DFM Foods Limited

CIN: U15311DL1993PLC052624
Registered Office: 149, 1st Floor, Kilokari, Ring Road, Ashram, New Delhi-110014
Corporate Office: 1401-1411, 14th Floor, Logix City Center, Sector-32, Noida (U.P.)
Tel: No: 0120-6013232
Email: dfm@dfmfoods.com **Website:** www.crax.in

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd (Thirty Second) Annual General Meeting (AGM) of the Members of DFM Foods Limited ("the Company") will be held on Friday, August 29, 2025 at 11:00 A.M.(IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at 149, 1st Floor, Kilokari, Ring Road, Ashram, New Delhi – 110014 shall be deemed as venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements including Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement and Statement of changes in equity of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon.

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

   "**RESOLVED THAT** the Audited Financial Statements including Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement and Statement of changes in Equity of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted."

2. To re-appoint Mr. Vipul Prakash as a Director, liable to retire by rotation

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

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vipul Prakash (DIN: 00380769), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

By order of the Board
For **DFM Foods Limited**

Sd/-
Vaishali Singh
Company Secretary and Legal Head
Membership No.: A15108

Place: Noida
Dated: 17th July, 2025

Registered Office:
149, 1st Floor, Kilokari, Ring Road,
Ashram, New Delhi - 110014
CIN: U15311DL1993PLC052624
E-mail: dfm@dfmfoods.com
Website: www.crax.in
Tel: 0120-6013232

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 10/2022, 09/2023 and 09/2024 dated December 28, 2022, September 25, 2023 and September 19, 2024, respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020 and all other relevant circulars issued by MCA. In compliance with these Circulars, provisions of the Companies Act, 2013 ("the Act"), the 32nd AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 32nd AGM shall be the Registered Office of the Company.

2. In terms of the MCA Circulars and in view of the AGM being convened through VC/OAVM, the physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by members under Section 105 of the Act will not be available for the 32nd AGM. Hence, the Route map, Proxy form and Attendance slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or Body Corporates may be appointed for the purpose of voting through remote e-Voting through Board Resolution/Power of Attorney/Authority Letter, etc., for participation in the 32nd AGM through VC/OAVM facility and E-Voting during the 32nd AGM.

3. In terms of the MCA Circulars, the Notice of the 32nd AGM and Annual Report for the financial year 2024-25, will be available on the website of the Company at www.crax.in, and on the website of National Securities Depositories Limited ("NSDL") at www.evoting.nsdl.com.

4. Electronic copy of the Annual Report including AGM Notice for the financial year 2024-25 inter-alia, indicating the process and manner of electronic voting ("e-voting") is being sent to all the eligible members whose name will appear in the Register of Members/list of beneficiaries received from the Registrar and Share Transfer Agents/Depositors as on July 25, 2025 ('Cut-off date") and whose email addresses are registered with the Company/ Depository Participant(s)/Registrar and Share Transfer agent for communication purposes unless any member has requested for a hard copy of the same. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2024-25 and Notice of the 32nd AGM of the Company, may send request to the Company's email address at dfm@dfmfoods.com mentioning Folio No./DP ID and Client ID.

5. The Company has dispatched physical letters to those shareholders at their respective registered addresses, whose e-mail addresses are not registered with the Company or their respective Depository Participants. These letters contain a weblink directing shareholders to access and download the Annual Report from the Company's website.

6. The Members can join the AGM through VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on a first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restrictions on account of first come first served basis.

7. The attendance of the Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Those Shareholders whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent (R&STA) at admin@mcsregistrars.com; helpdeskreply@mcsregistrars.com, by providing their Name as registered with the R&STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.

9. Members can submit questions in advance at least 10 days prior to meeting with regard to the financial statements or any other matter to be

placed at the 32nd AGM, from their registered email address, mentioning their name, DP ID and Client ID/folio number, number of shares, PAN and mobile number, to reach the Company's email address at dfm@dfmfoods.com.

10. When a pre-registered speaker is invited to speak at the meeting, but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed.

11. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 32nd AGM.

12. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 22 and 23.

13. In case of joint holders, the members whose name appears as the first holder in the order of the names as per the Register of Members/ List of Beneficial Ownership of the Company will be entitled to join and vote at the AGM.

14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM and during the AGM, i.e. Members seeking to inspect such documents can send an e-mail to dfm@dfmfoods.com.

15. Members holding shares in electronic form are requested to immediately intimate any change in their name, postal address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their name, postal address and NECS details immediately to the Company's Registrar & Share Transfer Agent, M/s. MCS Share Transfer Agent Ltd., 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase - 1, New Delhi - 110020.

16. Details as required under Secretarial Standard on General Meeting ("SS-2") of ICSI, in respect of the Director seeking re-appointment at the AGM, forms integral part of the Notice of the AGM as **Annexure-A**. Consent has been received from the Director for seeking re-appointment.

17. Shareholders are advised that those who have not encashed their dividend warrant(s) so far for the financial year ended March 31, 2018 onwards may send their outdated dividend warrants for revalidation/ issue of demand draft in lieu thereof before the respective amounts become due for transfer to the "Investor Education and Protection Fund". Members are requested to contact MCS Share Transfer Limited/ Investor Service Department of the Company for encashing the unclaimed dividends standing to the credit of their account. The details of the unpaid/unclaimed amounts lying with the Company can be obtained by writing email to the Company at dfm@dfmfoods.com. The details of the shareholders whose dividend is not encashed for the financial year ended March 31, 2025 are uploaded on the website of the Company at https://crax.in/investor/.

18. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the members for seven consecutive years or more in the name of Investor Education and Protection Fund Authority. Accordingly, the Company has transferred all such shares to the Demat Account opened by the IEPF Authority. The Company has also uploaded the details of such members whose shares have been transferred to IEPF Account on its website www.crax.in. The shares transferred to IEPF Account including all benefits accruing on such shares, if any, can be claimed by the concerned members from IEPF Authority on its website at www.iepf.gov.in, after following the procedure prescribed under the aforesaid Rules.

19. In further compliance with the initiative taken by the IEPF in organisation of *Niveshak Shivir* for facilitating the direct transfer of unclaimed/unpaid dividends to rightful claimants by companies,, the Company has dispatched letters to all shareholders on May 16, 2025, at their registered addresses whose last two dividends remain unencashed and are therefore liable for transfer to the Investor Education and Protection Fund (IEPF) either during the current

financial year or the following one.

Additionally, the Company submitted the details of such shareholders in the prescribed format to the IEPF Authority via email on May 21, 2025.

20. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically by following the process as given under Note no. 8 above. The details of the shareholders whose KYC is not updated are uploaded on the website of the Company at https://crax.in/investor/.

21. Members can avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may contact their respective DPs for recording their Nomination.

22. Voting through electronic means:

    Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars, the Company is providing facility of remote e-Voting and voting at AGM to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the 32nd AGM will be provided by NSDL.

    The members can opt for only one mode of voting i.e. remote e-voting or voting through VC/OAVM at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through VC/OAVM at AGM will not be considered.

23. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars.

Procedure and instructions for accessing and participating in the 32nd AGM through VC/ OAVM, remote e-voting and e-voting at the AGM:

Instructions for members for Remote e-Voting and joining the AGM are as under:

The remote e-Voting period will commence on August 26, 2025 (9:00 A.M. IST) and end on August 28, 2025 (5:00 P.M. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., August 22, 2025, may cast their vote by remote e-voting. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

A person who is not a member as on the cut-off date should treat this Notice of the 32nd AGM for information purpose only.

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for individual members holding securities in demat mode.

E-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat account(s)/ websites of Depositories/ Depository Participant(s) ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail address with their DPs in order to access e-voting facility.

Login method for individual members holding securities in demat mode is given below.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL.**	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.
	2. 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.
	3. 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
	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play  

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

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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 e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join the General Meeting on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to abhishek@lexlinkadvisors.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

   In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre - Senior Manager at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to (dfm@dfmfoods.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to (dfm@dfmfoods.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM again.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

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

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

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

Other Information:

1. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. August 22, 2025), shall be entitled to cast their vote either through remote e-voting or through venue voting at the AGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

2. The remote e-voting period begins on August 26, 2025 at 9:00 A.M. (IST) and ends on August 28, 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the proceedings of the AGM but shall not be entitled to cast their votes again.

4. The shareholders can opt for only one mode of voting i.e. remote e-voting or voting at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting at AGM will not be considered.

5. The Board of Directors has appointed Mr. Abhishek Thakur (FCS-10660) of M/s. Abhishek Thakur & Associates, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner and to submit report thereon.

   The Scrutinizer shall after the conclusion of e-Voting at the 32nd AGM, first download the votes cast at the 32nd AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and

whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.

6. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.crax.in and on the website of NSDL at www.evoting.nsdl.com immediately and on the Notice Board of the Company at its registered office after the result is declared.

7. The Members holding equity shares in physical form are requested to intimate to the Registrar and Share Transfer Agents (R&STA), MCS Share Transfer Agent Ltd., 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase – 1, New Delhi – 110020, regarding change of address, if any, at the earliest, quoting their registered folio number. Change of address in respect of shares held in dematerialized form is required to be intimated to the concerned Depository Participant.

8. Members holding shares in more than one folio in identical order of names are requested to write to Registrar & Share Transfer Agent enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.

9. As per the MCA Circulars, the Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository Participant. Physical letters have been dispatched to those shareholders whose email IDs are not registered with the Company or the Depository Participants, informing them about the AGM and providing a weblink to access the Annual Report available on the Company's website. The Company has dispatched physical letters to those shareholders at their respective registered addresses, whose e-mail addresses are not registered with the Company or their respective Depository Participants. These letters contain a weblink directing shareholders to access and download the Annual Report from the Company's website. Further, updation if any, will be provided on the website of the Company at www.crax.in.

10. Date of passing of resolutions as set out in the notice shall be deemed to be the date of Annual General Meeting.

11. Since the AGM will be held through VC or OAVM, the Route Map, Proxy Form and attendance slip is not annexed to this Notice.

ANNEXURE A

Details of the Director seeking re-appointment at the Annual General Meeting.

(In pursuance of Secretarial Standard - 2 on General Meetings)

Name of Director	Mr. Vipul Prakash*
DIN	00380769
Category	Executive Director
Date of Birth	January 19, 1968
Age (in years)	57
Nationality	Indian
Date of first appointment on the Board	August 01, 2023
Experience	26 Years
Relationship with Directors and KMPs	Not related to any Director and KMP of the Company
Qualification	B. Tech in Mechanical Engineering, IIT Delhi MBA, IIM Ahmedabad
Expertise in specific functional area	Operations and Management
Terms and conditions of Appointment along with remuneration	As per Company's Policy on Nomination and Remuneration
List of Directorship held in other Companies (excluding Foreign Companies, private and Section 8 Companies)	Refer Report on Governance
Membership/ Chairmanship of Committee across Public Companies including DFM Foods Limited	Refer Report on Governance
Number of Board/Committee Meetings attended by Director during the year	Board Meetings – 5 Committee Meetings – 0
Details of remuneration last drawn FY 2024-25 (including variable pay for FY 2023-24 paid in FY 2024-25)	INR 5,27,17,525
Number of Shares	Nil

*(*Details are as on July 17th, 2025)*

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DFM® FOODS LTD.

Driven by Taste. Defined by Growth.

ANNUAL REPORT **2024-25**





CRAX®

WHERE TASTE MEETS JOY

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Corporate Information

BOARD OF DIRECTORS

Mr. Hemant Madhusudan Nerurkar
(DIN: 00265887)
Chairman and
Non-Executive Independent Director

Mr. Vipul Prakash
(DIN: 00380769)
Managing Director and CEO

Mr. Sahil Dilip Dalal
(DIN: 07350808)
Non-Executive
Non-Independent Director

Ms. Dipali Hemant Sheth
(DIN: 07556685)
Non-Executive Independent Director

Mr. Nihal Sarawgi
(DIN: 10479645)
Non-Executive Non-Independent Director

Mr. Sandeep Batra
(DIN: 00871843)
Non-Executive Independent Director

CHIEF FINANCIAL OFFICER
Mr. Nikhil Mathur

COMPANY SECRETARY & COMPLIANCE OFFICER
Ms. Vaishali Singh

STATUTORY AUDITORS
MSKA & Associates
Chartered Accountants

SECRETARIAL AUDITORS
Chandrasekaran Associates,
Company Secretaries

INTERNAL AUDITORS
GrantThornton Bharat LLP

REGISTERED OFFICE
149, 1st Floor, Kilokari, Ring Road,
Ashram, New Delhi - 110 014

CORPORATE OFFICE
1401-1411, 14th Floor, Sector-32, Logix City Centre, Naida 201 301 (U.P.)

