NA
Relationship with any Director(s) of the Company	Mr. Rishikumar Hanumanprasad Gosai is not related to any of the Directors on the Board.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Friday, 26th September 2025 at 9:00 A.M. and ends on Sunday, 28th September 2025 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. Monday, 22nd September 2025, 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 Monday, 22nd September 2025.

How do I vote electronically using NSDL e-Voting system?

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.	<ol style="list-style-type: none"> 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. 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin: 0 10px;">  App Store </div> <div style="text-align: center; margin: 0 10px;">  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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. Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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 prakash@hspnassociates.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre at pallavid@nsdl.co.in

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 bluepearltexspin@gmail.com. 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 bluepearltexspin@gmail.com. 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.**
2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. 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.

Process for those shareholders whose email/mobile no. Are not registered with the company/depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3.For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

4.If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

5.The Scrutinizer shall immediately after the conclusion of voting at the AGM, first unblock the votes cast through e-voting and remote e-voting and make, not later than two working days of conclusion of the AGM, issue a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same.

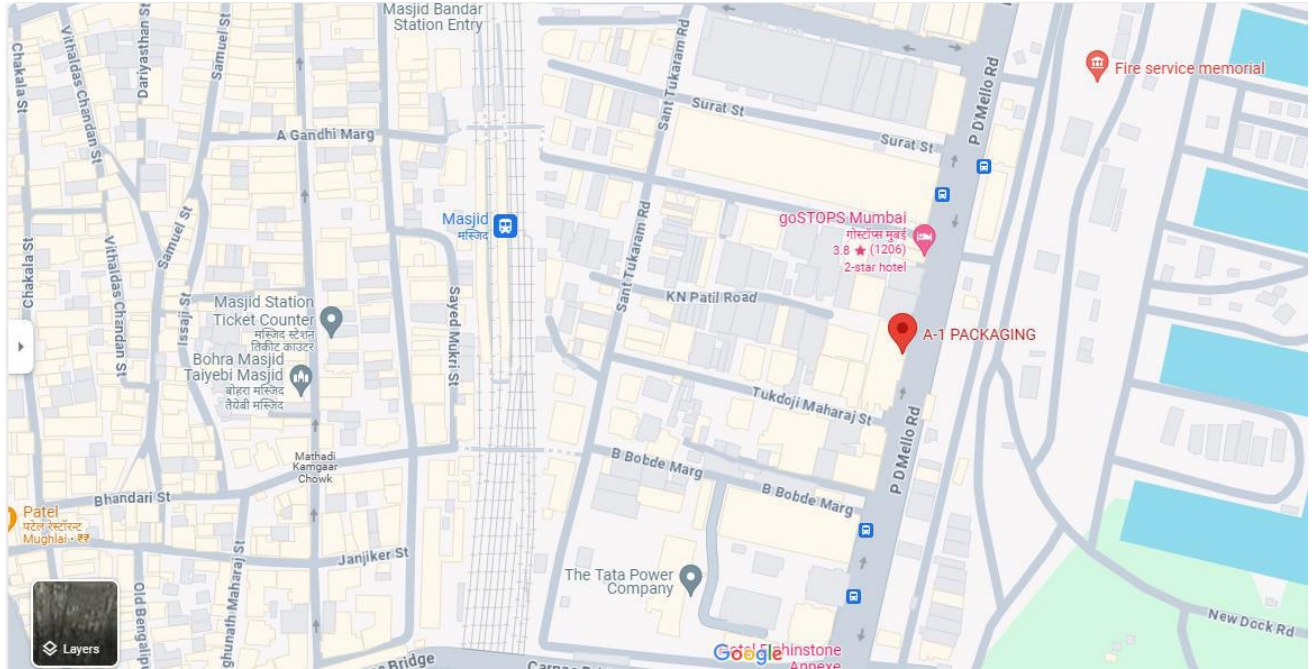
**By order of the Board
Blue Pearl Agriventures Limited**

**Date: 29th August, 2025
Place: Mumbai**

**Sd/-
Rishikumar Gosai
Managing Director
DIN: 10218840**

Route Map:**Registered Office:**

M/S. Blue Pearl Agriventures Limited
 32, Vyapar Bhavan, 49 P.D. Mello Road,
 Mumbai, Maharashtra-400009, India



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF
THE COMPANIES ACT, 2013:**

(Pursuant to Regulation 36(5) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (the “Act”) and in terms of Regulation 36 of the SEBI LODR, the following explanatory statement sets out all material facts relating to business mentioned in the accompanying Notice:

Item No. 4

To Regularize an additional Independent Director, Ms. Ritu Tiwari (DIN: 11040362) as an Independent Director of the company:

Ms. Ritu Tiwari (DIN: 11040362) was appointed as an additional Independent Director with effect from 22nd April, 2025, in accordance with the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 149, 150, 152, 161 of the Companies Act, 2013, the above director holds office upto the date of ensuing Annual General Meeting of the Company. The Board is of the view that appointment of Ms. Ritu Tiwari (DIN: 11040362) on the Company Board is desirable and would be beneficial to the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives except Ms. Ritu Tiwari herself, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 4 be passed as an Ordinary Resolution.

Item no. 5

To appoint Secretarial Auditor of the Company:

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations notified vide Notification dated 12th December 2024 and provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Ms. Dharti Patel, a Company Secretary in Whole-Time Practice is a peer-reviewed firm having Certificate no.4617/2023 based in Ahmedabad Ms. Dharti Patel, Associate member of Institute of Company Secretaries of India (ICSI), offers a wide range of specialized, multi-disciplinary professional services that meet the immediate as well as the long-term business needs of its clients. They provides gamut of services in the fields of Corporate Consultancy The Company has obtained written consent from Ms. Ms. Dharti Patel, confirming their eligibility and willingness to be appointed as the Secretarial Auditors of the Company. The services to be rendered by Ms. Ms. Dharti Patel are within the purview of the SEBI Regulation read with circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024. It is proposed that the fee in connection with the secretarial audit shall be excluding applicable taxes and reimbursement of out-of-pocket expenses, if any), mutually agreed between the Board of Directors and Secretarial Auditors. None of the Directors and/or Key Managerial

Personnel of the Company and/or their relatives, are concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their shareholding, if any.

The Board recommends the Ordinary Resolution set out at Item No. 5 of this Notice for approval by the Members. None of the other Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**By order of the Board
Blue Pearl Agriventures Limited**

**Date: 29th August, 2025
Place: Mumbai**

**Sd/-
Rishikumar Gosai
Managing Director
DIN: 10218840**

Annexure-A
Details of Directors seeking regularization at the forthcoming
Annual General Meeting

Name of Director	Ms. Ritu Tiwari
Director Identification Number(DIN)	11040362
Date of Birth	19/09/1990
Nationality	Indian
Date of Appointment on Board	22/04/2025
Qualification	Company Secretary
Brief Profile	<p>Ms. Ritu Tiwari is an accomplished professional with exceptional Law skills and a strong background in corporate governance. She holds a Bachelor's degree in Commerce from Jiwaji University, Gwalior, and has further enhanced his qualifications by completing the Company Secretary (CS) program from the Institute of Company Secretaries of India.</p> <p>With over 12 years of experience in the field of Corporate Laws, Ms. Ritu Tiwari has developed a deep expertise in legal and regulatory compliance, corporate governance, and management practices. She had successfully qualified the Independent Director Examination.</p>
Shareholding in the Company	NIL
List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL

Blue Pearl Agriventures Limited

CIN: L36104MH1992PLC069447

Registered Office: 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009

Website: www.bluepearltexspin.com **Email ID:** bluepearltextpin@gmail.com **Contact No.** +91 9081189927

**Attendance Slip for Annual General Meeting
(To be handed over the Registration Counter)**

Registered Folio/DP ID & Client ID:

No. of Shares:

Name and Address of the Shareholder (s):

Joint Holder (s)

I/We hereby record my/our presence at the Annual General Meeting of the Company at its Office at 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009 on monday, the 29th day of September, 2025 at 01:00 P.M

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy, please bring copy of notice for reference at the meeting.

Signature of the Member/Proxy / Authorised Representative

Blue Pearl Agriventures Limited**CIN:** L36104MH1992PLC069447**Registered Office:** 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009**Website:** www.bluepearltexspin.com **Email ID:** bluepearltextpin@gmail.com **Contact No.** +91 9081189927**Ballot Paper****Assent/ Dissent form for Voting on AGM Resolutions**

1.	Name(s) & Registered Address of the sole / first named Member	:	
2.	Name(s) of the Joint-Holder(s) If any	:	
3.	Registered Folio No./ DP ID No & Client ID No. [Applicable to Members holding shares in dematerialized form]	:	
4.	Number of Shares(s) held	:	

I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated 29th September, 2025, by conveying my/ our assent or dissent to the resolutions by placing tick (v) mark in the appropriate box below:

Resolution No.	Resolutions	Optional	
Ordinary Business:		For	Against
1.	To consider and adopt the Audited Financial Statements for the year ended 31st March, 2025 and reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolution.		
2.	To re-appoint a director in place of Mr. Rishikumar Hanumanprasad Gosai (DIN: 10218840), who retires by rotation and being eligible offers himself for re-appointment and in this regard to pass the following resolution as Ordinary Resolution.		
3.	To Re- appoint M/s. J Singh & Associates as the auditor of the Company and in this regard to pass the following resolution as Ordinary Resolution.		
Special Business:			
4.	To Regularize an additional Independent Director, Ms. Ritu Tiwari (DIN: 11040362) as an Independent Director of the company.		
5.	To appoint Secretarial Auditor of the Company.		

