

Boards' Report

To,
 The Members,

Your Directors hereby present the 34th Annual Report on the business and operations of the Company and the Audited Financial Statements for the financial year ended 31st March, 2025.

1. FINANCIAL SUMMARY OR PERFORMANCE OF THE COMPANY

Particulars	(AMOUNT IN LAC RS.)	
	FY 2024-2025	FY 2023-2024
Total Income		
-Revenue from Operations	190,109.73	133,686.98
-Other Income	2,192.40	2,316.51
Less: Total Expenditure (excluding Depreciation / Amortization)	200,716.39	143,986.73
Profit / (Loss) before Tax/ Depreciation/ Amortization	(8,414.26)	(7,983.81)
Less: Depreciation / Amortization	0.52	0.57
Less: Taxes Deferred Tax Charge/ (Credit): Current year tax: MAT credit entitlement:	-	-
Net Profit/(Loss) after tax	(8,414.78)	(7,983.81)
Add: Balance brought forward from Previous Year	(34,767.33)	(26,783.52)
Balance Profit / (Loss) carried forward to Balance Sheet	(43,182.11)	(34,767.33)

2. STATE OF COMPANY'S AFFAIRS

Total revenue for the financial year ended on 31st March, 2025 is INR 190,109.73 Lacs as against INR 133,686.98 Lacs for the previous financial year. The Company incurred Net Loss of INR 8,414.78 Lacs as against Net Loss of INR 7,983.81 Lacs for the previous year. Earning per equity share has been decreased to INR (10.60)/- per equity share against previous year earnings of INR (10.06)/- per equity share.



3. DIVIDEND

With view to strengthen the capital base, the Board of Directors of the Company do not recommend any dividend for the financial year ended 31st March, 2025 to sole class of equity shareholders of the Company.

4. RESERVES

Your Directors have not transferred any amount to the credit of Reserves of the Company for the financial year ended as on 31st March, 2025.

5. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended on 31st March, 2025.

6. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There were no material changes and commitments affecting the financial position of the company which have occurred between date of end of the financial year of the Company to which the financial statements relate and the date of the report, affecting the financial position of the company.

7. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant or material order has passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

8. DETAILS OF HOLDING/ SUBSIDIARY / JOINT VENTURES / ASSOCIATE COMPANIES

During the financial year under review, no Company has become or ceased to be Subsidiary / Associate / Joint Venture of the Company.

The Company continues to be Wholly Owned Subsidiary of ADM Agro Industries India Private Limited.



9. DEPOSITS

During the financial year under review, your Company has not accepted any deposits pursuant to the provisions of Chapter V (Acceptance of Deposits by Companies) of the Companies Act, 2013 and rules made thereunder (including any amendment therein or any re-enactment thereof, if any).

10. DISCLOSURE OF MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013

The requirement to maintain the cost records pursuant to the Section 148 of the companies Act, 2013 read with the Companies (Cost Records and Audit) Rules 2014 is not applicable on the Company.

11. STATUTORY AUDITOR

The existing Statutory Auditors, M/s Haribhakti & Co. LLP, Chartered Accountants (Registration No. 103523W / W100048) were appointed as Statutory Auditors of the Company at 31st Annual General Meeting of the Company held on 12th December, 2022 for a period of 5 (Five) years to hold office till conclusion of 36th Annual General Meeting of the Company to be held in the financial year 2026-27.

12. AUDITORS' REPORT & QUALIFICATION THEREIN

There were no qualifications or adverse remarks or reservations or disclaimers made by M/s Haribhakti & Co. LLP, Statutory Auditors in their Report on the financial statement of the Company as on March 31, 2025.

13. DETAILS IN RESPECT OF FRAUDS REPORTED BY STATUTORY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OF COMPANIES ACT, 2013

The Statutory Auditors have not come across any instance of fraud by the Company or on the Company by its officers or employees during the financial year under review.