BANKERS
Kotak Mahindra Bank
Axis Bank Limited

PLANT LOCATIONS

Ghaziabad
C-40, Site-III, Meerut Road Industrial Area, Ghaziabad (U.P.) - 201 003

Greater Noida
Plot No. 49, 50, 53 & 54, Ecotech-I,
Extn. Greater Noida (U.P.) - 201 312

Kashipur
Narain Nagar Industrial Area, Bazpur Road, Kashipur, Udham Singh Nagar,
Uttarakhand - 244 713

Howrah
- Village Nowapara, J.L. 48,
  Amta Bagnan Road, Howrah,
  West Bengal - 711 303
- Sudharas Food Park, Plot No. B-4B,
  Jaladhulagori, Dhulagori,
  Gram Panchayat, P.S. Sankrail,
  Howrah-711302
- Plot No. F12, Kandua Food Park,
  Mumbai Road, NH 6 PS,
  Sankrail, Sandhipur, Howrah,
  West Bengal - 711 302

Hyderabad
167/N1&2, Kamaram Village and 503,504,505,506,507,508,509 and 513 of Ambajitpet Village and Gram Panchayat, ShankarampetManda I, Medak District, Hyderabad,
Telangana - 502 248

Telangana
SY No. 96, Banda Mailaram Village,
Mulugu Mandal, Siddipet Dist.,
Telangana - 502 336

Varanasi
Plot No D-98 to D-101,
E-211 to E-215, Industrial Area,
Karkhiyaon, Agro Park, Phoolpur,
Varanasi - 221 206

REGISTRAR AND SHARE TRANSFER AGENT

MCS Share Transfer Agent Ltd.
179-180, DSIDC Shed, 3rd Floor,
Okhla Industrial Area, Phase - 1,
New Delhi - 110 020

OUR NEW HEROES



No Palm Oil | Zero Trans Fat | Zero Preservatives

100% TASTE



SWEET MUNCHING

NAMKEEN

Board of Directors



MR. HEMANT MADHUSUDAN NERURKAR

Non-Executive Independent Director,
Chairman of The Board



MR. VIPUL PRAKASH

Managing Director
& Chief Executive Officer



MR. SAHIL DILIP DALAL

Non-executive
Non-Independent Director



MS. DIPALI HEMANT SHETH

Non-executive
Independent Director



MR. NIHAL SARAWGI

Non-executive
Non-Independent Director



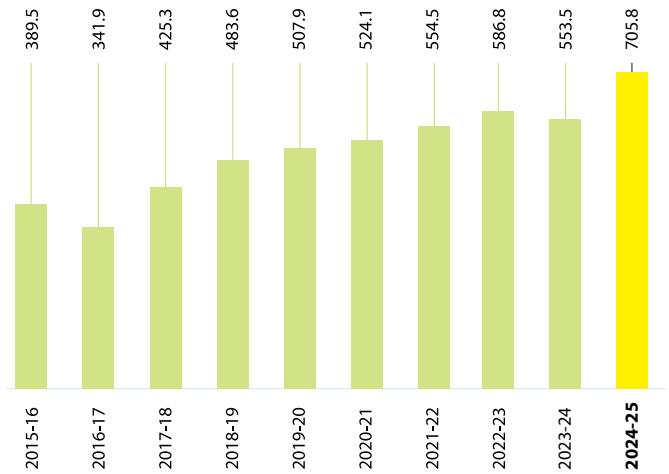
MR. SANDEEP BATRA

Non-executive
Independent Director

Financial Highlights

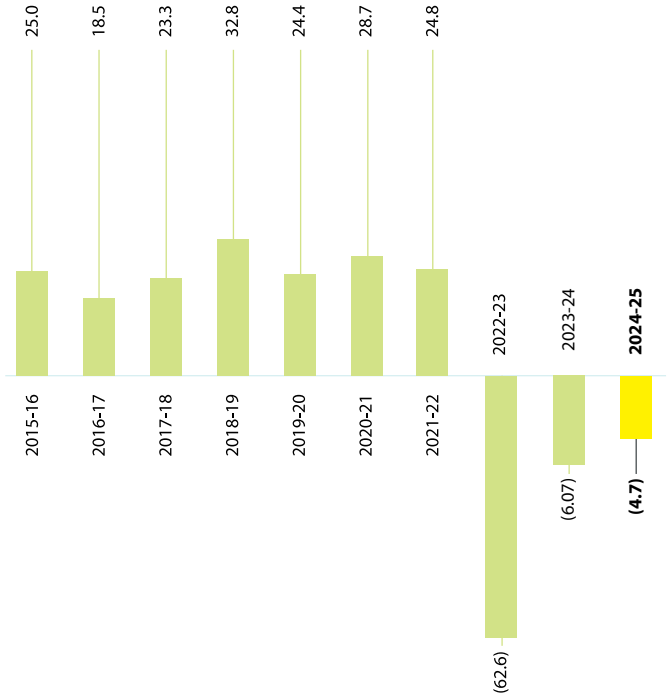
TURNOVER

(INR in Crore)



NET PROFIT/(LOSS) FOR THE YEAR

(INR in Crore)



EARNINGS PER SHARE

(in INR)



Chairman's Message



Dear Shareholders,

It gives me great pleasure to address you through this year's Annual Report as we reflect on our progress, navigate the challenges of a dynamic operating landscape, and outline the strategic path forward for DFM Foods Limited.

In FY 2024 25, DFM Foods delivered a standout performance by achieving an impressive 27.5% top line growth significantly outpacing peers in India's competitive snacking landscape.

This achievement came despite multiple headwinds unseasonal weather, macroeconomic volatility, and dampened consumer sentiment all of which weighed on discretionary purchases. Yet, DFM thrived by capitalizing on the strength of brands like Crax Rings, Curls, Fritts, Natkhat and many more underpinned by a multi pronged strategy focused on product innovation, premium pack migration, and disciplined execution

As we look ahead, our focus is on embedding agility, resilience, and adaptability across the organisation, preparing us not only to respond to future challenges, but to shape our own growth journey in a fast changing industry.

AN EMERGING INDIA

India has continued its robust economic momentum, reaffirming its position as the fastest-growing major economy with an estimated GDP growth of 6.5% in FY 2024–25. The nation stands at a pivotal point of long-term opportunity, supported by a growing and aspirational middle class, a dynamic young workforce, and the widespread adoption of strong digital public infrastructure.

Progressive government policies and ongoing structural reforms have strengthened the macroeconomic landscape, unlocking new avenues for growth across sectors. At the same time, rising standards of living and increased access to technology are reshaping consumer expectations and behaviours. These positive macro shifts provide a strong foundation for our business to expand sustainably while delivering consistent value to our stakeholders.

DFM has sharpened its capability to execute product innovation, keeping emerging consumer preferences in view, to create a slew of differentiated and much-loved offerings. Strengthening our distribution footprint and expanding across modern trade and digital channels remain central to our growth agenda. We believe our singular focus on the Indian market, consumer-first mindset, and operational agility uniquely position us to capitalise on the opportunities in this high-growth sector.

Performance Overview in FY 2024-25

Building on the overview of our performance shared at the outset, I would like to highlight that during FY 2024–25, the Company delivered sales of INR 705.8 crore. This exceptional performance was anchored in the appeal of our product portfolio, a steady cadence of new launches catering to diverse consumer segments, great execution of our e-commerce channel strategy, and a strategic pan-India distribution network supplemented by a fast evolving co-packer ecosystem to enable faster response to market requirements in a cost effective manner.

Despite robust top-line momentum, elevated input costs including sharp increases in raw materials, packaging, and customs duty on palm oil compressed our margins. Through focused cost control measures and selective pricing adjustments, we worked to mitigate the impact on profitability. The detailed financial performance is available in the Annual Report that has been circulated to all of you.

Shaping the Future of Snacking: Health, Taste & Delight

With great excitement and deep belief in our brand, the Company took bold and purposeful steps to align our portfolio with the evolving tastes and expectations of modern consumers. Our flagship brand Crax made a significant entry into the growing "Better for You" (BFU) segment with the launch of Crax Peri Peri Ragi Chips and the Crax Zero line or products. These products

respond to the increasing demand for healthier snacking options and have been well received on e-commerce platforms, aided by their distinctive packaging and strong positioning. This foray into health-oriented snacking has already outperformed peer products during the pilot phase, underscoring the strength of our innovation and the trust that consumers place in our brand.

In parallel, recognising that sweet snacks represent nearly half of all snacking occasions, we introduced Crax Choco Rings – our first offering in the sweet-snacking category. The early consumer response has been encouraging, further reinforcing our strategy to build a well-rounded portfolio that balances fun and flavour.

With a vibrant New Product Development (NPD) funnel and a strong pipeline of breakthrough products and ideas, we are confident that this next chapter will shape the future of our portfolio and delight consumers at every touchpoint.

Aligning Business Practices with ESG Goals

At DFM Foods, our commitment to responsible growth is deeply embedded in our business strategy. We recognise that long-term success is inseparable from environmental stewardship, social responsibility, and strong governance.

In FY 2024–25, we actively reduced our environmental footprint through the adoption of cleaner energy sources and responsible waste management, including EPR-compliant plastic recycling. On the social front, we emphasised diversity and inclusive hiring welcoming both male and female employees across all levels and elevated workplace safety and wellbeing as central priorities.

We remain committed to fostering a respectful, secure, and supportive workplace where every individual can thrive. Governance excellence remains a cornerstone of our operations, anchored in transparency, ethical conduct, and regulatory compliance. As we move forward, we aim to further strengthen our ESG practices, foster a culture of responsibility, and ensure that our growth journey delivers meaningful value to all stakeholders while being mindful of our environmental and social impact.

Looking Ahead

DFM Foods remains steadfast in its commitment to meeting the evolving preferences of consumers by offering convenient, affordable, and high-quality snacks. We aim to accelerate our growth journey by continuing to invest in innovation, strengthening our distribution footprint, and expanding our reach across both urban and rural markets.

Our strategic focus on sustainability, digital transformation, and operational excellence will be pivotal in enhancing our competitiveness and delivering long-term value to our customers, shareholders, and other stakeholders.

I extend my heartfelt gratitude to our shareholders for their continued confidence and support. I also wish to acknowledge the unwavering dedication of our employees—the true driving force behind our progress. My sincere thanks go to our valued partners, customers, and the communities we serve. Your trust and collaboration empower us to push boundaries and stay ahead in a dynamic and growing packaged-snack industry.

With your continued support, DFM Foods is well-positioned to chart a path of sustainable and inclusive growth in the years to come.

Warm Regards

Hemant Madhusudan Nerurkar
Chairman

DIRECTORS' REPORT

Dear Shareholders,

The Board of Directors take pleasure in presenting their Report and the Audited Financial Statements for the financial year ended March 31, 2025. ("Financial Year under review").

1. FINANCIAL SUMMARY

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from operations	**70,577**	55,355
Profit/(Loss) before tax	**(1,201)**	(642)
Profit/(Loss) after tax	**(466)**	(607)

The Financial Statements for the financial year 2024–25 have been prepared in accordance with Section 133 of the Companies Act, 2013 ("the Act"), read with the applicable rules and Indian Accounting Standards (Ind AS). These, along with the Auditors' Report, form an integral part of the Annual Report.

During the year, the Company achieved robust revenue growth of 27.5%, with total sales increasing from INR 553.5 Crores to INR 705.8 Crores. This performance was primarily driven by the impressive growth in the new products introduced in the pellet category, improved market penetration and growth of the quick commerce channel. Onboarding of a new co-packer in Hyderabad, enhanced production capacity and expanded market reach.

However, the year 2024-25 was marked by inflationary headwinds. Prices of almost all raw and packaging material increased through the year. The increase in customs duties on palm oil further added to the input cost burden. The commodity price rise was partly mitigated by increasing the effective prices on some of our products through grammage drops. The scale up of our co-packing operations in locations close to demand centres viz. Howrah and Hyderabad as well as other cost management initiatives helped soften the inflationary impact. As a result, despite the revenue growth, the Company reported an increase in loss before tax.

BUSINESS OUTLOOK

The Company commands a strong position in India's rapidly expanding packaged snacks market, led by its flagship brand, Crax. It continues to benefit from growing consumer demand for convenient, affordable snacking options-trends fuelled by accelerating urbanization and changing lifestyles. To stay ahead, the Company prioritizes continuous product innovation, expanding its portfolio to meet diverse and evolving consumer preferences. In the extruded snacks segment, the focus remains on introducing class-leading innovations, while in the non-extruded category, efforts are directed toward maximizing the product range using existing infrastructure.

The Company's manufacturing capabilities form a critical pillar of its operational strength, enabling scale, agility, and consistent product quality. Its advanced manufacturing units located in Greater Noida and Ghaziabad are supplemented by co-packing facilities located in Howrah, Hyderabad, Kashipur and Varanasi, which enhance the company's production capacity and offer the flexibility to meet local demand in a cost efficient manner.

A robust and expanding distribution network underpins the Company's ability to reach consumers across both urban and rural markets. Continuous efforts are made to expand into untapped geographies, large-format outlets, and alternative channels such as Modern Trade and Quick Commerce. Recognizing the growing relevance of these channels, the Company is actively developing a tailored product portfolio and strengthening its team to accelerate growth in this space.

Sustainability remains a core priority. The Company has implemented initiatives to reduce plastic usage and improve waste management practices in alignment with regulatory guidelines and the expectations of environmentally conscious consumers.