Place: Mumbai**Date:**_____
Signature of the Member**Or****Authorised Representative**

Notes:

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii) Please read the instructions printed overleaf carefully before exercising your vote.

General Instructions:

1. Shareholders have option to vote either through e-voting i.e., electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form:

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e., 5.00 p.m. on 28th September, 2025. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (V) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

Blue Pearl Agriventures Limited

CIN: L36104MH1992PLC069447

Registered Office: 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009

Website: www.bluepearltexspin.com **Email ID:** bluepearltexspin@gmail.com **Contact No.** +91 9081189927

Proxy form

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

Name of the Member (s):

Registered Address:

E Mail ID:

Folio No. /DP ID and Client ID:

I/We, being the member (s) of shares of the above-named Company, hereby appoint:

(1) Name: _____ Address: _____

Email Id: _____ Signature: _____

(2) Name: _____ Address: _____

Email Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, 29th September, 2025 at 01:00 P.M at 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated in Notice.

Signed this _____ day of _____, 2025

Signature of Proxy Shareholders

Signature of Shareholder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Notwithstanding the above, Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

Directors' Report

To,
The Members,
Blue Pearl Agriventures Limited

Your Directors take pleasure in presenting their 33rd Annual Report of the Company along with the Audited Financial Statements, for the period ended 31st March, 2025.

1. FINANCIAL RESULTS:

The financial Results are briefly indicated below:

(Amount in Lakhs)

Particulars	Period/ year ended	Period/ year ended
	31.03.2025	31.03.2024
Total Revenue	3532.99	26.41
Total expenses	3455.52	33.27
Profit/ (loss) before tax	77.47	-6.86
Profit/ (loss) after tax	64.47	-6.86

2. FINANCIAL OPERATIONS:

During the year under review, revenue from operations of the Company has been Rs. 3532.99/- lakhs as compared to Rs. 26.41/- lakhs during the previous financial year. The Company's profit after tax for the year under review was Rs. 64.47 lakhs as compared loss of Rs. 6.86 /-lakhs during the previous financial year.

3. DIVIDEND AND TRANSFER TO RESERVES:

Considering the financial results of the Company for 2024-2025 and the unsettled business environment, the Company is unable to declare a dividend for the current year. No amount is being transferred to reserves during the year under review.

4. DEPOSITS:

During the period under review, your Company has not accepted any deposits from the public as such, no amount of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

5. LISTING FEES:

Being listed at BSE Limited, Mumbai, and the Company has duly paid the listing fees.

6. SHARE CAPITAL:

The paid-up equity share capital of your company stood at Rs. 60,25,60,000 consisting of 60,25,60,000 equity shares of Rs. 1/- each fully paid-up. During the year under review, the Company has neither issued shares with differential voting rights nor has granted any stock options or sweat equity.

However, during the year under review, the Company has issued Rs. 6,00,00,000/- Warrants as on 27th June, 2024 at an issue price of Rs. 10. The said warrants have been converted into the Equity Shares on 11th February, 2025.

Further, during the year under review, the Company has done sub-division of shares from Rs. 10 to Rs. 1. (Ex-date: 20-03-2025)

As on 31st March, 2025, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

7. SUBSIDIARY JOINT VENTURES AND ASSOCIATE COMPANIES:

The company does not have any subsidiary company within the meaning of Section 2(87) of the Companies Act, 2013. There are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 and therefore provision with respect to Section 129 of the Companies Act, 2013 are not applicable to the Company.

8. WHISTLE BLOWER:

Pursuant to Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Section 177(9) of the Act and as per Regulation 22 of the Listing Regulations (as amended from time to time), the Company has framed Vigil Mechanism/ Whistle Blower Policy ("Policy") to enable Directors and employees to report genuine concerns or grievances, significant deviations from key management policies and reports on any non-compliance and wrong practices, e.g., unethical behaviour, fraud, violation of law, inappropriate behaviour/conduct, etc. The detailed Vigil Mechanism Policy is available at Company's Website www.bluepearltextspin.com.

9. PARTICULARS OF EMPLOYEES AND REMUNERATION:

No details as required under section 197 (12) of the Companies Act, 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, have been provided during the year as the Directors of the Company do not draw any Remuneration.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A) Changes in Directors and Key Managerial Personnel:**

During the year following Changes made in the Directors and Key Managerial Personnel:

Ms. Renu Kaur (DIN; 10080402) was appointed as an Additional Non Executive Independent Director by the Board of Directors of the Company w.e.f. 24th May, 2024.

Mr. Samir Jikarbhai Godil (DIN: 10740750) was appointed as Executive Director by the Board of Directors of the Company w.e.f. 14th August, 2024.

Ms. Ritu Tiwari (DIN: 11040362) was appointed as an Additional Non-Executive Independent Director by the Board of Directors of the Company w.e.f. 22nd April, 2025.

Mr. Shrikrishna Baburam Pandey (DIN: 07035767) has resigned as Whole-time director and CFO of the Company w.e.f. 24th May, 2024.

Mr. Viren Makwana (DIN: 09007676) has resigned as Non-Executive Independent Director of the Company w.e.f. 24th May, 2024.

Mr. Sudama Patel (DIN: 10132041) has resigned as Non-Executive Independent Director of the Company w.e.f. 14th June , 2024.

B) Declaration by an Independent Director(s) and reappointment, if any

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

C) Formal Annual Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

D) Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

E) Number of Meetings of the Board of Directors and Audit Committee

Regular meetings of the Board are held to discuss and decide on various business policies, strategies and other businesses. The schedule of the Board/Committee meetings to be held in

the forthcoming financial year is being circulated to the Directors in advance to enable them to plan their schedule for effective participation in the meetings.

During the year the Company has held 14 (Fourteen) Board Meetings as against the minimum requirement of 04 meetings. The meetings were held on 25/04/2024, 30/04/2024, 03/05/2024, 08/05/2024, 16/05/2024, 24/05/2024, 29/05/2024, 14/06/2024, 27/06/2024, 01/08/2024, 14/08/2024, 13/11/2024, 30/01/2025, 11/02/2025.

COMMITTEES OF THE BOARD:

The Board has constituted Committees pursuant to provisions of Companies Act, 2013, and rules framed there under and Listing Agreement entered with Stock Exchanges.

The committees of the Board are Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.

THE COMPOSITION OF AUDIT COMMITTEE OF BLUE PEARL AGRIVENTURES LIMITED IS AS FOLLOWS.

NAME	COMPOSITION
Ms. Anupma Kashyap	Chairman -Independent Director
Ms. Renu Kaur	Member - Independent Director
Ms. Samir Jikarbhai Godil	Member- Executive Director

THE COMPOSITION OF STAKEHOLDER RELATIONSHIP COMMITTEE OF THE BOARD OF BLUE PEARL AGRIVENTURES LIMITED IS AS FOLLOWS.

NAME	COMPOSITION
Ms. Renu Kaur	Chairman -Independent Director
Ms. Anupma Kashyap	Member - Independent Director
Ms. Ritu Tiwari	Member- Non- Executive Director

THE COMPOSITION OF STAKEHOLDER RELATIONSHIP COMMITTEE OF THE BOARD OF BLUE PEARL AGRIVENTURES LIMITED IS AS FOLLOWS.

NAME	COMPOSITION
Ms. Renu Kaur	Chairman -Independent Director
Ms. Anupma Kashyap	Member - Independent Director
Mr. Rishi Gosai	Member- Executive Director

11. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- a) In the preparation of the Annual financial statements for the year ended 31st March, 2025, the applicable accounting standards have been followed along with proper

explanation relating to material departures, if any.

- b) Have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the Company for that period.
- c) Have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) Have prepared the Annual accounts on a going concern basis.
- e) Have laid down proper internal financial controls to be followed by the company and that such financial controls are adequate and are operating effectively.
- f) Have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. AUDITORS:

Statutory Auditors

Pursuant to Section 139 of the Companies Act, 2013 and Rules made thereunder, the Company at its 32nd AGM appointed M/s. J Singh & Associates., Chartered Accountants, (Firm registration No: 110266W) as the Statutory Auditors of the Company for financial year 2023-2024.

Pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. J Singh & Associates, Chartered Accountants, (Firm Registration No: 110266W) will be Re- appointed as the Statutory Auditors of the Company, to hold office of from conclusion of Thirty three Annual General Meeting till the conclusion of the Thirty Seven Annual General Meeting of the Company to be held in the year 2030, subject to approval of their appointment at the Annual General Meeting. Members are requested to approve their appointment.