14. SECRETARIAL AUDITOR's REPORT & QUALIFICATION THEREIN

Pursuant to the Provisions of Section 204(1) of the Companies Act 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board of Directors of the Company in their board meeting held on 16th September, 2021 had appointed M/s. M.D. & Associates (CP No. 10819/Firm No. I2012DE914100) as Secretarial Auditor of the Company for the financial year ended on 31st March, 2025, to conduct the Secretarial Audit of the Company for the financial Year ended on 31st March.



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2025. Their report in Form MR-3 is annexed as **Annexure-A**.

The Secretarial Audit Report for the Financial Year ended 31st March 2025 does not contain any qualification, reservation, adverse remark or disclaimer.

15. SHARE CAPITAL

During the Financial Year ended 31st March, 2025, there has been no change in the Authorised Share Capital and the Paid up Share Capital of the Company.

As on 31st March, 2025, the Authorised Share Capital of the Company stood at INR 80,00,00,000/- (INR Eighty Crore Only) divided into 8,00,00,000 (Eight Crore) Equity Shares of INR 10/- (INR Ten only) each and the issued and paid-up Share Capital of the Company as on 31st March, 2025 stood at INR 79,40,01,400/- (INR Seventy Nine Crore Forty Lakh One Thousand Four Hundred only) divided into 7,94,00,140 (Seven Crore Ninety Four Lakhs One Hundred Forty) Equity Shares of INR 10/- (INR Ten only) each.

16. ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 read with Rules made thereunder, amended and made effective by Ministry of Corporate Affairs vide Notification No. 2589, dated August 28, 2020 and vide Notification No. 432, dated August 28, 2020 respectively, a copy of the Annual Return of your Company for the Financial Year ended March 31, 2025, in Form MGT- 7 along with relevant annexures, will be available at <https://www.adm.com/en-us/about-adm/locations/asia-pacific/>.

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company had no plant during the year under review, therefore the particulars of Conservation of energy, Technology absorption related with the Plants are not applicable. The information pertaining to foreign exchange earnings and outgo as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure-B** and forms part of this Report.

18. ADEQUACY OF INTERNAL FINANCIAL CONTROL SYSTEMS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has a proper and adequate system of internal controls. This ensures that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly.





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19. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of your Company comprised of the following Directors as on March 31, 2025:

Name	Designation
Mr. Prabhat Kumar Gupta (DIN: 07432747)	Director
Mr. Kshirodh Aggarwal (DIN: 07290927)	Director
Mr. Animesh Ballabh (DIN: 07491421)	Director

Following changes took place in the office of Directors and Key Managerial Personnel during the Financial Year 2024-25 and upto the date of the report:

1. Resignation of Ms. Kritika Singh from the post of Company Secretary of the Company with effect from closure of working hours of February 28, 2025.
2. Appointment of Ms. Preeti Mantri as Company Secretary of the Company with effect from March 01, 2025.

20. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the period under review four (04) Board meetings were held on the following dates:

1. 10.06.2024
2. 23.08.2024
3. 12.12.2024
4. 19.02.2025

ATTENDANCE:

Board Meeting Attendance:

S. No.	Director's Name	Number of Meetings convened during Director's tenure in FY 2024-25 and Director's Attendance			
		10.06.2024	23.08.2024	12.12.2024	19.02.2025
1.	Mr. Prabhat Kumar Gupta	Present	Present	Present	Present
2.	Mr. Kshirodh Aggarwal	Present	Present	Leave	Present
3.	Mr. Animesh Ballabh	Leave	Present	Present	Leave





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21. DETAILS OF THE RELATED PARTY TRANSACTIONS

Pursuant to the provisions of Section 134 of the Companies Act, 2013 read with Rule 8 (2) of the Companies (Accounts) Rules, 2014, there is a requirement to disclose, in form AOC-2, the particulars of material contracts or arrangements entered into by the Company with Related Parties which are not at arm's length and the contracts or arrangements which are at arm's length.