Despite intense market competition and raw material price rises, the Company remains well-positioned for long-term growth and value creation in India's dynamic and competitive snacks industry.

2. ENHANCING PRODUCT PORTFOLIO

The The Company offers a comprehensive and evolving product portfolio designed to meet the diverse snacking preferences of Indian consumers. Its offerings span key segments, including extruded snacks, traditional namkeens and potato chips. Flagship products such as Crax Rings, Natkhat, Curls and Fritts have earned strong consumer loyalty over the years and continue to enjoy widespread popularity across age groups.

Over the last few quarters, the Company has demonstrated its rapidly growing edge in product innovation by significantly enhancing its new product pipeline. Our new launches viz. Choco Rings, Fritts Peri Peri, Biryani, Korean Noodles, Crax Peri Peri Ragi Chips, Crax Zero are performing exceedingly well in the marketplace. We will continue to bring innovative snacks to Indian consumers and offering them great snacking experiences.

- **Crax Corn Rings:** The timeless snack that's been delivering joy for years. It also comes with a surprise exciting fun toy inside taking a kid's snacking experience to a whole new level.
- **Crax Biggies:** Big in size with irresistible swiss cheese flavor. This premium cheese snack is a perfect partner for munching with movie nights, favourite shows or game nights.
- **Crax Curls:** Another favorite, these are curled corn puffs that are unique for their melt in the mouth texture. They are available in multiple flavors like Chatpata Masala, Cheesy Delight and Tomato Treat.
- **Natkhat:** Classic & timeless, these crispy wheat puffs are a universal favorite. Whether it's a cozy tea-time or a movie marathon, they're the perfect choice for any occasion and age.
- **Crax Fritts:** Unique fries-shaped snacks have a distinctive blend of crunchy corn and potatoes. Plus, it's baked, not fried, so you can indulge guilt-free, especially in the irresistible Cream & Onion newly launched Peri Peri flavor.
- **Crax Crunchy Pipes:** Made from wheat and lightly seasoned, this treat is tailored to satisfy your cravings like never before.
- **Crax Crunchy Noodles:** Indulge in a noodle shaped snack which offers a flavor fiesta in every bite, delivering a satisfying crunch and a burst of taste. Available in a yummy tangy and spicy masala flavor.
- **Crax Namkeens:** A variety of traditional Indian savory mixes, including bhujiya and daal mixtures. Spicy, tangy, or crispy bites, we've got something for everyone. Explore a mouthwatering variety, including our famous Mast Mattar and Double Mazza namkeens.
- **Crax Choco Rings:** The newest - Crax Choco Rings is a unique combination of delicious chocolate in everyone's favorite Crax Rings. To double the fun each pack comes with a surprise toy. Crax Choco Rings turns snack time into a fun time.
- **Crax Korean Noodles:** Bold flavors of Korea with the new Crax Korean Hot & Spicy Noodles. Inspired by the authentic Korean ramen, these crunchy noodles deliver the perfect blend of tangy and spicy Korean snack flavors.
- **Crax Biryani:** Savor the rich taste of biryani in a convenient, on-the-go snack, perfect for satisfying the biryani cravings anytime, anywhere.
- **Crax Peri Peri Ragi Chips:** Our first 'Good for You' offering - Crax Peri Peri Ragi Chips - blends the ancient super grain ragi with an irresistible peri peri kick, delivering a wholesome snack with bold, moreish flavor in every bite.
- **Crax Zero:** Our all-new Crax Zero "Better for You" range – a delicious and disruptive snack with zero compromises, made with *zero palm oil, zero trans-fat*, and *zero preservatives* but 100% taste. It is the smarter way to indulge in your favorite snacks.

3. DIVIDEND

After evaluating the Company's cash flow, and overall financial performance, the Board decided not to declare dividend for the financial year ended March 31, 2025.

4. RESERVES

Your Company has not transferred any amount to the reserves during the year under review.

5. CHANGE IN CAPITAL STRUCTURE

During the financial year under review, the Company has not increased its Authorized Share Capital.

As on date of signing of this report, the Authorized Share Capital of the Company is INR 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 6,50,00,000 (Six Crore Fifty Lakh) Equity Shares of INR 2/- each and 20,00,000 (Twenty Lakh) Cumulative Convertible Preference Shares of INR 10/- each carrying dividend @10% per annum.

During the financial year under review, the Company has neither issued Equity Shares, sweat equity shares nor issued Equity Shares with differential rights as to dividend, voting or otherwise.

Accordingly, as on March 31, 2025, the Issued and Paid-up equity share Capital of the Company is INR 10,08,21,730 divided into 5,04,10,865 Equity Shares of face value of INR 2/- each.

6. ESAR

Employees Stock Appreciation Rights ("ESAR")

Disclosure under Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 for the financial year 2024-25 is mentioned below:

S. No	Particulars		Details
1.	ESARs granted		3,60,000
2.	ESARs vested		65,421.60
3.	ESARs exercised		Nil
4.	Total number of equity shares arising as a result of exercise of ESARs		Nil
5.	ESARs lapsed		3,83,469.42
6.	ESAR exercise price		Not Applicable
7.	Variation of terms of ESARs		There have been no changes to the terms and conditions of the ESARs.
8.	Money realized by exercise of ESARs		Not Applicable
9.	Total number of ESARs in force (Active ESARs) as on 17th July, 2025		28,37,458.04
10.	ESARs granted to key managerial personnel		Nil
11.	Any other employee who receives a grant of ESARs in any one year of ESARs amounting to 5% or more of ESARs granted during that year*		
	a.	Mr. Amit Suri	35,000
	b.	Mr. Ashutosh Bhatt	65,000
	c.	Mr. Harsh Punn	25,000
	d.	Mr. Kuldeep Bishla	40,000
	e.	Mr. Tankeswar Baishya	1,50,000
	f.	Mr. Anmol Dhupar	30,000
12.	Identified employees who were granted ESARs, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant		Nil

* The details pertain to the financial year 2024-25. For previous financial years, kindly refer respective year's Annual Reports.

7. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any subsidiary, joint ventures or associate company. However, the Company is a subsidiary of AI Global Investments (Cyprus) PCC Limited.

8. MATERIAL CHANGES AND COMMITMENT 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 have been no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this Report.

9. DIRECTORS' RESPONSIBILITY STATEMENT

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

a) in 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 judgements 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 and 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;

e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

f) 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.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

The appointment and remuneration of Directors are governed by the Policy devised by the Nomination and Remuneration Committee of the Company.

Currently, the Company's Board is comprised of six members. The Chairman, Mr. Hemant Madhusudan Nerurkar is a Non-Executive Independent Director of the Company.

The shareholders have approved the appointment of Mr. Nihal Sarawgi as the Non - Executive Non-Independent Director of the Company in the 31st Annual General Meeting (AGM) held on December 30, 2024 who was appointed as an Additional Non - Executive Non - Independent Director of the Company with effect from February 22, 2024

Mr. Sandeep Batra has been appointed as Additional Non - Executive Independent Director of the Company with effect from April 16, 2024. The shareholders have approved the appointment of Mr. Sandeep Batra as the Non - Executive Independent Director of the Company in the 31st Annual General Meeting (AGM) held on December 30, 2024.

Mr. Manu Anand (DIN: 00396716), who was liable to retire by rotation in the 31st Annual General Meeting of the Company held on December 30, 2024, had expressed his unwillingness to be re- appointed and therefore, were ceased to be a Director of the Company on conclusion of the 31st Annual General Meeting (AGM).

Mr. Hemant Madhusudan Nerurkar and Ms. Dipali Hemant Sheth were re-appointed as Independent Directors of the Company in the 31st AGM held on December 30, 2024 for their second term of 5 (five) consecutive years commencing from January 14, 2025 upto January 13, 2030 (both days inclusive).

Further, Mr. Anil Kumar Chanana (DIN: 00466197), due to his increased professional and personal commitments has resigned from the position of Non-Executive Independent Director of the Company with effect from the closing hours of October 18, 2024.

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Vipul Prakash, Managing Director and Chief Executive Officer of the Company, is liable to retire by rotation at the ensuing AGM and being eligible had offered himself for re-appointment.

The Board at its meeting held on July 17, 2025 and based on the recommendation of the

Nomination and Remuneration Committee, has proposed the above-mentioned re-appointment of Mr. Vipul Prakash for approval of the shareholders at the ensuing AGM of the Company.

According to the Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, brief profile and other information of Mr. Vipul Prakash are provided in the Notice convening the ensuing AGM of the Company and the relevant resolution is recommended for approval of the members of the Company.

Currently, Mr. Hemant Madhusudan Nerurkar, Mr. Sandeep Batra and Ms. Dipali Hemant Sheth are Non - Executive Independent Directors of the Company. Mr. Vipul Prakash, Executive Director, Mr. Sahil Dilip Dalal and Mr. Nihal Sarawgi are Non - Executive Non - Independent Directors of the Company.

The Company has received a declaration from all the Independent Directors confirming that they satisfy the criteria of independence as prescribed under the provisions of the Act.

In the opinion of the Board, all the Independent Directors possess the attributes of integrity, expertise and experience including the proficiency required to be an Independent Director of the Company, fulfill the conditions of independence as specified in the Act and are independent of the management and have also complied with the Code for Independent Directors as prescribed in Schedule IV of the Act.

In terms of Section 203 of the Act, as on March 31, 2025 , the Company has the following Key Managerial Personnel:

a) Mr. Vipul Prakash, Managing Director & CEO (w.e.f. August 1, 2023)

b) Mr. Nikhil Mathur, Chief Financial Officer (w.e.f. July 01, 2021)

c) Ms. Vaishali Singh, Company Secretary (w.e.f. March 18, 2024)

11. BOARD AND COMMITTEES

All the Directors are esteemed professionals with diverse expertise, industry experience, educational backgrounds, and a gender mix relevant to achieving the Company's objectives and strategic goals.

Details about the Board and its Committees, including the number of meetings held and attended by the Directors, are given in Clause No. 2 of the Report on Governance.

As required by Schedule IV to the Act, a meeting of the Independent Directors was held on February 28, 2025, without the presence of other Directors.

The Board Committees play a crucial role in the Company's governance structure. They have been constituted to address specific areas and activities mandated by applicable regulations that require closer review. The Board formally approves these Committees, assigning clearly defined roles to Members of the Board as part of good governance practices. The Chairman of each Committee reports to the Board on the discussions held during Committee meetings. The minutes of all Committee meetings are submitted to the Board for review. The Board Committees can invite special guests to meetings as appropriate.

During the financial year under review, there were no instances where the Board did not accept the recommendations of the Audit Committee.

The Board has established the following statutory and non-statutory Committees:

a) Audit Committee,

b) Nomination and Remuneration Committee (Compensation Committee),

c) Corporate Social Responsibility Committee,

d) Stakeholders' Relationship Committee.

e) Risk Management Committee.

The composition, terms of reference, number of meetings held, and business transacted by the Committees is given in the Report on Governance.

12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION POLICY

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Act is furnished in Annexure– 1 and forms part of this Report. The Policy is also available in the Investor Relations, on the website of the Company and can be accessed at the weblink https://crax.in/wp-content/uploads/2023/12/Nomination-and-Remuneration-Policy-2.pdf.

The details of familiarization programme for Independent Directors with the Company are placed on the website of the Company at the weblink https://crax.in/wp-content/uploads/2025/03/Familiarization-Programme-for-FY-24-25.pdf

13. PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES, AND INDIVIDUAL DIRECTORS

The details of evaluation of Directors, Committees and Board as a whole are provided in the Report on Governance.

14. INTERNAL FINANCIAL CONTROLS

The Company has established a robust framework for internal financial controls. It has put in place adequate policies and procedures to ensure that the systems of internal financial control commensurate with the size, scale and complexity of its operations. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes and policies, safeguarding of Company's assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records etc.

Your Board periodically reviews the internal policies and processes including internal financial control systems and accordingly, the Directors' Responsibility Statement contains a confirmation as regards adequacy of the internal financial controls. Effectiveness of the internal financial controls is also assessed through management reviews, self-assessment, continuous monitoring by functional heads as well as testing of the internal financial control systems during the course of internal and statutory audits.

15. UNPAID/ UNCLAIMED DIVIDEND

Pursuant to the provisions of Section 124(5) of the Act, during the financial year 2024-25, final dividend for FY 2016-17 amounting to INR 12,71,180 which remained unpaid/unclaimed for a period of 7 years, from the date it was lying in the unpaid dividend account, has been transferred by the Company to the Investors Education and Protection Fund ("IEPF") of the Central Government.

The Company has also sent individual letters to all shareholders at their registered addresses who have not claimed their dividends for the past seven consecutive years, and whose unclaimed dividends are scheduled to be transferred to the IEPF Authority during the financial year 2025–26.

In further compliance with the directions received from the IEPF Authority via email dated April 28, 2025, the Company has dispatched letters to all shareholders on May 16, 2025, at their registered addresses whose last two dividends remain unencashed and are therefore liable for transfer to the Investor Education and Protection Fund (IEPF) either during the current financial year or the following one.

Additionally, the Company submitted the details of such shareholders in the prescribed format to the IEPF Authority via email on May 21, 2025.