The Reports given by M/s. J Singh & Associates., Chartered Accountants on the financial statements of the Company for FY 2024-25 are part of the Annual Report.

Secretarial Auditors

Pursuant to Section 204 of the Companies Act, 2013, the Company has appointed Ms. Dharti Patel, (FCS No: 12801), Proprietor, DHARTI PATEL & ASSOCIATES, Company Secretaries for the Financial Year 2024-25. The Company has provided all assistance and facilities to the Secretarial Auditor for conducting their audit. The report

of Secretarial Auditor for the financial year ended 31st March, 2025 is annexed to this report as **Annexure-II**.

Further, Ms. Dharti Patel will be appointed for a term of 5 years from FY 2025-26 subject to approval of shareholders in ensuing AGM.

Internal Auditors

Pursuant to Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company has appointed M/s. S.P. Patel & Co, Chartered Accountants as the Internal Auditors of the Company for Financial Year 2024-25.

Cost Auditors

For the FY 2024-25, cost audit is not applicable to the Company as the export turnover is more than 75% of the total turnover. Hence the Company has not appointed Cost Auditor.

16. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS:

a) Observations of Statutory Auditors on Accounts for the year ended 31st March, 2025:

There are no qualifications, reservations or adverse remarks or disclaimer made by the Statutory Auditors in respect of financial statements as on and for the year ended 31st March, 2025.

b) Observations of Secretarial Audit Report for the year ended 31st March, 2025:

The observations as per Secretarial Audit Report and the Board's Reply is as under:

- The company has not dematerialized 100% of Shareholding of Promoter and Promoter Group as per Regulation 31(2) of Listing Obligations and Disclosure requirements, Regulation 2015.

Board's Reply: The Promoter shareholding will be converted into Demat at the earliest as per regulations 31 (2) of LODR.

17. REPORTING OF FRAUDS BY AUDITORS:

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act, details of which needs to be mentioned in Director's Report.

18. COST RECORDS AND COST AUDIT:

Maintenance of cost records as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 was not applicable for the business activities carried out by the Company for the FY 2024-25. Accordingly, such accounts and records are not made and maintained by the Company for the said period. The requirement for cost audit was not applicable for the said period as the export turnover was greater than 75% for the prior year.

19. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management's Discussion and Analysis Report for the year under review, as stipulated under regulation 34 (3) and Part B of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Annual Report as "Annexure I".

20. ANNUAL RETURN:

Pursuant to the provisions of Section 92(3) of Companies Act, 2013 following is the link for Annual Return FY 2024-25. www.bluepearltexspin.com.

21. ANNUAL PERFORMANCE EVALUATION OF BOARD:

The performance of Board, its Committees and Individual Director were reviewed during the year pursuant to Section 134(3) (p) of the Companies Act, 2013. The Separate meeting of independent Directors was held during the year to evaluate the performance of other Non-Independent Directors and of the Board as a whole, also the performances of Committees of the Board were reviewed. The performance of Board, Individual Directors and Committees were found to be satisfactory.

22. CORPORATE GOVERNANCE REPORT:

The compliance with Corporate Governance provisions as per Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 are applicable to company. The Certificate of the Corporate Governance of Secretarial Auditor for the financial year ended 31st March, 2025 is annexed to this report as **Annexure-IV**.

23. PARTICULARS OFF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO AS PER SECTION 134(M) OF COMPANIES ACT 2013 READ WITH COMPANIES (ACCOUNTS) RULES 2014:

- A) Conservation of energy: -
 - i) The steps taken or impact on conservation of energy: The Company is very careful in using the power to reduce the cost of maintenance and conserve the resources.
 - ii) The steps taken by the Company for utilizing alternate sources of energy: **N.A.**

- iii) The capital investment on energy conversation Equipment's: **N.A.**
- B) Technology absorption:
 - i) The efforts made towards technology absorption: **N.A.**
 - ii) The benefits derived like product improvement, cost reduction product development or import substitution: **N.A.**
 - iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): **N.A.**
 - a) The details of technology imported: **N.A.**
 - b) The year of import: **N.A.**
 - c) Whether the technology been fully absorbed. **N.A.**
 - d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof: **N.A.**
 - iv) The expenditure incurred on Research and Development: **N.A.**
- C) Foreign Exchange Earnings and Outgo:
 - i) Total Foreign Exchange Earned: Nil
 - ii) Total Foreign Exchange Used: Nil

24. CFO CERTIFICATION:

Certificate of CFO of the Company on Financial Statements, Cash Flow Statement for the period ended March 31, 2025 and Certificate of CFO for compliance with Code of Conduct by Board members and Senior Management personnel on Annual basis are enclosed herewith as “**Annexure III**”.

25. PARTICULARS OF LOAN, GURANTEES OR INVESTMENT:

During the year, the Company has not given any loans, given any guarantee or provided security as per Section 186 of the Companies Act, 2013.

26. MEETING OF INDEPENDENT DIECTORS:

The Independent Directors met once during the year to review the working of the Company, its Board and Committees. The meeting decided on the process of evaluation of the Board and Audit Committee. It designed the questionnaire on limited parameters and completed the evaluation of the Board by Non-Executive Directors and of the Audit committee by other members of the Board. The same was complied by independent authority and informed to the members.

27. NOMINATION AND REMUNERATION COMMITTEE:

The Board had constituted Nomination and Remuneration Committee pursuant to the provisions of subsection (1) of Section 178 of Companies Act, 2013. Pursuant to subsection (3) of Section 178 of Companies Act, 2013 the Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of a Director and recommended to the Board the policy, relating to the

remuneration of directors, key managerial personnel and other employees. The policy is available at Company's website on www.bluepearltextspin.com.

28. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for Financial Year 2024-2025 and hence does not form part of this report.

29. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has been in compliance with the applicable Secretarial Standards during the financial year 2024-2025.

30. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Board hereby reports that the Internal Financial Controls were reviewed by the Audit Committee and adequate Internal Financial Controls existed in the Company with respect to the Financial Statements for year ended on 31st March, 2025 and the Internal Financial Controls are operating effectively commensurate with size and nature of business operations.

31. RISK MANAGEMENT POLICY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

32. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed of during the year 2024-25.

- i) No of complaints received : Nil
- ii) No of complaints disposed of: Nil

33. ACKNOWLEDGEMENTS:

Your Directors would like to express their sincere appreciation to the shareholders for the confidence reposed by them in the company and for the continued support and co-operation extended by them. Your Directors also wish to place on record their deep sense of appreciation for the continuing support and efforts of Vendors, Dealers, Business Associates and Employees received during the period ended 31st March, 2025.

**BY ORDER OF THE BOARD
BLUE PEARL AGRIVENTURES LIMITED**

**Date: 29th August, 2025
Place: Mumbai**

**Sd/-
Rishikumar Gosai
Managing Director
DIN: 10218840**

Annexure I

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**1. Industry Overview:**

The Company is engaged in the preparing, manufacturing, processing, marketing, trading, import, export, improving, selling and dealing in all kinds of agro/agri/food products including but not limited to spices, oil seeds, grains, vegetables, herbs, pickles and other items derived from agricultural, farming or relevant activities.

- **Global and Domestic Market Conditions:** Analysis of the global and domestic agricultural markets, including supply and demand dynamics, pricing trends, and economic factors influencing the sector.
- **Regulatory Environment:** Overview of key regulations affecting the agro trading industry, including trade policies, tariffs, and environmental regulations.
- **Technological Trends:** Discussion of technological advancements impacting the agro trading industry, such as precision farming, blockchain for supply chain transparency, and digital marketplaces.

2. Business Overview:

- **Company Profile:** Overview of the company's operations, including major product categories, geographic markets, and key customers.
- **Operational Performance:** Analysis of the company's production and trading volumes, efficiency metrics, and supply chain management.
- **Market Position:** Discussion of the company's competitive position within the agro trading industry, including market share and key differentiators.

3. Financial Performance:

- **Revenue Analysis:** Breakdown of revenue by product category, geographic region, and customer segment. Discussion of key factors driving revenue growth or decline.
- **Cost of Goods Sold (COGS):** Analysis of the company's cost structure, including raw material costs, logistics, and other operational expenses.
- **Profitability:** Discussion of gross profit margins, operating income, and net income. Analysis of key factors influencing profitability, such as pricing power, cost control, and efficiency improvements.

- **Cash Flow:** Overview of cash flow from operations, investing, and financing activities. Discussion of the company's liquidity position and capital management strategies.

4. **Key Risk Factors:**

- **Commodity Price Volatility:** Discussion of the risks associated with fluctuations in the prices of key agricultural commodities.
- **Weather and Climate Risks:** Analysis of the impact of weather patterns and climate change on crop yields and trading volumes.
- **Regulatory and Political Risks:** Overview of potential risks related to changes in trade policies, tariffs, and other regulations affecting the agro trading industry.
- **Supply Chain Risks:** Discussion of risks related to disruptions in the supply chain, including transportation, storage, and logistics.