During the Financial Year ended on 31st March, 2025, the Company has carried out transactions with its ultimate holding company, subsidiary company, associate company and fellow subsidiary companies. However, the Company is a Private Limited Company and vide Ministry of Corporate Affairs notification dated 5th June, 2015, a Private Limited Company is exempted to comply with certain provisions of Companies Act, 2013. The said notification excludes a holding company, subsidiary company, associate company and fellow subsidiary companies as described in sub clause (viii) of clause (76) of Section 2 of Companies Act, 2013 from the definition of a related party and hence, compliance of Section 188 of the Companies Act, 2013 w.r.t. related party transactions does not apply. In view of the said understanding, no particulars are being provided in the Form AOC-2.

However, related party disclosures as per AS-18 have been provided in Notes to the Financial Statements.

22. VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and rules made thereunder (including any amendments therein or any re-enactment thereof, if any), that places greater stress on establishment of vigil mechanism in the Company for its Directors and employees, so that they may report their genuine concerns and grievances. The Company had established a Vigil Mechanism Policy. The Vigil Mechanism Policy is enclosed and marked as **Annexure-C**. During the year, no Director or employee(s) has reported their concern grievances.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the financial year, there were no loans granted / investment made / guarantee given by the Company under Section 186 of the Companies Act, 2013 and rules thereunder.

24. RISK MANAGEMENT POLICY

Your Company understands that controlling risks through a formal program is necessary for the well-being of the Company. To this end, the Board has Risk Management Policy to identify the risks impacting the business and formulate strategies / policies aimed at risk mitigation as a part of the risk management.



The Policy outlines the parameters of identification, assessment, monitoring and mitigation of various risks which are required to achieve business objectives.

The Company also has Risk Management Policy for effects to minimize adverse rate fluctuations and it outlines the parameters of identification, assessment, monitoring and mitigation of various risks which are required to achieve business objectives.

25. REPORT UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT

The Company has in place an Anti-Sexual Harassment Policy in line with the requirement of “The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013”. (Annexure – D)

Further, the Company has constituted Internal Complaints Committee to redress Complaints received regarding sexual harassment during the period. The following is a summary of sexual harassment complaints received and disposed off during the period:

(a) Number of complaints of sexual harassment received in the year.	Nil
(b) Number of complaints disposed off during the year.	Nil
(c) Number of cases pending for more than ninety days	Nil

26. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the financial year ended on 31st March, 2025, there was no application made and proceeding initiated /pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against your Company. As on the date of this report, there is no application or proceeding pending against your company under the Insolvency and Bankruptcy Code, 2016.

27. THE DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE AT THE TIME OF TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During the Financial Year ended on 31st March, 2025, the Company has not made any settlement with its Bankers from which it has accepted any term loan.

28. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy ("CSR Policy") indicating the





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activities to be undertaken by the Company, which has been approved by the Board.

In compliance of the same, the Company has constituted CSR Committee which comprises of two (2) Directors, namely Mr. Animesh Ballabh and Mr. Kshirodh Aggarwal, as the members of the Committee. During the Financial Year ended on 31st March 2025, no meeting of the CSR Committee was held.

Further, as per Section 135 of the Companies Act, 2013, the Company is required to spent at least 2% of the average net profit of last three years as calculated in terms of Section 198 of the Companies Act, 2013. The brief outline about the policy developed and implemented by the Company on Corporate Social Responsibility, Composition of CSR Committee and an annual report on expenditure incurred on CSR Activities has been specified in **Annexure-D**.

29. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Board confirms that—

- a) in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had 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 loss of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

30. COMPLIANCES OF APPLICABLE SECRETARIAL STANDARDS

The Board confirms that during the financial year ended 31st March, 2025, the Company has complied with applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

31. MATERNITY BENEFIT ACT 1961

The Company has complied with all applicable provisions relating to the Maternity Benefit Act 1961 and all benefits and entitlements are duly extended to eligible employees.





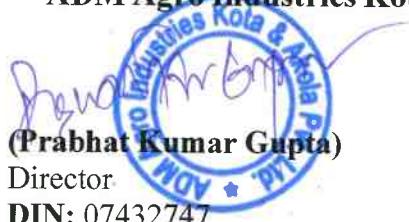
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32. ACKNOWLEDGEMENTS

Your Directors wish to acknowledge the support and valuable contributions made by the employees, at all levels. We continue to motivate and provide requisite training to our workforce to enhance their contribution towards the goals of the Company.