Details of shareholders who have not updated their KYC information and those who have not claimed their dividends from 2017-18 onwards, are available on the Company's website at https://crax.in/investor/

The details on transfer of unpaid to Investor Education and Protection Fund (IEPF) are given in Clause 6 (ix) of the Report on Governance.

16. AUDIT COMMITTEE

As on March 31, 2025, the Audit Committee comprises of Mr. Sandeep Batra (Chairperson), Mr. Hemant Madhusudan Nerurkar (Member), Mr. Sahil Dilip Dalal (Member) and Ms. Dipali Hemant Sheth (Member). The terms of reference of the Committee are included in the Report on Governance, which forms a part of this Report.

During the financial year under review, there have been no instances where the recommendations of the Audit Committee were not accepted by the Board.

17. AUDITORS AND AUDITORS' REPORT

a) Statutory Auditors

As per provisions of Section 139(1) of the Act, the shareholders of the Company in the AGM held on November 29, 2023, approved the appointment of M/s MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W), as Statutory Auditors for a period of five (5) years.

M/s MSKA & Associates, Chartered Accountants have furnished a certificate of their eligibility and consent under section 139 and 141 of the Act and the Companies (Audit and Auditors) Rules 2014 and they have confirmed that they are not disqualified from being appointed as the Statutory Auditors of the Company for a period of 5 (Five) Years from the conclusion of the AGM held on November 29, 2023. The Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI.

The Statutory Auditors' Report for the financial year ended 31st March 2025 is unmodified

and does not contain any qualification, reservation, or adverse remark requiring explanation or clarification from the Board.

The Auditors' Report for the previous financial year included certain qualifications and remarks related to whistleblower complaints received early in that year, as well as identified gaps in the Company's internal control framework.

During the current year, the Company conducted a comprehensive review of the observations outlined in the fact-finding report. The assessment concluded that the report did not establish conclusive evidence of fraud and that the concerns were isolated to specific vendors and former employees. Basis the supplementary testing performed by the Company, it is concluded that no fraud was established based on the procedures performed.

To reinforce assurance, the Company carried out extended vendor linkage testing during the year under review, including independent background checks by a third-party agency to rule out conflicts of interest between vendors and Company personnel. Based on the procedures performed (including comparing the price charged by those specific vendors with the price charged by other comparable vendors), it was noted that there is no impact on the financial statements of the Company.

In line with its commitment to ethical business practices, the Company implemented a series of robust remedial actions to strengthen its internal control environment. These included:

- Delisting of unethical vendors,
- Restructuring of the procurement function,
- Introduction of an escalation matrix for vendor issues,
- Enhanced vendor due diligence protocols,
- Engagement of an independent consulting firm to improve procurement practices, with full implementation of its recommendations.

Additionally, the Company reinforced a strong ethical culture through leadership communication. Messages from the CEO reiterated the importance of integrity and urged all employees to reaffirm adherence to the Code of Conduct and disclose any potential conflicts of interest. The Whistleblower Policy was revised and supported by awareness initiatives across the organization.

All previously identified control deficiencies have been fully remediated, and no recurrence of similar issues has been observed during the year. The Company remains committed to maintaining the highest standards of corporate governance, ethical conduct, and internal control.

b) Details in respect of frauds reported by auditors

There were no instances of fraud reported by the auditors.

c) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act read with corresponding Rules framed thereunder, M/s Chandrasekaran Associates, Practicing Company Secretaries, were appointed as the Secretarial Auditor of the Company to carry out the secretarial audit for the financial year ending March 31, 2025.

In terms of Section 204 of the Act, a Secretarial Audit Report given by the Secretarial Auditor in Form No. MR 3 is annexed with this Report as Annexure – 2. There are no qualifications, reservations, comments or adverse remarks made by the Secretarial Auditor in their Report.

d) Internal Auditors

Pursuant to the provisions of Section 138 of the Act read with corresponding rules framed thereunder, M/s. Grant Thornton Bharat LLP, act as the Internal Auditors of the Company.

e) Cost Auditors

Provisions of Section 148 of the Act read with Companies (Cost Account and Audit) Rules, 2014 are not applicable to the Company. Hence, the Company has not appointed any Cost Auditor during the financial year.

18. RISK MANAGEMENT

Risk management is integral to our strategy and embedded in our operating framework. The Company believes that risk resilience is the key to achieve long-term sustainable growth and value creation. The Company has adopted a robust enterprise-wide Risk Management Framework to enable well-defined and institutionalized approach towards the risk management and lay down broad guidelines for timely identification, assessment, mitigation, monitoring and governance of key strategic risks

across the group (including sectoral risk, privacy & data security risk, cybersecurity risk etc.)

During the 2024-25, the Risk Management Committee("RMC") was reconstituted twice. The first reconstruction was done with effect from April 16, 2024, comprising Mr. Vipul Prakash (Chairperson), Mr. Hemant Madhusudan Nerurkar, Mr. Sahil Dilip Dalal and Ms. Dipali Hemant Sheth. Mr. Anil Kumar Chanana, in order to fulfil his personal and professional commitments, had conveyed his desire to discontinue as the Chairperson of the Risk Management Committee with effect from April 16, 2024.

The second reconstruction was done with effect from February 28, 2025, comprising Mr. Vipul Prakash (Chairperson), Mr. Hemant Madhusudan Nerurkar, Mr. Sahil Dilip Dalal, Ms. Dipali Hemant Sheth and Mr. Sandeep Batra.

As on March 31, 2025, the RMC comprised of Mr. Vipul Prakash (Chairperson), Mr. Hemant Madhusudan Nerurkar (Member), Mr. Sahil Dilip Dalal (Member), Ms. Dipali Hemant Sheth (Member) and Mr. Sandeep Batra (Member). The detailed terms of reference of the Committee are included in the Report on Governance, which forms a part of this Report.

The RMC has, inter-alia, formulated a detailed Risk Management Policy. In the opinion of the RMC, there are no such risks, which may threaten the existence of the Company.

19. VIGIL MECHANISM AND WHISTLE BLOWER POLICY

The Company has adopted a Vigil Mechanism/ Whistle Blower Policy which forms part of Code of Conduct of the Company. It outlines the method and process for stakeholders to voice their genuine concerns about unethical conduct that may be actual or threatened breach with the Company's Code of Conduct. The Code of Conduct covering Vigil Mechanism/ Whistle Blower Policy, is available on the Company's website at https://crax.in/wp-content/uploads/2025/05/Code-of-Conduct.pdf. A brief note on the highlights of the Whistle Blower Policy and compliance with the Code of Conduct, is provided in the Report on Governance, which forms part of this Integrated Report.

20. CORPORATE GOVERNANCE

Our Board of Directors consists of professionals who bring a wealth of diverse expertise and perspectives to our organization. We adhere strictly to robust governance policies and procedures, ensuring accountability, integrity, and fairness in all decision-making processes. We maintain transparent and open communication channels with our stakeholders, providing timely and accurate updates on our performance, strategies, and potential risks. Furthermore, dedicated committees oversee critical areas including audit and risk management, bolstering our governance structure. By fostering a culture of ethical behavior and responsible business practices, we strive to uphold the trust and confidence of all our stakeholders.

A detailed Report on Governance is attached with this Report as Annexure-3.

21. HUMAN RESOURCES AND EMPLOYEE RELATIONS

Our employees are our most important assets. We are dedicated to hiring and retaining top talent by fostering a collaborative, transparent, and participative organizational culture. We reward merit and sustain high performance, focusing on enabling our employees to develop their skills, advance in their careers, and achieve their goals.

DFM aims to create an open and safe workplace where every employee feels empowered and valued, regardless of gender, sexual orientation, or other factors. This inclusive environment allows everyone to contribute to the best of their abilities. Throughout the year, industrial relations remained cordial.

As of March 31, 2025, the company had a total of 686 permanent employees. The human resource management is dedicated to supporting the workforce, helping them navigate their career paths, and preparing them for the next level of achievement.

22. PARTICULARS OF LOANS AND GUARANTEES GIVEN, SECURITIES PROVIDED, AND INVESTMENTS MADE

During the financial year under review, the Company has not given any loans or guarantees or provided any securities covered under the provisions of Section 186 of the Act.

The Company has entered into Power Purchase Agreement Amendment agreement dated April, 07, 2023 read with Power Purchase Agreement dated May 18, 2021 along with Novation Cum Amendment Agreement dated December 02, 2022 and Shareholders' Agreement dated December 02, 2022 with Upendra Singh Multi Transmission Private Limited ("USMTPL") to get renewable energy (solar power) generated from the Solar Power Plant, to benefit the Company from cost saving perspective. In view of the above, the Company invested an amount of INR 95,99,967.7 in the paid-up equity

share capital of USMTPL in compliance with Foreign Exchange Management Act, 1999 read with Rule 23 of the Non-Debt Instrument Rules 2019.

Details of investments are given in Note No. 3, which forms part of the Financial Statements.

Further, in compliance with the provisions of Rule 23 of the Non-Debt Instrument Rules 2019, M/s MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W), Statutory Auditors, have provided a report on compliance with the Foreign Exchange Management Act ('FEMA') in relation to Indirect foreign downstream investments made in USMTPL.

23. RELATED PARTY TRANSACTIONS

Your Company has formulated a policy on related party transactions which is also available on the website of the Company at https://crax.in/wp-content/uploads/2023/12/Policy-on-Related-Party-Transactions-2.pdf. This policy deals with the review and approval of related party transactions. The Board of Directors of the Company has approved the criteria to grant omnibus approval by the Audit Committee within the overall framework of the policy on related party transactions.

During the financial year, the Company had not entered into any transaction with any of its related party.

Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in Form AOC 2 is not applicable. Members may refer to Note No. 30 to the Financial Statement which sets out related party disclosures pursuant to IND AS-24.

24. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As on March 31, 2025, the Corporate Social Responsibility Committee comprises of Ms. Dipali Hemant Sheth (Chairperson), Mr. Hemant Madhusudan Nerurkar (Member) and Mr. Sandeep Batra (Member). The terms of reference of the Committee are included in the Report on Governance, which forms a part of this Report.

Corporate Social Responsibility has always been more than a statutory obligation for Company. In the last few years, your Company has undertaken various CSR activities through implementing agencies which includes nutritional awareness and Wash awareness programs on voluntary basis.

Pursuant to the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and in view of average net loss, there was no Mandatory requirement to spend expenditure on CSR activities for the financial year 2024-25.

25. EXTRACT OF ANNUAL RETURN

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, the extract of the Annual Return of the Company for the financial year 2024-25 is available on the website of the Company at https://crax.in/wp-content/uploads/2025/06/2024-25.pdf

26. PARTICULARS OF REMUNERATION OF DIRECTORS/ KMP/EMPLOYEES

The particulars of remuneration under Section 197(12) of the Act and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached as Annexure – 4 to this Report.

During the year under review, the Managing Director & Chief Executive Officer of the Company has not received any commission from the holding company.

27. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant or material orders passed by any Regulators, Courts or Tribunals against the Company which could impact the going concern status and Company's operations in future.

28. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed towards promoting the work environment that ensures every employee is treated with dignity and respect and afforded equitable treatment irrespective of their gender, race, social class, caste, creed, religion, place of origin, sexual orientation, disability or economic status.

Pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has adopted a Policy on prevention of sexual harassment at workplace ('POSH Policy'). Periodic sessions were also conducted to apprise employees, Internal Complaint Committee and build awareness on the subject matter. Our key focus is to create a safe, respectful and inclusive workplace which fosters professional growth for each employee.

The Company has constituted Internal Complaint Committee which comprises of six internal members and one external member under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and complied with other provisions of the said Act.

During the financial year under review, there were no complaints received pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. As a result, there were no complaints resolved during the year, and none remained pending for more than 90 days at the year's end.

Number of complaints of sexual harassment received in the year 2024-25	Number of complaints disposed off during the year 2024-25	Number of cases pending for more than ninety days
NIL	NIL	NIL

29. COMPLIANCE WITH THE PROVISIONS OF THE MATERNITY BENEFIT ACT 1961

During the financial year under review, the Company remains fully complied with all the provisions of Maternity Benefit Act 1961.

30. DISCLOSURE UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the financial year under review, there was no application made by the Company or any proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016.

31. DISCLOSURE REQUIREMENTS

a) Report on Governance is attached, which forms part of this Report.

b) The Company believes that it can only be successful in the long term by creating value both for its shareholders and for society. The Company is committed to pursuing responsible growth and recognize its responsibility towards the society and the environment in which it operates.

c) The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs and that such systems are adequate and operating effectively.

32. DEPOSITS FROM PUBLIC

During the financial year under review, the Company did not accept any public deposits under Chapter V of the Act.

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

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo are provided in Annexure-5 to this Report.

34. ENVIRONMENT, HEALTH AND SAFETY ("EHS")

The Company is committed to maintaining the highest standards of quality, environmental health, and safety (EHS), guided by a proactive approach to compliance and continuous improvement. Comprehensive internal audits and performance reviews are conducted regularly to ensure alignment with national and international benchmarks.