5. **Future Outlook:**

- **Market Outlook:** Analysis of expected trends in the agro trading industry, including demand growth, pricing trends, and regulatory developments.
- **Company Strategy:** Discussion of the company's strategic priorities for the upcoming year, including growth initiatives, market expansion, and operational improvements.
- **Risk Mitigation:** Overview of the company's plans to mitigate key risks and capitalize on emerging opportunities.

6. **Strengths:**

- **Diverse Product Portfolio:** A wide range of agricultural products, reducing dependency on any single commodity.
- **Established Supplier Relationships:** Strong, long-term relationships with farmers and suppliers ensure a steady supply of high-quality products.
- **Geographic Reach:** Extensive distribution network covering multiple regions or countries, enabling access to various markets.
- **Experienced Management Team:** Leadership with deep industry knowledge and experience in navigating complex global trade dynamics.
- **Efficient Supply Chain:** Advanced logistics and warehousing capabilities that optimize delivery times and reduce costs.

- **Financial Stability:** Strong balance sheet with healthy cash flows, enabling investments in growth opportunities and technology.

7. Weaknesses:

- **Dependency on Weather Conditions:** High exposure to weather variability, which can impact crop yields and supply availability.
- **Limited Market Differentiation:** Commoditized nature of products may result in low brand differentiation and pricing power.
- **Regulatory Compliance Costs:** Significant resources needed to comply with varying regulations across different regions.
- **Seasonal Revenue Fluctuations:** Revenue cycles tied to harvest seasons, leading to inconsistent cash flows.
- **Logistics and Transportation Challenges:** High transportation costs, especially for perishable goods, can erode profit margins.
- **Dependence on Key Markets:** Heavy reliance on a few key markets or regions, making the company vulnerable to economic or political changes in those areas.

8. Opportunities:

- **Emerging Markets:** Expansion into rapidly growing markets with increasing demand for agricultural products.
- **Sustainability and Organic Products:** Rising consumer demand for sustainably sourced and organic products presents new market opportunities.
- **Technological Advancements:** Adoption of precision agriculture, blockchain, and other technologies to enhance supply chain transparency and efficiency.
- **Strategic Partnerships:** Forming alliances with tech companies, logistics providers, or other stakeholders to enhance capabilities and market reach.
- **Product Diversification:** Expanding into new product categories, such as value-added or processed goods, to capture higher margins.
- **Government Support and Subsidies:** Accessing government grants, subsidies, or favorable trade agreements that support agricultural exports.

9. Threats:

- **Commodity Price Volatility:** Fluctuations in global commodity prices can impact profitability and financial stability.
- **Regulatory Changes:** Changes in trade policies, tariffs, or environmental regulations can disrupt operations and increase costs.
- **Climate Change:** Long-term changes in climate patterns could affect crop yields and the availability of key agricultural products.
- **Supply Chain Disruptions:** Risks of disruptions due to geopolitical tensions, natural disasters, or pandemics affecting global trade routes.
- **Intense Competition:** Competitive pressure from both local and international players, potentially leading to price wars and margin compression.
- **Changing Consumer Preferences:** Shifts towards plant-based, non-GMO, or alternative proteins could reduce demand for traditional agricultural products.

CAUTIONARY STATEMENT:

Statement in this Management Discussion and Analysis Report, describing the Company's objectives, estimates and expectations may constitute 'Forward Looking Statements' within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

**BY ORDER OF THE BOARD
BLUE PEARL AGRIVENTURES LIMITED**

**Date: 29th August, 2025
Place: Mumbai**

**Sd/-
Rishikumar Gosai
Managing Director
DIN: 10218840**



Dharti Patel & Associates,

Company Secretaries

01, Suvas Bunglows,

New C.G. Road,

Chandkheda,

Ahmedabad-382424

M: 7487033350, Email: csdhartipatel@gmail.com

Annexure II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

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

To,
The Members,
BLUE PEARL AGRIVENTURES LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BLUE PEARL AGRIVENTURES LIMITED (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our limited 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, we hereby report that in our opinion, the Company has, during the audit period ended on **31st March, 2025**, 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 hereinafter:

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

DHARTI
NARANBHAI
PATEL

Digitally signed by DHARTI
NARANBHAI PATEL
Date: 2025.09.03 15:35:03
+05'30'



Dharti Patel & Associates,

Company Secretaries

01, Suvas Bunglows,

New C.G. Road,

Chandkheda,

Ahmedabad-382424

M: 7487033350, Email: csdhartipatel@gmail.com

-
1. The Companies Act, 2013 and the rules made thereunder;
 2. The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
 3. The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;
 4. Foreign Exchange Management Act, 1999 and the rules/regulations made thereunder (to the extent of FDI, ODI, ECB applicable);
 5. 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;
 - (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) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2021; **(Not applicable to the Company during the Audit Period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Audit Period);**

DHARTI
NARANBHAI
PATEL

Digitally signed by
DHARTI NARANBHAI
PATEL
Date: 2025.09.03
15:35:16 +05'30'



Dharti Patel & Associates,

Company Secretaries

01, Suvas Bunglows,

New C.G. Road,

Chandkheda,

Ahmedabad-382424

M: 7487033350, Email: csdhartipatel@gmail.com

(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 client; **(Not applicable to the Company during the Audit Period);**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the Audit Period);**
and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period).**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Uniform Listing Agreement entered into by the Company with Stock Exchanges pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations/qualification: Nil

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent 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.

DHARTI
NARANBHAI
PATEL

Digitally signed by
DHARTI NARANBHAI
PATEL
Date: 2025.09.03
15:35:40 +05'30'



Dharti Patel & Associates,

Company Secretaries

01, Suvas Bunglows,

New C.G. Road,

Chandkheda,

Ahmedabad-382424

M: 7487033350, Email: csdhartipatel@gmail.com

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

I further report that:

- The Company has implemented a system to monitor trading window closures and structured digital database as required under SEBI (PIT) Regulations.
- As per the Companies (Accounts) Amendment Rules, 2025, the Company has incorporated disclosures on workplace ethics, prevention of sexual harassment of women, child labour prohibition, forced labour prohibition, and labour law compliance in its Board's Report.
- Adequate internal control systems and processes exist commensurate with the size and operations of the Company.

DHARTI
NARANBHAI
PATEL

Digitally signed by DHARTI
NARANBHAI PATEL
Date: 2025.09.03 15:35:59
+05'30'



Dharti Patel & Associates,

Company Secretaries

01, Suvas Bunglows,

New C.G. Road,

Chandkheda,

Ahmedabad-382424

M: 7487033350, Email: csdhartipatel@gmail.com

Disclaimer The compliance of applicable laws and regulations is the responsibility of the management. My examination was limited to the verification of procedures on a test basis.

Date: 03/09/2025

Place: Ahmedabad

***For, DHARTI PATEL & ASSOCIATES,
COMPANY SECRETARIES***

**DHARTI
NARANBHAI
PATEL**

Digitally signed by
DHARTI NARANBHAI
PATEL
Date: 2025.09.03
15:36:18 +05'30'

DHARTI PATEL

PROPRIETOR

M.NO: F12801

CP No: 19303

UDIN: F012801G001156163

PEER REVIEW CERTIFICATE NO: 4617/2023

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms as integral part of this report.



Dharti Patel & Associates,

Company Secretaries

01, Suvas Bunglows,

New C.G. Road,

Chandkheda,

Ahmedabad-382424

M: 7487033350, Email: csdhartipatel@gmail.com

To,
The Members,
BLUE PEARL AGRIVENTURES LIMITED

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

**DHARTI
NARANBHAI
PATEL**

Digitally signed by
DHARTI NARANBHAI
PATEL
Date: 2025.09.03 15:36:43
+05'30'



Dharti Patel & Associates,

Company Secretaries

01, Suvas Bunglows,

New C.G. Road,

Chandkheda,

Ahmedabad-382424

M: 7487033350, Email: csdhartipatel@gmail.com

-
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 03/09/2025

Place: Ahmedabad

***For, DHARTI PATEL & ASSOCIATES,
COMPANY SECRETARIES***

**DHARTI
NARANBHAI
PATEL**

Digitally signed by
DHARTI NARANBHAI
PATEL
Date: 2025.09.03
15:37:06 +05'30'

***DHARTI PATEL
PROPRIETOR***

M.NO: F12801

CP No: 19303

UDIN: F012801G001156163

PEER REVIEW CERTIFICATE NO: 4617/2023

Annexure III
CFO CERTIFICATION

To,
The Board of Directors,
Blue Pearl Agriventures Limited

I, Mr. Samir Jikarbhai Godil, CFO of the Company do hereby certify that:

1. I have reviewed the financial statement and the cash flow statements for the year and that to the best of my knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - b. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. They are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps have taken or propose to take to rectify these deficiencies.
4. I have indicated to the auditors and the Audit Committee:
 - a. There are no Significant changes in internal control over the financial reporting during the year;
 - b. There have been no Significant changes in accounting policies during the year which are required to be disclosed in the notes to the financial statements; and
 - c. There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

For Blue Pearl Agriventures Limited
Sd/-

Date: 29th August, 2025
Place: Ahmedabad
CFO

Samir Jikarbhai Godil Pandey

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

I, Mr. Samir Jikarbhai Godil Pandey, CFO of the Company hereby declare that all Board members and Senior Management personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Schedule V (D) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2025.