For and on behalf of the Board

ADM Agro Industries Kota & Akola Private Limited



(Prabhat Kumar Gupta)

Director

DIN: 07432747

Address: C-1061, SF, Ansal Essencia
Sector 67, Gurugram, Haryana 122101



(Kshirodh Aggarwal)

Director

DIN: 07290927

Address: A101, IDC Apartment, Sector-11,
Plot 8C, Dwarka, Delhi- 110075

Date: 18/07/2025

Place: Gurugram



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ANNEXURE-B

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

- A. Conservation of energy: N.A
- B. Technology absorption: N.A
- C. Foreign exchange earnings and outgo

Further Particulars relating to income earned and expenditure incurred during the year in the foreign currency is given below: (In Lacs)

- (i) Income earned in foreign currency: 2.43
- (ii) Expenditure incurred in foreign currency: 1,032.47
- (iii) Value of import calculated on CIF basis: 107,556.17

For and on behalf of the Board

ADM Agro Industries Kota & Akola Private Limited



(Prabhat Kumar Gupta)

Director *

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Annexure - D

Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 8 of the Companies (Corporate Social Responsibility) Policy Rules, 2014]

1. A brief outline on CSR policy of the Company:

The CSR policy of the Company provides guidance on the protocols to be followed for all expenditures to be incurred (including expenditure by way of contribution) in India towards the social, economic and environmental development of the communities where the Company operates its business, as a responsible corporate citizen. This policy describes the standards for granting, managing and tracking expenditures towards Corporate Social Responsibility Program of the Company. The complete CSR policy is placed by the Company on its website having the URL: <https://www.adm.com/en-us/about-adm/locations/asia-pacific/>.

2. The Composition of the CSR Committee:

The Company is exceeding the turnover threshold limit as per under section 135 of the Companies Act, 2013. Therefore, as per Section 135(9) of the Companies Act, 2013, the requirement to constitute a CSR Committee is applicable on the Company. Following is the Composition of CSR Committee:

Sl. No	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Animesh Ballabh	Member (Director)	NIL	NIL
2.	Mr. Kshirodh Aggarwal	Member (Director)	NIL	NIL

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

https://www.adm.com/globalassets/about-adm/locations/asia-pacific/adm-ka_csr-policy-and-constiution-compressed.pdf.





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4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.: Not applicable
5. (a) Average net profit of the company as per sub-section (5) of section 135: (14,78,21,834)
(b) Two percent of average net profit of the company as per sub-section (5) of section 135: Nil
(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: Nil
(d) Amount required to be set-off for the financial year, if any: Nil
(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Nil
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Nil
(b) Amount spent in Administrative Overheads: Nil
(c) Amount spent on Impact Assessment, if applicable: Not applicable
(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Nil
(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
NIL					

(f) Excess amount for set off, if any

S. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	(14,78,21,834)
(ii)	Total amount spent for the Financial Year	NIL
(iii)	Excess amount spent for the financial year ((ii)-(i))	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years ((iii)-(iv))	NIL





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7. Details of Unspent CSR amount for the preceding three financial years:

S. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance amount in unspent CSR amount under section 135(6) (in Rs.)	Amount spent in the Financial Year (in `)	Amount transferred to a fund as specified under Schedule VII as per section 135(5), if any		Amount remaining to be spent in succeeding financial years (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of transfer		
1	2021-22	Nil	Nil	Nil	-	-	-	-
2	2022-23	93,00,000	2,889,361	2,771,000	-	-	118,361	-
3	2023-24	5,562,847	5,562,847	5,562,000	-	-	847	-
	TOTAL	14,862,847	8,452,208	8,333,000	-	-	119,208	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created / acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address





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(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

For and on behalf of the Board

ADM Agro Industries Kota & Akola Private Limited



(Prabhat Kumar Gupta)

Director

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