All manufacturing facilities are equipped with robust systems and certifications that comply with food safety protocols and ESG (Environmental, Social, and Governance) frameworks, as outlined in the National Guidelines for Responsible Business Conduct (NGRBC). These certifications demonstrate the Company's dedication to sustainable operations, ethical governance, and responsible business practices.

35. CHANGE IN THE NATURE OF BUSINESS

During the financial year under review, there has been no change in the nature of business of the Company.

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

During the financial year under review, disclosure w.r.t. details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof, is not applicable.

37. ACKNOWLEDGEMENT

Your Directors express their appreciation for the sincere cooperation and assistance of Central and State Government authorities, bankers, customers, suppliers and business associates. Your Directors also wish to place on record their deep sense of appreciation for the committed services by your Company's employees. Your Directors acknowledge with gratitude, the encouragement and support extended by our valued shareholder

On behalf of the Board
Sd/-
Hemant Madhusudan Nerurkar
Chairman

Place: Mumbai
Date: July 17th, 2025

ANNEXURE-1 TO DIRECTORS' REPORT

Nomination And Remuneration Policy

1. PRELUDE AND LEGAL FRAMEWORK

Section 178 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, every unlisted public company shall constitute the Nomination and Remuneration Committee and Compensation Committee ("NRC") of the Board of Directors, to:

a) Formulate the criteria for determining qualifications, positive attributes and independence of a Director;

b) Identify persons who are qualified to become Directors and who may be appointed in senior management and recommend to the Board their appointment and removal;

c) Recommend to the Board a policy in relation to the remuneration for the Directors, Key Managerial Personnel and other employees;

d) For every appointment of an independent director, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

   i. use the services of an external agencies, if required;

   ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and

   iii. consider the time commitments of the candidates;

e) Whether to extend or continue the term of appointment of Independent Director on the basis of the report of performance evaluation of Independent Directors;

f) Specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the NRC or by an independent external agency and review its implementation and compliance;

g) Carry out evaluation of performance of each Director;

h) Perform such other functions as may be necessary under any statutory or other regulatory requirements to be performed by the Committee and as delegated by the Board from time to time.

This Policy is divided into 3 parts:

- **Part – A** covers matters to be dealt with, perused and recommended to the Board by the NRC;
- **Part – B** covers appointment and removal of director, KMPs and senior management; and
- **Part – C** covers remuneration for directors and KMPs.

This policy shall be included in the Report of the Board of Directors.

2. PART A – MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NRC

The following matters shall be dealt by the NRC:

a) Size and composition of the Board:

Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions;

b) Directors:

Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board.

c) Succession plans:

Establishing and reviewing Board and senior management succession plans.

d) Evaluation of performance:

Make recommendations to the Board on appropriate criteria for evaluation of every Directors' performance.

e) Board diversity:

Devising a policy on diversity of the Board of Directors.

f) Remuneration framework and policies:

The Committee is responsible for reviewing and making recommendations to the Board on:

- the remuneration of the Managing Director, Whole-time Directors, KMPs and Senior Management.

Explanation- "Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

- the total remuneration of Non-Executive Directors and for individual remuneration to Non- Executive Directors and the Chairman, including any additional fees payable for membership of Board committees.

3. PART B - APPOINTMENT AND REMOVAL OF DIRECTOR, KMPs AND SENIOR MANAGEMENT

a) Appointment criteria and qualifications

i. The Committee shall identify and ascertain, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his / her appointment.

ii. The Company shall not appoint or continue the employment of any person as Managing Director / Whole - Time Director or Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

iii. A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.

b) Term / Tenure

i. Managing Director/ Whole-time Director

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

ii. Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for five years or more in the Company as on April 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of five years only.

c) Removal

Due to reasons for any disqualification mentioned in the Act and rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the said Act, rules and regulations.

d) Retirement

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position/ remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

4. PART C - REMUNERATION FOR DIRECTORS AND KMPs

a) The remuneration/ compensation/ commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.

b) The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of the Act and the rules made thereunder.

c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.

d) Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

e) The remuneration to KMP's shall be decided and recommended by the NRC and approved by the Board of Directors

f) If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director//Non-Executive Director/ Independent Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Shareholders.

g) The remuneration payable to each Non-Executive Director(s) is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Actand the rules made thereunder.

h) The remuneration to the Non-executive Directors (including Independent Directors) may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

i) In the event of no profits or inadequate profits. Non-Executive Directors and Non-Executive Independent Directors can receive remuneration including commission in accordance with the limits/effective capital prescribed in Schedule V of the Act and all other applicable provision of the Act.

j) The Independent Directors shall not be entitled to any stock option of the Company.

5. COMPOSITION OF NRC

The responsibility of NRC is at the level of the Board of Directors of the Company. The NRC shall be constituted in compliance with Section 178 of the Act, consisting of three or more non-executive directors out of which not less than one-half shall be independent directors.

The chairperson of the Company (whether executive or non-executive) may be appointed as a member of the NRC but shall not chair such Committee.

The quorum for a meeting of the NRC shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

6. ROLES AND RESPONSIBILITIES OF THE NRC

The Responsibilities of the Committee shall be such as prescribed under the Act and Rules made thereunder.

7. DISCLOSURES

This policy shall be disclosed in the Directors' Report.

8. EFFECTIVE DATE

This policy was last amended by the Board of Directors on 25th May, 2022 and now amended on 20th June, 2023.

9. CONTACT PERSONNEL

For queries related to this Policy, please write to us at: dfm@dfmfoods.com.

10. LIMITATION AND AMENDMENT

The Board of Directors may, in their discretion and on the recommendation of the NRC, make any changes/modifications and/or amendments to this Policy from time to time.

Requirements with respect to quorum, notice of meeting, documentation, etc. shall be in conformity with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government, unless expressly stated otherwise.

In the event of any conflict between the provisions of this Policy and of the Act or any other statutory enactments, rules, the provisions of such Act or statutory enactments, rules shall prevail over and automatically be applicable to this Policy and the relevant provisions of the Policy would be amended/modified in due course to make it consistent with the law.

This policy is updated on 20th June, 2023.

ANNEXURE-2 TO DIRECTORS' REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

To,
The Members,
DFM Foods Limited
149, 1st Floor, Kilokari, Ring Road,
Ashram, New Delhi, India, 110014

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **DFM Foods 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 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 covering the financial year ended on March 31, 2025 ('**Audit Period**') 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, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

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

(ii) The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the rules made thereunder; **Not applicable during the period under review.**

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent applicable;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'):- **Not applicable during the period under review**.

(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) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

(e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(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 to the extent of securities issued;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

(h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;

(vi) The management has identified and confirmed the following laws as being specifically applicable to the Company:

a) Food Safety and Standard Act, 2006, Rules and Regulations made thereunder.

b) Legal Metrology Act, 2009

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

i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs;

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

We further report that

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

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance except in cases where meetings were convened at a shorter notice. The Company has complied with the provisions of Act for convening meeting at the shorter notice. 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 Committees of the Board, as the case may be.

We 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.

We further report that during the audit period, no major events have happened which has major bearing upon the company's affairs.

We further report that the Statutory Auditors of the Company in their Audit Report for the Financial Year ended March 31, 2024, had given the qualified opinion as the Company, had received certain whistleblower complaints through its whistleblower mechanism which have indicated the need to further strengthen its procurement systems and vigil mechanisms. Further, the Board of Directors of the Company has duly addressed these qualifications by providing detailed clarifications in their Director's Report for the financial year 2023-24.

For Chandrasekaran Associates

Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.:6689/2025

Sd/-
Roopa Agrawal
Partner
Membership No. A25656
Certificate of Practice No. 11037
UDIN: A025656G000562346

Date: June 7th, 2025
Place: Delhi

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

Annexure-A

To,
The Members,
DFM Foods Limited
149, 1st Floor, Kilokari, Ring Road,
Ashram, New Delhi, India, 110014

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record 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 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.
3. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company and for which we relied on the report of statutory auditor.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the company.

For Chandrasekaran Associates

Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.:6689/2025

Sd/-
Roopa Agrawal
Partner
Membership No. A25656
Certificate of Practice No. 11037
UDIN: A025656G000562346

Date: June 7th, 2025
Place: Delhi

ANNEXURE-3 TO DIRECTORS' REPORT

REPORT ON GOVERNANCE

1. COMPANY'S PHILOSOPHY ON GOVERNANCE

At DFM Foods Limited ("DFM"), the principles of good corporate governance are at the heart of our business philosophy. We believe that robust and effective governance is fundamental to achieving sustainable success, driving consistent growth, and delivering long-term value to our stakeholders.

Our governance framework is built on the pillars of transparency, integrity, accountability, and ethical conduct. It ensures that our operations are conducted with the highest standards of honesty and responsibility. All our policies and practices are designed to enhance long-term shareholder value, while also upholding our commitment to integrity, regulatory compliance, and our broader responsibilities to society.

We are dedicated to maintaining standards of fairness, propriety, and justice in every aspect of our business. By fostering a culture of openness and trust, we strive to engage constructively with all our stakeholders including shareholders, employees, customers, partners, and the communities we serve.

In essence, our approach to corporate governance is not just about meeting legal and regulatory obligations but about setting a benchmark for responsible corporate citizenship and sustainable business leadership.

2. BOARD OF DIRECTORS AND GOVERNANCE FRAMEWORK

Board composition and particulars of Directors

DFM'S Board has an optimum mix of Executive, Non-Executive Non-Independent and Non-Executive Independent Directors and is headed by a Non-Executive Non-Promoter Chairman who also happens to be an Independent Director. As on March 31, 2025, the Board consists of 6 (six) Directors comprising of 1 (one) Executive Director and 5 (five) Non-Executive Directors of whom 3 (three) are Independent Directors including 1 (one) Woman Independent Director. Detailed profile of the Board of Directors is available on the website of the Company at www.crax.in.

In the opinion of the Board, all the Independent Directors of the Company fulfil the conditions specified in the Companies Act, 2013 ("the Act") and are independent of the Management. None of the Directors are related to each other.

During the financial year 2024-25, ("Financial year under review"), Mr. Sandeep Batra has been appointed as an Additional Director (Non-Executive Independent) of the Company with effect from April 16, 2024 and further appointed as a Director (Non- Executive Independent Director) of the Company by the Shareholders in the 31st Annual General Meeting of the Company held on December 30, 2024.

Mr. Hemant Madhusudan Nerurkar and Ms. Dipali Hemant Sheth whose first term of 5 years as Non-Executive Independent Directors of the Company, expired on January 13, 2025, were re-appointed as Non-Executive Independent Director for a further period of 5 years commencing from January 14, 2025, in the 31st Annual General Meeting of the Company held on December 30, 2024.

Further, Mr. Anil Kumar Chanana (DIN: 00466197), due to his increased professional and personal commitments has resigned from the position of Non-Executive Independent Director of the Company with effect from the closing hours of October 18, 2024.

Mr. Nihal Sarawgi has been appointed as an Additional Director (Non- Executive Independent) of the Company with effect from February 22, 2024 and further appointed as a Director (Non- Executive Non-Independent Director) of the Company by the Shareholders in the 31st Annual General Meeting of the Company held on December 30, 2024

Mr. Manu Anand (DIN: 00396716) retired by rotation at the 31st Annual General Meeting ("AGM") of the Company held on December 30, 2024 but due to his increased personal and professional commitments, he had expressed his unwillingness to seek re-appointment and therefore, ceased to be a Director of the Company on conclusion of the AGM.

During the financial year under review and as on March 31, 2025, the composition of the Board is as follows:

Category	Names of Directors	DIN of Directors	Number of Directors in this category
Non-Executive, Non-Independent Directors	Mr. Sahil Dilip Dalal	07350808	3
	Mr. Manu Anand[$]	00396716	
	Mr. Nihal Sarawgi	10479645	
Non-Executive, Independent Directors	Mr. Hemant Madhusudan Nerurkar	00265887	4
	Ms. Dipali Hemant Sheth	07556685	
	Mr. Sandeep Batra[@]	00871843	
	Mr. Anil Kumar Chanana*	00466197	
Managing Director and CEO	Mr. Vipul Prakash	00380769	1

[$]Ceased to be the Non-Executive Non-Independent Director w.e.f. the conclusion of the 31st Annual General Meeting held on December 30, 2024

[@] Appointed as Non-Executive Independent Director w.e.f. April 16, 2024.

*Ceased to be the Non-Executive Independent Director w.e.f. the closing hours of October 18, 2024.

Further, none of the Directors hold any equity shares in the Company as on March 31, 2025.

Number of Board Meetings held the dates on which held and attendance thereat

During the financial year ended March 31, 2025, Five (5) Board meetings were held on May 13, 2024, May 29, 2024, August 30, 2024, December 07, 2024 and February 28, 2025. The last (31st) Annual General meeting of the Company was held on December 30, 2024. The maximum time gap between 2 (two) Board meetings was less than 120 (one hundred and twenty) days. Minutes of the meetings of all the Board and Committees were circulated to all the Directors.