For Blue Pearl Agriventures Limited
Sd/-

Date: 29th August, 2025
Place: Ahmedabad
CFO

Samir Jikarbhai Godil



Dharti Patel & Associates,

Company Secretaries

01, Suvas Bunglows,

New C.G. Road,

Chandkheda,

Ahmedabad-382424

M: 7487033350, Email: csdhartipatel@gmail.com

Annexure III

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Blue Pearl Agriventures Limited,
Registered Office: 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai,
Maharashtra, India, 400009

We, **Dharti Patel & Associates**, have examined the compliance of conditions of Corporate Governance by **Blue Pearl Agriventures Limited** for the purpose of certifying compliance of the conditions of Corporate Governance as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") for the Financial Year ended March 31, 2025. We have obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of information and according to the explanations given to us and representation made by the management; I certify that the Company has complied with all the mandatory conditions of the Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and Paragraphs C, D and E of Schedule V of the Listing Regulations, during the year ended on March 31, 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 03/09/2025

Place: Ahmedabad

***For, DHARTI PATEL & ASSOCIATES,
COMPANY SECRETARIES***

**DHARTI
NARANBHAI
PATEL**

Digitally signed by DHARTI
NARANBHAI PATEL
Date: 2025.09.03 15:34:11
+05'30'

DHARTI PATEL

PROPRIETOR

M.NO: F12801

CP No: 19303

UDIN: F012801G001156262

PEER REVIEW CERTIFICATE NO: 4617/2023

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

Blue Pearl Agriventures Limited

Report on the Audit of the Standalone Financial Statements

1. Opinion

- A. We have audited the accompanying Standalone Ind AS Financial Statements of Blue Pearl Agriventures Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025 the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statement including a summary of material accounting policies and other explanatory information (herein after referred to as "the Standalone Financial Statements").
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025. the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date

2. Basis for Opinion

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

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS Financial Statements of the current period.

Branch Office:

Ahmedabad (Gujrat) • Bangalore (Karnataka) • Chennai (Tamilnadu) • Hyderabad (Andra Pradesh) • Hisar (Haryana) • Jaipur (Rajasthan) • Kolkata (West Bengal) • New Delhi • Patna (Bihar) • Punjab (Mohali) • Ranchi (Jarkhand) • Thiruvananthapuram (Kerala) • Tirunelveli (Tamilnadu) • Varanasi (U.P.) .

4. Information Other than the Standalone Ind AS Financial Statements and Auditor's Report Thereon

- A. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company's annual report but does not include the Standalone Ind AS Financial Statements and our auditor's report thereon. Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon
- B. In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS Financial Statements or our knowledge obtained during the course of our 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.

5. Responsibility of Management and Those charged with governance Management's Responsibility for the Standalone Ind AS Financial Statements

- A. 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 Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.. 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- B. In preparing the Standalone Ind AS 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.
The Board of Directors are responsible for overseeing the Company's financial reporting process.

6. Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

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

Branch Office:

Ahmedabad (Gujrat) • Bangalore (Karnataka) • Chennai (Tamilnadu) • Hyderabad (Andra Pradesh) • Hisar (Haryana) • Jaipur (Rajasthan) • Kolkata (West Bengal) • New Delhi • Patna (Bihar) • Punjab (Mohali) • Ranchi (Jarkhand) • Thiruvananthapuram (Kerala) • Tirunelveli (Tamilnadu) • Varanasi (U.P.) .

- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- i) Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls
 - iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
 - iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
 - v) Evaluate the overall presentation, structure and content of the Standalone Ind AS Financial Statements, including the disclosures, and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation
- C. Materiality is the magnitude of misstatements in the Standalone Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in
- i) planning the scope of our audit work and in evaluating the results of our work; and
 - ii) to evaluate the effect of any identified misstatements in the Standalone Ind AS Financial Statements.
- D. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- E. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- F. 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

Branch Office:

Ahmedabad (Gujrat) • Bangalore (Karnataka) • Chennai (Tamilnadu) • Hyderabad (Andhra Pradesh) • Hisar (Haryana) • Jaipur (Rajasthan) • Kolkata (West Bengal) • New Delhi • Patna (Bihar) • Punjab (Mohali) • Ranchi (Jharkhand) • Thiruvananthapuram (Kerala) • Tirunelveli (Tamilnadu) • Varanasi (U.P.) .

are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

II. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government 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 Order, to the extent applicable.

2. As required by Section 143(3) of the Act, based on our audit we report that:

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

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

C. The Standalone Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account

D. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014

E. On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

F. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements

ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts

Branch Office:

Ahmedabad (Gujrat) • Bangalore (Karnataka) • Chennai (Tamilnadu) • Hyderabad (Andhra Pradesh) • Hisar (Haryana) • Jaipur (Rajasthan) • Kolkata (West Bengal) • New Delhi • Patna (Bihar) • Punjab (Mohali) • Ranchi (Jharkhand) • Thiruvananthapuram (Kerala) • Tirunelveli (Tamilnadu) • Varanasi (U.P.)

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv)

(i) 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 or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) 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 person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, that Company had recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances; nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same **has not been operated** throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.

For, **J Singh & Associates**
Chartered Accountants
FRN: 110266W

Amit Joshi
(Partner)
M. No.: 120022
Place: Ahmedabad
Date: 27/05/2025
UDIN: 25120022BBIJZO5072

Branch Office:

Ahmedabad (Gujrat) • Bangalore (Karnataka) • Chennai (Tamilnadu) • Hyderabad (Andhra Pradesh) • Hisar (Haryana) • Jaipur (Rajasthan) • Kolkata (West Bengal) • New Delhi • Patna (Bihar) • Punjab (Mohali) • Ranchi (Jharkhand) • Thiruvananthapuram (Kerala) • Tirunelveli (Tamilnadu) • Varanasi (U.P.) .

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

[The annexure referred to in our Independent Auditors' Report of even date to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2025, in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of Blue Pearl Agriventures Limited

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

(B) The Company does not have any intangible assets. Accordingly, clause 3(i)(a)(B) of the order is not applicable.

b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the Property, Plant and Equipment at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

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

D According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.

E According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii a The inventory has been physically verified by the management at reasonable intervals during the year except inventory lying with the third parties. In our opinion the frequency of verification is reasonable.

B According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

iii According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not made any investment, provided guarantee or security or granted any loans secured or unsecured to companies, firms, Limited Liability partnership or other parties during the year.

iv In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

Branch Office:

Ahmedabad (Gujrat) • Bangalore (Karnataka) • Chennai (Tamilnadu) • Hyderabad (Andra Pradesh) • Hisar (Haryana) • Jaipur (Rajasthan) • Kolkata (West Bengal) • New Delhi • Patna (Bihar) • Punjab (Mohali) • Ranchi (Jarkhand) • Thiruvananthapuram (Kerala) • Tirunelveli (Tamilnadu) • Varanasi (U.P.) .

v According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, are not applicable to the Company.

vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act. Therefore, the provisions of clause (vi) of the Order are not applicable to the Company

a The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other material statutory dues applicable to it with the appropriate authorities.

According to the information and explanations given to us, there were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other material statutory dues in arrears, as at 31st March, 2025 for a period of more than six months from the date they became payable.

b According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Good and Service Tax and Value Added Tax which have not been deposited by the Company on account of disputes except as stated:

viii According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

ix a According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.

b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

c In our opinion and according to the information and explanations given to us by the management, the company has not availed any term loans during the year.

d According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

e According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, as defined in the Act. Therefore, clause 3(ix) (e.) is not Applicable.

f According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).

Branch Office:

Ahmedabad (Gujrat) • Bangalore (Karnataka) • Chennai (Tamilnadu) • Hyderabad (Andra Pradesh) • Hisar (Haryana) • Jaipur (Rajasthan) Kolkata (West Bengal) • New Delhi • Patna (Bihar) .Punjab (Mohali) • Ranchi (Jarkhand) • Thiruvananthapuram (Kerala) • Tirunelveli(Tamilnadu)•Varanasi(U.P.) .

x a The Company has not raised any amount by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order.

b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made a preferential allotment of shares during the year. Accordingly, clause 3(x)(b) of the Order is applicable.

xi a Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

b According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government

c As per information and explanation given by the management, there were no whistle blower complaints received by the Company during the year.

xii According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

xiii According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS standalone financial statements as required by the applicable accounting standards.

xiv a Based on information and explanations provided to us and our audit procedures, 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 for the period under audit.

xv In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its Directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

xvi a The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.

b On the basis of examination of records and according to the information and explanation given to us by the Company, the Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting requirement of clause xvi(b) of paragraph 3 of the Order is not applicable to the Company.

c The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

d According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.

xvii Based on the examination of the records, the Company has not incurred any cash losses in the financial year and in the immediately preceding financial year the amount of loss is Rs. 00.00 /-

Branch Office:

Ahmedabad (Gujrat) • Bangalore (Karnataka) • Chennai (Tamilnadu) • Hyderabad (Andhra Pradesh) • Hisar (Haryana) • Jaipur (Rajasthan) • Kolkata (West Bengal) • New Delhi • Patna (Bihar) • Punjab (Mohali) • Ranchi (Jharkhand) • Thiruvananthapuram (Kerala) • Tirunelveli (Tamilnadu) • Varanasi (U.P.) .

xviii There has been resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is applicable.

xix According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet 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. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx In our opinion and according to the information and explanations given to us, section 135 of the Company's Act 2013 is not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For, **J Singh & Associates**
Chartered Accountants
FRN: 110266W

Amit Joshi
(Partner)
M. No.: 120022
Place: Ahmedabad
Date: 27/05/2025
UDIN: 25120022BMIJZO5072

Branch Office:

Ahmedabad (Gujrat) • Bangalore (Karnataka) • Chennai (Tamilnadu) • Hyderabad (Andra Pradesh) • Hisar (Haryana) • Jaipur (Rajasthan) Kolkata (West Bengal) • New Delhi • Patna (Bihar) .Punjab (Mohali) • Ranchi (Jarkhand) • Thiruvananthapuram (Kerala) • Tirunelveli(Tamilnadu)•Varanasi(U.P.) .

