



RAKHI RANI

Practicing Company Secretary

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New Delhi-110059

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ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE

FINANCIAL YEAR from 01st April, 2024 - 31st March, 2025

**(Pursuant to Regulation 24A of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To

**The Board of Directors
BEST AGROLIFE LIMITED
B-4, BHAGWAN DASS NAGAR,
EAST PUNJABI BAGH,
NEW DELHI – 110 026**

I, Rakhi Rani, a Practicing Company Secretary, have examined:

- (a) All the documents and records made available to me and explanation provided By **BEST AGROLIFE LIMITED** ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this Report,

for the financial year from **01st April, 2024 to 31st March, 2025** ("Review Report") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- (b) Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Applicable. During the year the Company have issued and allotted 23,43,750 convertible warrants in terms of the resolution passed by the Board of Directors of the Company in its meeting held on September 4, 2024 and resolution passed by the Shareholders of the Company in the Annual General Meeting held on September 30, 2024.**
- (c) Securities Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities Exchange Board of India (Buy-Back of Securities) Regulations, 2018; - **Not applicable as there were no reportable events during the financial year under review.**
- (e) Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014/ SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; - **Applicable ‘Best Agrolife Employee Stock Option Scheme 2024’ (“ESOS 2024”/ “Scheme”) in terms of the resolution passed by the Board of Directors of the Company in its meeting held on September 4, 2024 and resolution passed by the Shareholders of the Company in the Annual General Meeting held on September 30, 2024.**
- (f) Securities Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008/ SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as applicable - **Not applicable as there were no reportable events during the financial year under review.**
- (g) Securities Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013/ SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2021, as applicable - **Not applicable as there were no reportable events during the financial year under review.**
- (h) Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities Exchange Board of India (Depositories and Participant) Regulations, 2018; and
- (j) other regulations as applicable and circulars / guidelines issued thereunder;
- and based on the above examination,



I further report that –

The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including Circulars issued by SEBI thereunder.

I hereby report that, during the Review Period the compliance status of the listed entity is appended below:

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI. 	Yes	-
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	-
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	-



5.	To examine details related to Subsidiaries of listed entities: <ul style="list-style-type: none"> • Identification of material subsidiary companies. • Requirements with respect to disclosure of material as well as other subsidiaries. 	Yes	-
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes Not Applicable	- -
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or	Yes	-



	by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		
12.	Resignation of Statutory Auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Yes	During the year M/s K Sumit & Co. Statutory auditor of Best Crop Science Private Limited (material subsidiary) resigned due to pre-occupation.
13.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	None

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulation s/circulars /guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ remarks of the Practicing Company Secretary	Management Response	Remarks
Nil										



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement	Regulation/Circular	Deviations	Action Taken	Type of	Details of	Fine Amount	Observations/	Management	Remarks
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	nt (Regulation s/circulars /guidelines including specific clause)	lar No.		by	Actio n	Violati on		remarks of the Practicing Company Secretary	nt Resp onse	
Not Applicable during the review period										

Place: New Delhi

Date:16.05.2025



RAKHI RANI
M. NO. A31715
COP-21612
PEER REVIEW NO. 2398/2022
UDIN: A031715G000361880



RAKHI RANI
Practicing Company Secretary

G-1/494, Dal Mill Road, Uttam Nagar,
New Delhi-110059
Mobile: 9873753125
E-Mail: csrakhi87@gmail.com

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. This Report is limited to the Statutory Compliances on laws/ regulations/ guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to financial year ended March 31, 2025.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our Examination was limited to the verification of procedures on random test basis.
7. 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 random 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.

Place: New Delhi

Date: 16.05.2025



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