The names of the Directors on the Board, their attendance at Board meetings held during the financial year under review and at the last Annual General Meeting ("AGM"), names of other listed entities in which the Director is a director, and the number of Directorship and Committee Chairpersonships/Memberships held by them in other public limited companies as on March 31, 2025 are given below:

S. No.	Name of the Director	Number of Board meetings attended during Financial Year 2024-25	Whether attended last AGM held on 30.12.2024	Number of Directorship held in other Public Companies	Number of Committee positions held in other Public Companies		Directorship in other Listed Companies (and category of directorship)	
					Member	Chairperson	Name of Listed Entity	Category
1.	Mr. Hemant Madhusudan Nerurkar	4	Yes	5	4	1	1. Adani Enterprises Limited	1. NED-ID
							2. Igarashi Motors India Limited	2. NED-NID
							3. Raghav Productivity Enhancers Limited	3. NED-ID

S. No.	Name of the Director	Number of Board meetings attended during Financial Year 2024-25	Whether attended last AGM held on 30.12.2024	Number of Directorship held in other Public Companies	Number of Committee positions held in other Public Companies		Directorship in other Listed Companies (and category of directorship)	
					Member	Chairperson	Name of Listed Entity	Category
2.	Mr. Anil Kumar Chanana@	3	Not Applicable	4	5	7	1. Route Mobile Limited	1. NED-ID
							2. Sagility India Limited	2. NED-NID
							3. Campus Activewear Limited	3. NED-ID
							4. Coforge Limited	4. NED-ID
3.	Mr. Sahil Dilip Dalal	5	No	1	1	-	Eureka Forbes Limited	NED-NID
4.	Mr. Manu Anand*	2	No	2	5	1	1. United Breweries Limited	1. NED-ID
							2. Glaxosmith-kline Pharmaceuticals Limited	2. NED-ID
5.	Ms. Dipali Hemant Sheth	4	Yes	6	6	-	1. Latent View Analytics Limited	1. NED-ID
							2. AWL Agri Business Limited	2. NED-NID
							3. Welspun Corp Limited	3. NED-ID
							4. Spandana Sphoorty Financial Limited	4. NED-ID
7.	Mr. Vipul Prakash	5	Yes	-	-	-	-	-
8.	Mr. Nihal Sarawgi	3	Yes	-	-	-	-	-
9.	Mr. Sandeep Batra&	3	Yes	1	1	-	Pidilite Industries Limited	Executive Director and CFO

Directorships excludes foreign companies, companies formed under section 25 of the Companies Act, 1956/ section 8 of the Act, private companies and DFM Foods Limited.

@Ceased to be the Non-Executive Independent Director w.e.f. the closing hours of October 18, 2024

*Ceased to be the Non-Executive Non-Independent Director w.e.f. the conclusion of the 31st Annual General Meeting held on December 30, 2024

&Appointed as an Non-Executive Independent Director w.e.f. April 16, 2024

NED-ID - Non-Executive Director, Independent Director

NED-NID - Non-Executive Director, Non-Independent Director

ID - Independent Director

Pursuant to Section 149(6) of the Act, the Company has received declarations on criteria of independence from the Directors of the Company who have been classified as Independent Directors as on March 31, 2025.

The Company has also received declaration of compliance of Rule 6 (1) and (2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, regarding online registration with the 'Indian Institute of Corporate Affairs` for inclusion/renewal of name in the databank of Independent Directors.

Selection of Independent Directors

The Board's Nomination and Remuneration Committee plays a key role in selecting Independent Directors. In this selection process, the Committee ensures that the Board possesses a diverse range of expertise and experience necessary for providing effective leadership and guidance to the Company. The Committee also takes into account distinguished individuals with a notable reputation in their respective fields for potential appointment as Independent Directors. Factors considered during the selection process include the candidates' educational and professional qualifications, areas of expertise, personal and professional ethics, integrity, values, and existing Directorships in other companies, all of which help determine a candidate's independence. The Board considers the recommendations from the Committee and then nominates individuals for election by the shareholders at the Annual General Meeting.

Board Familiarization Programme

A familiarization program has been developed for the Independent Directors of the Company. This initiative is designed to offer insights into various aspects, including the industry the Company operates within, its business model, and the regulatory landscape it navigates. The Independent Directors have participated in this familiarization program, ensuring they are informed of their roles, rights, and responsibilities.

Additionally, Board members receive regular updates on the Company during Board and Committee meetings, encompassing presentations on strategy, operations, functions, and any changes in regulations.

The familiarization program for Independent Directors has been posted on the website of the Company at https://crax.in/wp-content/uploads/2025/03/Familiarization-Programme-for-FY-24-25.pdf

BOARD DIVERSITY

The Company acknowledges the advantages of having a diverse Board of Directors that brings a range of experience, knowledge, skills, attitudes, values, and beliefs suitable to the needs of the business.

CHART/MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF DIRECTORS

Below is a compilation of essential skills, expertise, and competencies recognized by the Board as necessary for the effective operation of its business and sectors:

i) Business Environment Knowledge: Understanding of the Company's business or the sector in which it operates, the risks it is exposed to, and the potential opportunities.

ii) Strategy/Business Leadership: Ability to think strategically, identify and assess strategic opportunities and threats and develop effective strategies in line with Company's objectives.

iii) Financial Knowledge: Ability to analyse financial statements, critically assess financial viability and performance, and contribute to the strategic financial planning and efficient use of financial resources.

iv) Marketing and Sales: Ability to build brand awareness, develop strategies to grow sales and market share.

v) Technical/professional skills: To assist with the on-going management of the business.

vi) Risk: Ability to identify key risks, monitor risks and compliance framework.

vii) Board Governance and Integrity: Ability to fulfill the duties and responsibilities of a Director while acting ethically and putting the organizational interest above personal interests.

viii) Mentoring: Ability to work in a group, ability to enhance the knowledge and capability of the key talent including succession planning

A Director may possess one or more skill/experience within the above defined areas, and it is not necessary that all Directors possess all skills/experience.

Skills/Expertise/Competencies								
Name of the Director	**Business Environment Knowledge**	**Strategy/ Business Leadership**	**Financial Knowledge**	**Marketing and Sales**	**Technical/ professional skills**	**Risk: Ability to identify key risk**	**Board Governance and Integrity**	**Mentoring: Ability**
Mr. Hemant Madhusudan Nerurkar	Yes	Yes	Yes	-	Yes	Yes	Yes	Yes
Mr. Sandeep Batra#	Yes	Yes	Yes	-	Yes	Yes	Yes	Yes
Mr. Anil Kumar Chanana@	Yes	Yes	Yes	-	Yes	Yes	Yes	Yes
Mr. Sahil Dilip Dalal	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Nihal Sarawgi	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Manu Anand*	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Ms. Dipali Hemant Sheth	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Vipul Prakash	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

#Appointed as an Non-Executive Non-Independent Director w.e.f. April 16, 2024

@Ceased to be the Non-Executive Independent Director w.e.f. the closing hours of October 18, 2024

*Ceased to be Non-Executive Non-Independent Director w.e.f. the conclusion of the 31st Annual General Meeting held on December 30, 2024

COMPLIANCE FRAMEWORK

The Company maintains a strong system for overseeing compliance with relevant laws and regularly updates senior management and the Board on a scheduled basis. The Audit Committee and the Board conduct routine evaluations of compliance status with these laws.

CODE OF CONDUCT

Your Company has established a Code of Conduct for its Directors and Senior Management that embodies its commitment to high standards of integrity and ethics. The Code has been communicated to the Directors and the members of Senior Management. The said code has also been displayed on the Company's website at https://crax.in/wp-content/uploads/2025/05/Code-of-Conduct.pdf.

The Code of Conduct is supported by various policies that enhance the governance framework. These policies encompass the Anti-Bribery and Anti-Corruption Policy, Economic Sanctions Policy, Whistleblower Policy, and Prevention of Sexual Harassment in the Workplace Policy.

All the Directors and Senior Management of the Company have confirmed their compliance with the Code for the financial year 2024-25. The Code of Conduct also includes code for Independent Directors which is a guide to professional conduct for Independent Directors pursuant to Section 149(8) and Schedule IV of the Companies Act, 2013.

FORMAL LETTER OF APPOINTMENT TO THE INDEPENDENT DIRECTORS:

The formal letter containing the terms and conditions of appointment of Independent Directors has been disclosed on the website of the Company at https://crax.in/investor/.

INDEPENDENT DIRECTORS MEETING

One meeting of Independent Directors was held on February 28, 2025 in which Independent Directors, Ms. Dipali Hemant Sheth (Chairperson), Mr. Hemant Madhusudan Nerurkar and Mr. Sandeep Batra were present. At the said meeting, the Independent Directors, inter-alia, considered the following:

i) Performance of Non-Independent Directors and the Board as a whole.

ii) Performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors.

iii) The quality, quantity, and timeliness of flow of information between the Management and the Board is necessary for the Board to effectively and reasonably perform their duties.

iv) Noted the Familiarization Programme.

BOARD/COMMITTEE MEETINGS AND PROCEDURES

The Board meets at least once in a quarter to discuss and decide on Company's business and strategy apart from other Board Business. Where the business involves discussing any specific matter, the relevant functional head is invited to attend the relevant agenda item to brief the board.

The Board Business generally includes:

i) Annual operating plans and budgets and any updates.

ii) Capital expenditure budgets and any updates.

iii) Financial statements of the Company.

iv) Minutes of meetings of Audit Committee and other Committees of the Board.

v) The information on recruitment and remuneration of Senior Officers just below the Managing Director and Chief Executive Officer, including appointment or removal of Chief Financial Officer and the Company Secretary.

vi) Show cause, demand, prosecution notices and penalty notices, if any which are materially important.

vii) Fatal or serious accidents, dangerous occurrences, any material effluent, or pollution problems.

viii) Any material default in financial obligations to and by the company, or substantial non-payment for goods sold by the company.

ix) Any issue, which involves possible public, or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.

x) Details of any joint venture or collaboration agreement.

xi) Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.

xii) Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

xiii) Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.

xiv) Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement if material.

xv) Non-compliance of any regulatory, statutory, or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

xvi) Information about the business risk involved/ assessment and measures to address and minimize such risks.

xvii) Funding including the steps being taken to reduce the cost of funding and returns on investments.

MATERIAL INFORMATION DISTRIBUTION TO THE BOARD IN ADVANCE

The agenda for each Board meeting is circulated in advance to the Board members. All material information is incorporated in the agenda facilitating meaningful and focused discussions at the meeting.

POST MEETING FOLLOW-UP MECHANISM

The important decisions taken at the Board/Committee(s) meetings are promptly communicated to the concerned functional heads. Action taken report on the decisions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/ Committee(s) for information and review by the Board/ Committee(s).

PROCEDURE AT COMMITTEE MEETINGS

The guidelines relating to Board meetings are applicable to Committee meetings as far as may be practicable. Each Committee has the authority to engage outside experts, advisors, and counsels to the extent it considers appropriate to assist in its work. Minutes of the proceedings of the Committee meetings are placed before the Board meeting for perusal and noting.

BOARD COMMITTEES:

A. Audit Committee:

The Audit Committee acts in accordance with the terms of reference specified by the Board. The role of the Audit Committee is as follows:

i) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.

ii) Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the Statutory Auditors and Internal Auditors and the fixation of audit fees.

iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

iv) Reviewing, with the management and statutory auditors, the annual financial statements before submission to the Board for approval, with particular reference to:

   a. Matters required to be included in the Director's Responsibility Statement.
   b. Changes, if any, in accounting policies, practices and reasons for the same.
   c. Major accounting entries involving estimates based on the exercise of judgment by management.
   d. Significant adjustments made in the financial statements arising out of audit findings.
   e. Compliance with listing and other legal requirements relating to financial statements.
   f. Disclosure of any related party transactions.
   g. Modified opinion(s) in the draft audit report.

v) Reviewing, with the management and the statutory auditors, the quarterly and half-yearly financial statements before submission to the Board for approval.

vi) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.

vii) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.

viii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

ix) Discussion with internal auditors of any significant findings and follow up there on.

x) Reviewing the findings of any internal investigations, if any, by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

xi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

xii) To look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non-payment of declared dividends) and creditors.

xiii) To review the functioning of the Whistle Blower mechanism.

xiv) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience & background, etc. of the candidate.

xv) Scrutiny of inter-corporate loans and investments.

xvi) Valuation of undertakings or assets of the company, wherever it is necessary.

xvii) Evaluation of internal financial controls and risk management systems.

xviii) To provide adequate safeguards against victimization of Employees/Directors who avail of the vigil mechanism.

xix) Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.

xx) Approval or any subsequent modification of transactions of the Company with related parties.

xxi) Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

xxii) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances/investments existing as on the date of coming into force of this provision.

xxiii) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Apart from above, the Committee also reviews other matters as may be required to be reviewed by the Audit Committee under the Act and other laws, rules and regulations.

As on March 31, 2025, all 4 (four) members of the Audit Committee are Non-Executive Directors and 3 (three) of them, including the Chairperson are Independent Directors. All the members of the Audit Committee are financially literate as defined in the Act.

During the financial year under review, the Committee was reconstituted with effect from April 16, 2024 due to resignation of Mr. Anil Chanana as Chairperson of Audit Committee and appointment of Mr. Sandeep Batra as the Chairperson of the Committee.