ANNEXURE - B TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Blue Pearl Agriventures Limited ("The Company") as of 31 March, 2025. in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Branch Office:

Ahmedabad (Gujrat) • Bangalore (Karnataka) • Chennai (Tamilnadu) • Hyderabad (Andra Pradesh) • Hisar (Haryana) • Jaipur (Rajasthan) • Kolkata (West Bengal) • New Delhi • Patna (Bihar) • Punjab (Mohali) • Ranchi (Jarkhand) • Thiruvananthapuram (Kerala) • Tirunelveli (Tamilnadu) • Varanasi (U.P.) .

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For, **J Singh & Associates**
Chartered Accountants
FRN: 110266W

Amit Joshi
(Partner)
M. No.: 120022
Place: Ahmedabad
Date: 27/05/2025
UDIN: 25120022BBIJZO5072

Branch Office:

Ahmedabad (Gujrat) • Bangalore (Karnataka) • Chennai (Tamilnadu) • Hyderabad (Andra Pradesh) • Hisar (Haryana) • Jaipur (Rajasthan) • Kolkata (West Bengal) • New Delhi • Patna (Bihar) • Punjab (Mohali) • Ranchi (Jarkhand) • Thiruvananthapuram (Kerala) • Tirunelveli (Tamilnadu) • Varanasi (U.P.) .

BLUE PEARL AGRIVENTURES LIMITED
(Previously Known as Blue Pearl Texspin Limited)
CIN: L46209MH1992PLC069447

Balance Sheet as at 31st March, 2025

(All amount in Rs. Lakhs unless otherwise stated)

	Note No.	As at 31-03-2025	As at 31-03-2024
ASSETS			
I Non Current Assets			
(a) Property plant and equipment	2	2.57	0.18
- Capital Work in Progress		-	-
(b) Financial Assets			
(i) Other financial assets	3	2.69	2.11
(c) Deferred Tax Assets(net)	4	-	-
(d) Long term loans and advances	5	-	-
Total Non-current assets (I)		5.26	2.29
II Current Assets			
(a) Inventories	6	1,411.78	-
(b) Financial Assets			
(i) Trade receivables	7	3,336.60	7.83
(ii) Cash & Cash Equivalent	8	37.34	39.00
(iii) Bank Balance Other Than Above	9	-	-
(iii) Investment	10	-	-
(ii) Other Finance Assets	11	-	-
(c) Short term loans and advances	12	-	-
(d) Other current assets	13	1,367.68	-
Total Current Assets (II)		6,153.40	46.83
Total Assets (I+II)		6,158.65	49.12
EQUITY AND LIABILITIES			
I Equity			
(a) Equity share capital	11	6,025.60	25.60
(b) Other Equity	12	20.39	(44.09)
		6,045.99	(18.49)
Liabilities			
II Non current liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	-	-
(ii) Deferred tax liabilities (Net)	14	-	-
Total non current liabilities (II)		-	-
III Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	15		
(a) total outstanding dues of micro enterprises and small enterprises; and		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		93.22	-
(ii) Borrowings	16	3.78	40.80
(iii) Other finance liabilities	17	-	-
(b) Other current liabilities	18	0.66	26.25
(c) Short-term provisions	19	15.00	0.57
Total current liabilities (III)		112.66	67.61
Total Equity and Liabilities (I) + (II) + (III)		6,158.65	49.12

Significant Accounting Policies

The accompanying notes are an integral part of financial statements.

As per our attached report of even date

For J Singh & Associates

Chartered Accountants

Firm Registration No. 110266W

For and on behalf of the board of directors of

Blue Pearl Agriventures Limited

Amit Joshi

Partner

M. No: 120022

UDIN: 25120022BMIJZO5072

Rishikumar Gosai

Managing Director

DIN: 10218840

Samir Godil

Director- CFO

DIN: 10740750

Place : Ahmedabad

Date : 27/05/2025

BLUE PEARL AGRIVENTURES LIMITED				
(Previously Known as Blue Pearl Texspin Limited)				
CIN: L46209MH1992PLC069447				
Statement of Profit and Loss for the year ended on 31st March, 2025				
(All amount in Rs. Lakhs unless otherwise stated)				
		Note No	Year Ended 31-03-2025	Year Ended 31-03-2024
I	INCOME			
	Revenue from Operations	18	3,532.99	26.41
	Other Income	19	-	-
	Total Income (I)		3,532.99	26.41
II	EXPENSES			
(a)	Cost of Raw Material Consumed	20	-	-
(b)	Purchases of traded and manufactured goods	21	4,793.73	19.32
(c)	Changes in inventories of stock-in-trade	22	(1,411.78)	-
(d)	Employee benefits expense	23	9.14	2.64
(e)	Finance Costs	24	0.02	0.00
(f)	Depreciation and amortization expenses	2	0.45	-
(g)	Other expenses	25	63.96	11.31
	Total Expenses (II)		3,455.52	33.27
III	Profit/(loss) before exceptional and extraordinary items and tax (I-II)		77.47	(6.86)
IV	Exceptional items		-	-
V	Profit/(loss) before extraordinary items and tax (III-IV)		77.47	(6.86)
VI	Extraordinary items		-	-
VII	Profit(loss) before tax (V-VI)		77.47	(6.86)
VIII	Tax Expense			
	Current Income Tax		13.00	-
	Deferred Tax		-	-
IX	Profit/(loss) for the year (VII-VIII)		64.47	(6.86)
	Other Comprehensive Income			
	A. Item that will not be reclassified to profit or loss			
	(i) Remeasurement gains/(loss) arising on defined benefit plan		-	-
	(ii) Financial Instruments through Other Comprehensive Income		-	-
	B. Item that will be reclassified to profit or loss		-	-
	Total Other Comprehensive Income		64.47	(6.86)
	Earnings per equity share in rupees (Face value Rs. 10/- per share)			
	Basic and Diluted earning per share		0.11	(2.68)
Significant Accounting Policies				
The accompanying notes are an integral part of financial statements.				
As per our attached report of even date			For and on behalf of the board of directors of Blue Pearl Agriventures Limited	
For J Singh & Associates				
Chartered Accountants				
Firm Registration No. 110266W				
Amit Joshi			Rishikumar Gosai	Samir Godil
Partner			Managing Director	Director- CFO
M. No: 120022			DIN: 10218840	DIN: 10740750
UDIN: 25120022BBIJZO5072				
Place : Ahmedabad			Place : Ahmedabad	
Date : 27/05/2025			Date : 27/05/2025	

BLUE PEARL AGRIVENTURES LIMITED		
(Previously Known as Blue Pearl Texspin Limited)		
CIN: L46209MH1992PLC069447		
Cash flow statement for the year ended on 31st March, 2025		
(All amount in Rs. Lakhs unless otherwise stated)		
	Year Ended 03-2025	31- Year Ended 31-03-2024
A :- Cash Flow from Operating Activities		
Net profit before taxation:	77.48	(6.86)
Adjustment for :		
Depreciation and amortization	0.45	-
Sundry balances written back (net)/ off	-	-
Loss on sale of PPE	-	-
Interest income on deposits	-	-
Provision for doubtful debts	-	-
Operating profit before working capital changes	77.93	(6.86)
Adjustment for change in working capital:		
(Decrease)/Increase in other financial liabilities	-	-
(Decrease)/Increase in other current liabilities	(25.59)	26.55
(Decrease)/Increase in provisions	14.44	-
(Decrease) in trade payables	93.22	-
Decrease/(Increase) in Borrowings	(37.02)	-
(Increase) in other current assets	(1,367.68)	-
(Decrease) in Non Current Tax Assets	-	-
(Decrease) in Other Financials assets	(0.58)	-
Increase in inventories	(1,411.78)	-
(Increase)/Decrease in trade receivables	(3,328.77)	0.41
Decrease in other current financial assets	-	-
Cash Generated from operations	(5,985.83)	20.10
Direct taxes paid	(13.00)	-
Net cash from operating activities (A)	(5,998.83)	20.10
B :- Cash flow from investing activities		
Purchase of fixed assets	(2.83)	-
Proceeds from sale of fixed assets	-	-
Interest Received	-	-
Net cash used in investing activities (B)	(2.83)	-
C:- Cash flow from financing activities		
Increase/(Decrease) in Long Term Borrowing	-	9.99
Increase/(Decrease) in Share Capital	6,000.00	-
Net cash used in financing activities (C)	6,000.00	9.99
Net increase/(Decrease) in cash and cash equivalents (A+B+C)	(1.66)	30.09
Cash and cash equivalents at the beginning of the year	39.00	8.91
Cash and cash equivalents at the end of the year	37.34	39.00
Notes :		
Cash and cash equivalents included in the Cash flow statement comprises:		
	As at 31-03-2025	As at 31-03-2024
Cash on hand	1.41	10.82
Bank balance with scheduled bank	35.93	28.18
	37.34	39.00
The above Cash flow statement has been prepared under the indirect method setout in AS-3 Companies(Accounting Standard) Rules, 2006.		
As per our attached report of even date		
For J Singh & Associates	For and on behalf of the board of directors of	
Chartered Accountants	Blue Pearl Agriventures Limited	
Firm Registration No. 110266W		
Amit Joshi	Rishikumar Gosai	Samir Godil
Partner	Managing Director	Director- CFO
M. No: 120022	DIN: 10218840	DIN: 10740750
UDIN: 25120022BMIJZO5072		
Place : Ahmedabad	Place : Ahmedabad	
Date : 27/05/2025	Date : 27/05/2025	

CIN: L46209MH1992PLC069447

(All amount in Rs. Lakhs unless otherwise stated)

[illegible]

BLUE PEARL AGRIVENTURES LIMITED
CIN: L46209MH1992PLC069447

(All amount in Rs. Lakhs unless otherwise stated)

		As at 31-03-2025	As at 31-03-2024
3	Other Financial Assets		
	BSE Deposits	2.11	2.11
	Rent Deposits	0.58	-
	Total	2.69	2.11
4	Deferred tax liability/asset		
	Deferred tax Liability/(Assets)		
	Arising on account of timing difference in Depreciation	-	-
	Net Deferred tax Liability/(Assets)	-	-
5	Long-term loans and advances		
	Unsecured,considered good		
	Advance to suppliers	-	-
	Advance Income Tax,TDS and TCS (net of provision)	-	-
	MAT Entitlement	-	-
	Total	-	-
6	Inventories		
	Traded Goods	1,411.78	-
	Total	1,411.78	-
7	Trade receivables		
	Unsecured	-	-
	Trade receivables considered good	3,336.60	7.83
	Trade receivables considered doubtful	-	-
		3,336.60	7.83
	Allowance for expected credit loss	-	-
	Total	3,336.60	7.83

BLUE PEARL AGRIVENTURES LIMITED
CIN: L46209MH1992PLC069447

(All amount in Rs. Lakhs unless otherwise stated)

	As at 31-03-2025	As at 31-03-2024
8 Cash and Cash Equivalents		
Balance with Banks :		
in current account	35.93	28.18
Cash on hand	1.41	10.82
Total	37.34	39.00
9 Bank Balance Other Than Above		
Term Deposit		-
Total	-	-
10 Investment		
Other Current Investment	-	-
Total	-	-
11 Other Finance Assets		
(Unsecured and Considered Good)		
Loans and Advances - Related Parties	-	-
Loans and Advances - Related Parties	-	-
Staff Advances- Directors	-	-
Staff Advances- Others	-	-
Total	-	-
12 Short term loans and advances		
(Unsecured considered good)		
Inter corporate deposits given	-	-
Other short term loans and advances	-	-
Total	-	-
13 Other current assets		
Advance to Others	1,367.00	-
Balance with revenue authorities	-	-
Prepaid expenses	-	-
Other Current Assets	0.68	-
Total	1,367.68	-

BLUE PEARL AGRIVENTURES LIMITED
CIN: L46209MH1992PLC069447

(All amount in Rs. Lakhs unless otherwise stated)

11 Equity share capital

	As at 31-03-2025	As at 31-03-2024
Authorised share capital :		
No. of Equity share	610,000,000	10,000,000
Face value	1.00	10.00
Total value	6,100.00	1,000.00
Issued , Subscribed and Fully paid up		
No. of Equity share Issued	602,560,000	256,000
Face value	1.00	10.00
Total issued, subscribed and fully paid-up share capital	6,025.60	25.60

11.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	As at 31-03-2025		As at 31-03-2024	
	Number	Rs.	Number	Rs.
Equity shares				
Outstanding at the beginning	2.56	25.60	2.56	25.60
Change during the year	600.00	6,000.00	-	-
Bought back during the year	-	-	-	-
Outstanding at the end	602.56	6,025.60	2.56	25.60

11.2 Terms/right attached to equity shares

The company has only one class of equity share having a par value of Rs. 1/- (P.Y. Rs. 10/-) per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

11.3 Details of Shareholders holding more than 5 % share in the company

Name of the shareholder	As at 31-03-2025		As at 31-03-2024	
	No. of Share	% of Holding	No. of Share	% of Holding
E-Wha Foam Korea CO	-	-	50,033.00	19.54%
		-		-
Total	-	-	50,033.00	19.54%

11.4 Share holding of Promoter

Name of the Promoter	As at 31-03-2025		As at 31-03-2024		% change during
	No of Shares	% of Holding	No of Shares	% of Holding	
Nijal Navinchandra Shah	-	-	327	0.13%	(0.00)
Nijal N Shah	-	-	1	0.00%	-
E-Wha Foam Korea CO	-	-	50,033	19.54%	-
Total	-	-	50,361	19.67%	

BLUE PEARL AGRIVENTURES LIMITED
CIN: L46209MH1992PLC069447

(All amount in Rs. Lakhs unless otherwise stated)

12 Other Equity

	As at 31-03-2025	As at 31-03-2024
Reserves and Surplus		
Securities Premium		
Balance at the beginning of the year	-	-
Add: Received during the year	-	-
Balance at the end of the year	-	-
Capital Reserve		
At the commencement of the year	-	-
Add / (Less): Additions / (Deductions) during the year	-	-
At the end of the year	-	-
Share application money pending for allotment		
At the commencement of the year	-	-
Add / (Less): Additions / (Deductions) during the year	6,000.00	-
At the end of the year	6,000.00	-
Retained earnings		
At the commencement of the year	(44.09)	(37.23)
Add: Loss for the year	64.48	(6.86)
Add: Profit for the year	-	-
Add: Gain on remeasurement of post-employment benefit obligations	-	-
At the end of the year	20.39	(44.09)
Total other equity	20.39	(44.09)
13 Borrowings		
Vehicales Loan (Secured Against Hypothecation Of Vehicle)	-	-
Total borrowings	-	-
14 Deferred tax liabilities (Net)		
(i) Deferred tax liabilities		
Depreciation & Amortisation	-	-
Gratuity Provisions	-	-
(ii) Deferred tax Assets		
MAT credit entitalment	-	-
Deferred tax liability (net)	-	-

BLUE PEARL AGRIVENTURES LIMITED

CIN: L46209MH1992PLC069447

(All amount in Rs. Lakhs unless otherwise stated)

15 Trade payables

	As at 31-03-2025	As at 31-03-2024
Trade Payables		
(a) total outstanding dues of micro enterprises and small enterprises; and	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	93.22	-
Total	93.22	-

15.1 Trade Payable due for payment

Trade Payable ageing schedule as at 31st March 2025

Particulars	Outstanding for following periods from the date of transaction					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	-	-	-	-	-	-
(ii)Others	-	-	-	-	-	-
(iii) Disputed dues –						
MSME	-	-	-	-	-	-
(iv) Disputed dues –						
Others	-	-	-	-	-	-

Trade Payable ageing schedule as at 31st March 2024

Particulars	Outstanding for following periods from the date of transaction					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	-	-	-	-	-	-
(ii)Others	-	-	-	-	-	-
(iii) Disputed dues –						
MSME	-	-	-	-	-	-
(iv) Disputed dues –						
Others	-	-	-	-	-	-

- 15.2** Information required to be furnished as per section 22 of the Micro, small and medium Enterprise Development Act, 2006 (MSMED Act) and schedule III the companies Act, 2013 for the year ended March 31, 2025. This information has been determined to the extent such parties have been identified on the basis of information available with the company and relied upon by auditors.