During the financial year under review, 3 (three) meetings of the Audit Committee were held on May 29, 2024, August 30, 2024 and December 07, 2024. The Audit Committee Meetings are attended by invitation by the Managing Director & CEO, Chief Financial Officer, the Internal Auditors, the Statutory Auditors, and other members of the Board. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

Composition of Audit Committee as on March 31, 2025 and Particulars of Attendance

Name of Committee Member	Designation	Category	Number of meetings entitled to attend	Number of meetings attended
Mr. Sandeep Batra	Chairperson	Non-Executive, Independent Director	3	2
Mr. Hemant Madhusudan Nerurkar	Member	Non-Executive, Independent Director	3	3
Mr. Sahil Dilip Dalal	Member	Non-Executive, Non-Independent Director	3	3
Ms. Dipali Hemant Sheth	Member	Non-Executive, Independent Director	3	3

B. Risk Management Committee:

The role of the Risk Management committee as defined by the Board is as follows:

i) To assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation, implementation and mitigation of risks including risks related to cyber security.

ii) Overall responsibility for monitoring and approving the risk management framework and policy and associated practices of the Company.

iii) Responsible for reviewing and approving risk disclosure statements in any public documents or disclosures.

iv) Formulate a detailed risk management policy which shall include:

   a. Framework for identification of internal and external risks,

   b. Measures for risk mitigation,

   c. Business continuity plan

v) Ensure that appropriate methodology, processes, and systems are in place to monitor and evaluate risks.

vi) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.

vii) Periodically review the risk management policy, at least once in two years.

viii) Keep the Board informed about the nature and content of its discussions, recommendations, and actions to be taken.

ix) Appointment, removal, and terms of remuneration of the Chief Risk Officer (if any).

During the financial year, the Committee was reconstructed twice. The first reconstruction was done with effect from April 16, 2024, comprising Mr. Vipul Prakash (Chairperson), Mr. Hemant Madhusudan Nerurkar, Mr. Sahil Dilip Dalal and Ms. Dipali Hemant Sheth. Mr. Anil Kumar Chanana, in order to fulfil his personal and professional commitments, had conveyed his desire to discontinue as the Chairperson of the Risk Management Committee with effect from April 16, 2024.

The second reconstruction was done with effect from February 28, 2025, comprising Mr. Vipul Prakash (Chairperson), Mr. Hemant Madhusudan Nerurkar, Mr. Sahil Dilip Dalal, Ms. Dipali Hemant Sheth and Mr. Sandeep Batra.

As on March 31, 2025, the Risk Management Committee consisted of 5 (five) Directors, 4 (four) of whom are Non-Executive Directors and 1 (one) is Executive Director and 3 (three) of them including the Chairperson are Independent Directors.

During the financial year 2024-25, no meetings were conducted by the Risk Management Committee.

Composition of Risk Management Committee as on March 31, 2025

Name of Committee Member	Designation	Category
Mr. Vipul Prakash	Chairperson	Executive Director
Mr. Sandeep Batra	Member	Non-Executive Independent Director
Mr. Hemant Madhusudan Nerurkar	Member	Non-Executive Independent Director
Mr. Sahil Dilip Dalal	Member	Non-Executive Non-Independent Director
Ms. Dipali Hemant Sheth	Member	Non-Executive Independent Director

C. Nomination and Remuneration Committee (Compensation Committee)

The terms of reference of the Nomination and Remuneration Committee are:

i) Identification of persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal, and shall carry out evaluation of every Director's performance.

ii) Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees, ensuring that

a. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge, and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- use the services of an external agencies, if required;
- consider candidates from a wide range of backgrounds, having due regard to diversity; and
- consider the time commitments of the candidates.

b. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;

c. the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

d. the remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

iii) Formulating a policy on diversity of board of directors.

iv) Formulation of criteria for evaluation of performance of independent directors and the board of directors.

v) Whether to extend or continue the term of appointment of the independent director, based on the report of performance evaluation of independent directors.

vi) Recommend to the Board, all remuneration, in whatever form, payable to senior management.

vii) Such other matters as may be specified by the Board from time to time.

viii) The Nomination and Remuneration Committee of the Board also reviews the performance of the functioning of the Board, its Board Committees and every Director based on the feedback of each individual Directors and submits the same to the Chairman of the Board for further action.

During the financial year under review, the Committee was reconstituted on February 28, 2025 as Mr. Sandeep Batra has been appointed as a Member of the Nomination & Remuneration Committee (Compensation Committee).

As on March 31, 2025, the Nomination & Remuneration Committee (Compensation Committee) of the Board consisted of 4 (four) Directors, whereby all are Non-Executive Directors and 3 (three) of them including the Chairperson are Independent Directors.

During the financial year under review, the Nomination and Remuneration Committee (Compensation Committee) met thrice on May 29, 2024, December 07, 2024 and February 28, 2025. The Compensation Committee Meetings were attended by invitation by the Managing Director & CEO, Chief Financial Officer, Chief Human Resource Officer and other members of the Board. The Company Secretary of the Company acts as the Secretary to the Committee.

Composition of Nomination and Remuneration Committee as on March 31, 2025 and Particulars of Attendance

Name of Committee Member	Designation	Category	Number of meetings entitled to attend	Number of meetings attended
Ms. Dipali Hemant Sheth	Chairperson	Non-Executive Independent Director	3	3
Mr. Hemant Madhusudan Nerurkar	Member	Non-Executive Independent Director	3	3
Mr. Sahil Dilip Dalal	Member	Non-Executive Non-Independent Director	3	2
Mr. Sandeep Batra	Member	Non-Executive Independent Director	0	0

Ms. Dipali Hemant Sheth, the Chairperson of the Nomination and Remuneration Committee of the Board was present at the last Annual General Meeting of the Company held on December 30, 2024.

Performance Evaluation

The Act contain evaluation of the performance of:

a) the Board as a whole;

b) individual directors (including independent directors and Chairperson); and

c) various Committees of the Board.

As per Section 134 of the Act, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and its Committees. The criteria of performance evaluation of the Board, its committees and individual Directors forms part of the 'Corporate Governance Code', which is available on the website of the Company. For Independent Directors, evaluation is carried out based on the criteria viz. the considerations which led to the selection of the Director on the Board and the delivery against the same, contribution made to the Board/Committees, attendance at the Board/Committee meetings, impact on the performance of the Board/Committees, instances of sharing best and next practices, engaging with top management team of the Company, participation in strategy Board meetings and so on.

During the financial year, the Company completed the Board Evaluation cycle internally which included the evaluation of the Board as a whole, Board Committees and peer evaluation of the Directors. The exercise was led by the Chairperson of the Company along with the Chairperson of the Nomination and Remuneration Committee of the Company. The evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board, Board oversight and effectiveness, performance of Board Committees, Board skills and structure, etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution, and independent judgment.

As an outcome of the above exercise, it was noted that the Board as a whole is functioning as a cohesive body, which is well engaged with different perspectives. The Board members from different backgrounds bring about different complementarities, and deliberations in the Board and Committee meetings are enriched by such diversity and complementarities. It was also noted that the Committees are functioning well and besides the Committees' terms of reference as mandated by law, important issues are brought up and discussed in the Committees.

The Board also noted that given the changing external environment the Company should be prepared for any likely disruption. The Board agreed that the Board was focused in the right direction of creating a 'purpose-driven' organization. The evaluation exercise also highlighted the need for having better understanding of competitive landscape in a dynamic business environment and importance of being

updated in the emerging technology areas relevant for the Company. These areas have been identified for the Board to engage itself with and the same will be acted upon.

The Board noted the key improvement areas emerging from this exercise in the financial year 2024-25 and action plans to address these are in progress. These include strengthening the succession planning for key positions, periodic updating of the risk framework, identification of material risk areas and steps to mitigate the potential risks.

D. Stakeholders' Relationship Committee

The terms of reference of the Stakeholders' Relationship Committee are:

i) Redressal of the shareholders/Investors complaints in respect of any matter.

ii) Monitoring the implementations and compliances of the Company's Code of Conduct for prevention of Insider Trading.

iii) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

iv) Review of measures taken for effective exercise of voting rights by shareholders.

v) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

vi) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

During the financial year the Committee was reconstituted with effect from April 16, 2024 due to resignation of Mr. Anil Chanana as a member of the Committee and appointment of Mr. Sandeep Batra as a member of the Committee.

As on March 31, 2025, Stakeholders' Relationship Committee of the Board consisted of 3 (three) Directors all of whom are Non-Executive Directors.

During the financial year under review Stakeholders' Relationship Committee met once on February 28, 2025. The Stakeholders' Relationship Committee Meetings are attended by invitation by the Managing Director & CEO, Chief Financial Officer, and other members of the Board who may like to attend. The Company Secretary of the Company acts as the Secretary to the Committee.

Composition of Stakeholders' Relationship Committee as on March 31, 2025 and Particulars of Attendance

Name of Committee Member	Designation	Category	Number of meetings entitled to attend	Number of meetings attended
Mr. Hemant Madhusudan Nerurkar	Chairperson	Non-Executive Independent Director	1	1
Mr. Sandeep Batra	Member	Non-Executive Independent Director	1	1
Mr. Sahil Dilip Dalal	Member	Non-Executive Non-Independent Director	1	0

Mr. Hemant Madhusudan Nerurkar, the Chairperson of the Stakeholders' Relationship Committee of the Board was present at the last Annual General Meeting of the Company held on December 30, 2024.

Investor Grievance Redressal

The details of investor complaints received and resolved during the financial year ended March 31, 2025 are given below:

Number of shareholders complaints received during the year	Number of complaints not solved to the satisfaction of shareholders	Number of complaints pending at the end of the year
NIL	NIL	NIL

The other requests received during the year under review were resolved to the satisfaction of the shareholders.

Compliance Officer: Ms. Vaishali Singh, Company Secretary

Particulars	Complaints	Queries/ other Correspondence
For non-receipt of dividend/ shares lodged for transfer, demat	NIL	4 (Request for unclaimed dividends due to change in address or warrant expired, demat status)
Other queries/requests received from shareholders	NIL	162 (Request for procedure of Transmission, duplicate, name change procedure, dispatch of new share certificate, enquiry for holding, hard copy of annual report and IEPF matters etc.)
Queries/complaints redressed	NIL	**Total – 166 queries/ correspondence**
Pending queries / complaints as on March 31, 2025	NIL	**NIL**

E. Corporate Social Responsibility Committee

The terms of reference of Corporate Social Responsibility Committee are:

i) Formulating a CSR policy as per Schedule VII (of the Companies Act, 2013) and recommending the same to the Board.

ii) Recommending the amount of expenditure to be incurred on the social activities.

iii) Monitoring the CSR policy of the Company.

As on March 31, 2025, Corporate Social Responsibility Committee of the Board consisted of 3 (three) Directors all of whom are Non-Executive Directors.

During the financial year 2024-25, no meetings were conducted by the Corporate Social Responsibility Committee.

Composition of Corporate Social Responsibility Committee as on March 31, 2025 and Particulars of Attendance

Name of Committee Member	Designation	Category	Number of meetings entitled to attend	Number of meetings attended
Ms. Dipali Hemant Sheth	Chairperson	Non-Executive Independent Director	Nil	Nil
Mr. Hemant Madhusudan Nerurkar	Member	Non-Executive Independent Director	Nil	Nil
Mr. Sandeep Batra	Member	Non-Executive Independent Director	Nil	Nil

Directors' Remuneration

Nomination and Remuneration policy

The Company's Nomination and Remuneration Policy for Directors, Key Managerial Personnel, Senior management and other employees are annexed as Annexure 1 to the Directors' Report. Further, the Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors.

The Nomination. and Remuneration Policy takes into account the performance of the Company during the financial year and of the Managing Director on certain parameters, such as condition of the industry, budget vs. actuals, performance of capital projects, remuneration in other companies of comparable size and complexity, performance of the directors at meetings of the Board and of the Board Committees, etc.

Details of remuneration and other terms of appointment of Directors:

Remuneration of Directors

a) Criteria of making payments to Non-Executive Directors

The Company has a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees; overseen by the Nomination and Remuneration Committee (Compensation Committee). The policy is also available on the website at: https://crax.in/wp-content/uploads/2023/12/Nomination-and-Remuneration-Policy-2.pdf.

The Non-Executive Directors, including Independent Directors, are paid sitting fees for attending the meetings of the Board and Committees of the Board. Non-Executive Directors are paid INR 50,000/- as sitting fees for attending meeting of Board of Directors and INR 30,000/- for attending Committee meetings together with the actual reimbursement of expenses incurred for attending each meeting of the Board and Committee. The Company also pays sitting fees to the Independent Directors for attending the Independent Directors' meeting. Mr. Sahil Dilip Dalal, Mr. Nihal Sarawgi and Mr. Manu Anand have waived their right to sitting fees.