Particulars	As at and for the year ended 31 March 2025	As at and for the year ended 31 March 2024
(a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year:		
i) Principal	-	-
ii) Interest	-	-
(b) the amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

BLUE PEARL AGRIVENTURES LIMITED
CIN: L46209MH1992PLC069447

(All amount in Rs. Lakhs unless otherwise stated)

		As at 31-03-2025	As at 31-03-2024
16	Borrowings		
	Intercompany Deposits	-	1.80
	From Directors	3.78	39.00
	Total	3.78	40.80
17	Other Finance Liabilities		
	Salary & Reimbursements Payable	-	-
	Gratuity Payable (Net of Plan Assets)	-	-
	Payable to Auditors	-	-
	Security deposits Payable	-	-
	Other current financial liabilities	-	-
	Total	-	-
18	Other current liabilities		
	Advance From Debtor	-	26.25
	Other current liabilities	-	-
	Statutory Dues Payable	0.66	-
	Total	0.66	26.25
19	Short-term provision		
	Provision for expenses	-	0.57
	Provision for Income Tax (Net off Advance Tax)	13.00	-
	Provision For Audit Fees	2.00	
	Total	15.00	0.57

BLUE PEARL AGRIVENTURES LIMITED

CIN: L46209MH1992PLC069447

(All amount in Rs. Lakhs unless otherwise stated)

		Year Ended 31-03-2025	Year Ended 31-03-2024
18	Revenue from operations		
	Sale of products (Gross)		
	- Agriculture Sales	3,532.99	26.41
	Total	3,532.99	26.41
18.1	Details of sales of traded and manufactured goods		
	- Agriculture Sales	3,532.99	26.41
	Total	3,532.99	26.41
19	Other Income		
	Interest Income	-	-
	Rent Received	-	-
	Misc. Income	-	
	Service charge Received	-	
	Sundry Balance Written Back (Net)	-	-
	Other Non Operating Incomes	-	-
		-	-
20	Cost of Material Consumed		
	Opening balance		
	- Traded Goods	-	-
	Add: Purchase		
	- Traded Goods	-	-
	Less: Closing Balance		
	- Traded Goods	-	-
	Total Cost of Raw Material Consumed	-	-

21	Purchases of traded goods		
	- Agriculture Purchase	4,793.73	19.32
	Total	4,793.73	19.32
22	Changes in inventories of stock-in-trade		
	Inventories at the end of the year		
	Traded goods	1,411.78	-
		1,411.78	-
	Inventories at the beginning of the year		
	Traded goods	-	-
		-	-
		(1,411.78)	-
23	Employee benefits expenses		
	Salaries, Wages & Other Benefits	8.30	2.64
	Director's Salary and Allowance	0.84	-
	Provident Fund and ESI	-	-
	Gratuity	-	-
	Leave Encashment	-	
	Total	9.14	2.64

24	Finance Cost		
	Bank Charges	0.02	0.00
	Interest Expense	-	-
	Total	0.02	0.00
25	Other expenses		
	Advertisement and other promotion expenses	0.10	-
	Accounting Charges	0.17	0.15
	Auditors remuneration	2.30	0.30
	BSE Fees	8.56	9.51
	CDSL/NSDL/RTA Expense	1.10	0.34
	MCA Charges	0.30	-
	Electricity & Water Charges	0.11	-
	Postage & General Expense	-	0.31
	Printinf & Stationary Expense	-	0.40
	Professional Fees	1.56	0.30
	ROC Expense	38.25	-
	Rental Charges	1.16	-
	Stamp Duty	10.20	-
	Other Expense	0.15	-
	Total	63.96	11.31
25.1	Payment to auditors (Excluding Taxes)		
	As auditor		
	Statutory audit fees	2.30	0.30
	Tax audit fees	-	-
	In other capacity	-	-
	Taxation matters	-	-
	Total	2.30	0.30

Notes to Standalone Financial Statements for the year ended on 31 March 2025**1 Corporate Information**

Mrugesh Trading Ltd ("the Company") is a public limited Company domiciled in India. The registered office of the Company is at 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009. The company maintains its books of accounts at A-403 Synergy Opp Commerce House, Nr Vodaphone Corporate Road, Jodhpur Char Rasta, Ahmedabad, Ahmedabad City, Gujarat, India, 380015.

2**2.1 Statement of Compliance and Basis of Preparation**

The standalone financial statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under the relevant provisions of Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The financial statements have been prepared on a historical cost convention and accrual basis, except for certain financial assets and liabilities measured at fair value.

2.2 Going Concern

These standalone financial statements have been prepared on a going concern basis.

2.3 Classification of Current and Non-current Assets and Liabilities

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:-

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle for the purpose of current-non current classification of assets and liabilities.

2.4 Rounding of Amounts

All the amounts disclosed in the standalone financial statements and notes presented in Indian Rupees have been rounded off to the nearest thousand as per the requirement of Schedule III to the Act unless otherwise stated.

2.5 Functional and Presentation Currency

These standalone financial statements are presented in Indian Rupees ("Rs." or "INR"), which is also the Company's functional currency. All amounts have been rounded off to two decimal places to the nearest thousand, unless otherwise indicated.

3 Summary of Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

A Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make certain estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities (including contingent liabilities) and the accompanying disclosures. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and differences between the actual results and the estimates are recognised in the periods in which the results are known / materialized.

B Significant Estimates and assumptions are required in particular for

(i) Recognition of deferred tax assets

A deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The management assumes that taxable profits will be available while recognising deferred tax assets.

(ii) Impairment of Non Financial Assets:

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets may be impaired. If any such indication exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount.

C Inventories

Inventories are valued at the lower of cost and the net realisable value estimated by the management after providing for obsolescence and other losses, where considered necessary.

D Property, Plant and Equipment

Property, Plant and Equipments are stated at cost of acquisition less accumulated depreciation and impairment in value, if any. Cost comprises the purchase price and any other attributable cost of bringing the asset to its working condition for its intended use. Subsequent costs have been included in the asset's carrying amount as recognised as a separate asset, as appropriate only when it is probable future benefits associated with the item will flow to the entity and the cost can be measured reliably.

Depreciation is provided using straight line method, pro-rata for the period of use, based on the respective useful lives as mentioned under Schedule II of the Act. Leasehold land and improvements are depreciated over the estimated useful life, or the remaining period of lease from the date of capitalisation, whichever is shorter.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

E Foreign Currency Transactions:

The Company's financial statements are presented in Indian Rupees [Rs.], which is the functional and presentation currency.

- (i) The transactions in foreign currencies are translated into functional currency at the rates of exchange prevailing on the dates of transactions.

- (ii) Foreign Exchange gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the year end exchange rates are recognised in the Statement of Profit and Loss. However, foreign currency differences arising from the translation of certain equity instruments where the Company had made an irrevocable election to present in OCI subsequent changes in the fair value are recognised in OCI.

- (iii) Foreign exchange differences regarded as adjustments to borrowing costs are presented in the Statement of Profit and Loss within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis.

F Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial Assets

i. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

ii. Subsequent measurement

a) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

iii Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

B. Financial Liabilities

i). Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

ii). Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method.

C. Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

G Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The company is reported at an overall level and hence there are no reportable segment as per Ind AS 108.

H Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right of use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term. The right of use assets are also subject to impairment.

ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments are fixed payments. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption that are considered to be low value.

Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

I Borrowing Costs

- (i) Borrowing costs consist of interest and other borrowing costs that are incurred in connection with the borrowing of funds. Other borrowing costs include ancillary charges at the time of acquisition of a financial liability, which is recognised as per EIR method.

Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

- (ii) Borrowing costs that are directly attributable to the acquisition/ construction of a qualifying asset are capitalised as part of the cost of such assets, up to the date the assets are ready for their intended use. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

J Revenue Recognition

Revenue from sale of products is recognised when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

Brokerage income is recognized on transactions on which “Settlements” are completed during the year. In case of Income from Marketing of Financial Products the same are accounted on cash basis.

Other Income is accounted on accrual basis except Dividend Income, Interest on Government Bonds and Interest on Income Tax Refunds which are accounted on cash basis.

K Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of the company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

L Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

M Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest (EIR) method.

N Taxes on Income

Tax expense comprises of current income tax and deferred tax.

(i) Current Taxation

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Company operates and generates taxable income.

Current tax items, relating to items recognised outside the statement of profit and loss, are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Provision for current tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemption in accordance with the Income Tax Act, 1961.

Current tax assets and liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(ii) Deferred Taxation

Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in Other Comprehensive Income or in equity).

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent it is probable that these assets can be realised in future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset where a legally enforceable right exists to offset current tax assets and liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax includes MAT tax credit. the Company reviews such tax credit asset at each reporting date to assess its recoverability.

O Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on best management estimate 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 management 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 contingent liabilities but discloses its existence in the financial statement. Contingent assets are neither recognized nor disclosed in the financial statements.

P Employee Benefits:

Short term obligations:

Liabilities for wages and salaries, including earned leave and sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured by the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Retirement benefits

The Company has dissolved the Provident Fund Trust and is in the process of closure of the same as there are no employees left other than the two Whole Time Directors and Chief Financial Officer. The Company's Superannuation Fund is administered through Life Insurance Corporation of India and is recognised by the Income Tax Department. Company's contribution to Superannuation Fund for the year is charged against revenue. The Company has provided for Gratuity in Current Year for the Two Wholetime Directors

Employee Separation Costs:

The compensation paid to the employees under Voluntary Retirement Scheme is expensed in the year of payment.

Q Cash flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.