The remuneration of Non-Executive Directors includes payment by way of commission as decided by the Board of Directors based on their participation and contribution in the affairs of the Company as well as the valuable time spent on Company's matters. The shareholders of the Company at the Annual General Meeting held on December 30, 2024 had approved payment of commission to the Non-Executive Directors of the Company. No Stock option has been granted to the Non-Executive Directors.

The details of the Commission and sitting fees paid to Non-Executive Directors is given below:

Name of Director	Commission (relating to financial year 2024-25) paid in financial year 2025-26 (in Lakhs)	Sitting fee for attending Board/ Committee meetings (in Lakhs)
Mr. Hemant Madhusudan Nerurkar, Chairperson	12.0	4.4
Mr. Sandeep Batra	12.0	2.7
Mr. Sahil Dilip Dalal	-	-
Mr. Manu Anand	-	-
Mr. Anil Kumar Chanana	6.6	1.5
Ms. Dipali Hemant Sheth	12.0	4.1
Mr. Nihal Sarawgi	-	-
Total	**42.6**	**12.7**

Note: The Company does not have any direct pecuniary relationship/transaction with any of its Non-Executive Directors.

b) Remuneration to Executive Directors

The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee (Compensation Committee) based on criteria such as industry benchmarks, the Company's performance vis-à-vis the industry, responsibilities shouldered, performance/track record, macroeconomic review on remuneration packages of heads of other organizations and is decided by the Board of Directors.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component), incentive remuneration and/ or commission to its Executive Directors within the limits prescribed under the Companies Act, 2013 and approved by the shareholders.

There is no separate provision for payment of severance fees governing the appointment of Managing Director & CEO.

The Executive Director, so long as they function as such shall not be entitled to any sitting fees for attending any meetings of Board or Committees thereof.

Details of remuneration paid to the Managing/Executive Director during the Financial Year 2024-25

(in INR)

Particulars	Salary, allowances & perquisites
Managing Director & CEO	Mr. Vipul Prakash
Basic	2,14,99,092
HRA	1,07,49,552
Allowances (Including Special, Education and Car Lease)	61,45,548
PF Employer contribution	25,79,892
FPF Employer contribution	0
Provision for variable pay for Financial Year 2024-25	1,33,33,333
Provision for ESAR vesting for Financial Year 2024-25	2,41,83,296

Note:

a. The service contract with the Managing Director & CEO, who is the Whole Time Director, is for a period of 5 years.

b. The services of the Managing Director & CEO may be terminated by either party at any time after giving a written notice of 3 months to the other party.

3. GENERAL BODY MEETINGS

The date, time and venue of the General Meetings held during the preceding 3 years and the Special Resolution(s) passed thereat are as follows:

i) Annual General Meetings

Date of AGM	Time (IST)	Venue	Number of special resolutions approved at the AGM	Special Resolution Passed
December 30, 2024	11:00 A.M.	Through Video Conference/ OAVM	3	- Re-appointment of Mr. Hemant Madhusudan Nerurkar (DIN: 00265887) as an Independent Director of the Company - Re-appointment of Ms. Dipali Hemant Sheth (DIN: 07556685) as a Non-Executive Independent Director of the Company - To approve the remuneration payable to Non-Executive Independent Directors of the Company by way of Commission or otherwise.

Date of AGM	Time (IST)	Venue	Number of special resolutions approved at the AGM	Special Resolution Passed
November 29, 2023	02:00 P.M.	Through Video Conference/ OAVM	4	- Appointment of Mr. Vipul Prakash (DIN: 00380769) as a Managing Director and Chief Executive Officer of the Company - To approve revision in remuneration payable to Non-Executive Independent Directors by way of Commission or otherwise. - To approve amendments in 'DFM Employees Stock Appreciation Rights Plan 2020' (hereinafter referred to as "ESAR 2020"/ "Plan"). - Approval of proposed grant of Employees Stock Appreciation Rights equal to or exceeding 1% of issued capital to specified employees.
September 02, 2022	11.00 A.M.	Through Video Conference/ OAVM	2	- Payment of Remuneration to Mr. Lagan Shastri, Managing Director & CEO. To approve revision in remuneration payable to Non-Executive Independent Directors by way of Commission or otherwise.

ii) Extra Ordinary General Meeting

There was no Extra Ordinary General Meeting held during the financial year 2024-25.

iii) Special Resolution(s) passed through Postal Ballot

During the financial year, the Company has not passed any resolution through postal ballot.

iv) Whether any Special Resolution is proposed to be passed through postal ballot this year

Currently, there is no proposal to pass any Special Resolution through postal ballot. Special Resolutions by way of Postal Ballot, if required to be passed in the future, will be decided at the relevant time.

4. DISCLOSURES

i) Related Party Transactions

There were no materially significant related party transactions. All the related party transactions were at arm's length basis and are not in conflict with the interest of the Company.

Attention is drawn to the disclosure of related party transactions set out in Note 30 to the financial statements.

The policy on dealing with related party transactions can be accessed at: https://crax.in/wp-content/uploads/2023/12/Nomination-and-Remuneration-Policy-2.pdf

ii) Whistle Blower / Vigil Mechanism Policy

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting any illegal or unethical behaviour. The Company has a Whistle blower policy (Vigil Mechanism) under which the employees are free to report violations of applicable laws and regulations

and the Code of Conduct. Employees may also report to the Chairperson of the Audit Committee, in certain circumstances.

During the financial year under review, no employee was denied access to the Audit Committee.

iii) Total fees paid to Statutory Auditors

M/s MSKA & Associates are the Statutory Auditors of your Company. The details of the total fees for all services paid by the Company to the Statutory Auditors is as follows:

(INR in Lakhs)

Type of Services	Financial Year 2024-25*
As Statutory Audit Fees (Audit Fee)	50
Reimbursement of expenses	4
Total	**54**

*Refer note 25 of the financial statements.

iv) Disclosure under Sexual Harrassment

Your Directors state that during the financial year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Disclosures pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are as follows:

Number of complaints filed during the year ended March 31, 2025	Nil
Number of complaints disposed of during the year ended March 31, 2025	Nil
Number of complaints pending as on year ended March 31, 2025	Nil

v) Accounting Treatment

The Financial Statements of the Company for financial year 2024-25 have been prepared in accordance with the applicable accounting principles in India and the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with the rules made thereunder.

vi) Compliance reports

The Board has reviewed the compliance reports pertaining to the laws applicable to the Company at its meetings on quarterly basis.

vii) Subsidiary Companies Monitoring Framework

The Company does not have any subsidiaries.

viii) Reporting of Internal Auditors

The Internal Auditors report directly to the Audit Committee.

ix) Audit Qualification

There is no qualification in the Independent Auditor' Report on the financial statements for financial year 2024-25.

5. MEANS OF COMMUNICATION

i) Website

The Company's website www.crax.in contains an exclusive section on 'Investors' which enables them to access information such as financial statements, annual reports/ returns and releases in downloadable format as a measure of added convenience.

ii) Annual Report

Annual Report containing, inter alia, Audited Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto.

The Annual Report of the Company is also available on the website in a user-friendly and downloadable form.

iii) Designated exclusive email-id

The Company has a designated email id dfm@dfmfoods.com for investor servicing.

6. GENERAL SHAREHOLDER INFORMATON

i) Company Registration Details

The Company is registered in the State of Delhi, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is U15311DL1993PLC052624.

ii) Annual General Meeting

Friday, August 29, 2025 at 11:00 A.M. (IST) through Video Conference/Other Audio Visual Means.

iii) Payment of Depository Fees

Annual custody/Issuer fee for the financial year 2025-26 has been paid by the Company to CDSL and to NSDL.

iv) Registrar and Transfer Agent:

M/s MCS Share Transfer Agent Ltd.

179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase – 1, New Delhi – 110020

v) Dematerialization of shares

As on March 31, 2025, 99.31% of the total paid equity shares of the Company have been dematerialized by the shareholders.

vi) Outstanding GDRs/ADRs/warrants or any convertible instruments, Conversion date and likely impact on equity

Not Applicable

vii) Plant locations

The Company owned plants are located at Ghaziabad (U.P.), Greater Noida (U.P.). The third-party manufacturing is carried out at Kashipur (Uttarakhand) and Howrah (Kolkata), Hyderabad and Varanasi (Uttar Pradesh)

viii) Address for correspondence

Shareholders' correspondence may be addressed to:

a) M/s. MCS Share Transfer Agent Limited
179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area,
Phase - 1, New Delhi - 110020

b) Company Secretary
DFM Foods Limited
Registered Office: 149, 1st Floor, Kilokari,
Ring Road, Ashram, New Delhi-110014
Corporate Office: 1401-1411, 14th Floor,
Logix City Centre, Noida Sector-32, U.P.-201301

ix) Transfer of shares/ unclaimed amounts to Investor and Education Protection Fund (IEPF)

During the financial year 2024-25, the Company has transferred unclaimed dividend of INR 12,71,180 to IEPF in accordance with the provisions of Section 125 of the Companies Act, 2013 read with the Investor Education Fund Rules.

As on March 31, 2025, the Company's unclaimed dividend balance was INR 19 Lakhs (rounded off).

Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013, read with circulars and notifications issued thereunder, all the shares in respect of which dividend has not been paid or remains unclaimed for 7 consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund.

In accordance with the aforesaid provisions, the Company has transferred 29,140 equity shares held by 60 shareholders whose dividends were remaining unpaid/unclaimed for 7 consecutive years i.e., financial year 2016-17 to IEPF.

Any shareholder whose shares are transferred to IEPF can claim the shares by making an online application in Form IEPF-5 (available on www.iefp.gov.in) along with the fee prescribed to the IEPF authority with a copy to the Company.

Reminders are sent to the Shareholders who have not claimed their dividends and whose shares are due to be transferred to IEPF in accordance with provisions of Companies Act, 2013 and IEPF Rules made thereunder.

The Company has also sent letters to its 151 shareholders whose last two dividends have not been encashed and are due for transfer to IEPFA either this financial year or the next financial year in accordance with the IEPF authority Niveshak Shivir Scheme for facilitating the direct transfer of unclaimed/unpaid dividends to rightful claimants by companies.

7. BOARD CERTIFICATION

The Independent Directors of the Company have given the Annual Declaration of being Independent under the Act read with the rules made thereunder. Based on the same the Board of Directors is of the opinion that the independent directors fulfill the conditions specified in these regulations and are independent of the management.

On behalf of the Board

Sd/-
Hemant Madhusudan Nerurkar
Chairman

Place: Mumbai
Date: July 17th, 2025

ANNEXURE-4 TO DIRECTORS' REPORT

Pursuant to Section 197 read with Rule, 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company

TOP 10 EMPLOYEES:

S. No	Name	Designation	Remu-neration (INR)	Qualifications	Experience (In years)	Date of Commence-ment of employment	Age	Last employment	Percentage of equity shares held	Relationship with Directors
1.	Vipul Prakash	Managing Director and CEO	4,29,98,196	Mechanical Engineering - IIT, Delhi and PG Diploma in Management - IIM, Ahmed-abad	27	01.08.2023	57	MakeMyTrip (India) Private Limited	Nil	N.A.
2.	Swayam Prakash Misra	Chief Sales Officer	1,41,83,412	Mechanical Engineer - Na-tional Institute of Technology, Rourkela and MBA - Xavier Institute of Management	24	19.06.2023	50	Shree Baidyanath Ayurved Bhawan Private Limited	Nil	N.A.
3.	Nikhil Mathur	Chief Financial Officer	1,38,30,756	PGDBM, CA	31	01.07.2021	58	Microsoft Corporation (India) Private Limited	Nil	N.A.
4.	M.S. Venkatesh*	Chief Human Resource Officer	1,36,30,788	Postgraduate in Social Work (MSW)	34	02.03.2020	59	P.D. Hinduja Hospital & Medical Research Centre	Nil	N.A.
5.	Nepal Singh	Chief R&D Officer	98,77,248	Ph.D. (Food Technology)	33	23.01.2020	61	Haldiram Snacks Private Limited	Nil	N.A.
6.	Karan Gadhoke	Head – Marketing	71,73,852	MBA	11	01.07.2020	37	Mahindra Group	Nil	N.A.
7.	AVS Murthy Tadinada	Regional Sales Manager	71,45,652	MBA	29	06.04.2022	54	Dabur India Limited	Nil	N.A.
8.	Deepak Kumar	General Manager - Sales	71,29,740	B. Com	27	27.09.2016	47	Hershey India Private Limited	Nil	N.A.
9.	Rajat Jain**	IT Head	70,79,088	MBA, IIM Indore; B. Tech: IIT Roorkee	19	25.03.2020	45	Emami Agrotech Limited	Nil	N.A.
10.	Ankur Davesar	Group Manufacturing Head	68,00,004	Master's in Food Technology	23	04.03.2024	46	Good Nutrition	NIL	N.A

*Resigned w.e.f. closing hours of 31st March, 2025

**Resigned w.e.f. closing hours of 9th June, 2025

Note: Variable pay for the financial year 2024-25 has not been considered in the remuneration.

EMPLOYED THROUGHOUT THE YEAR:

S. No	Name	Designation	Remuneration (INR)	Qualifications	Experience (In years)	Date of Commencement of employment	Age	Last employment	Percentage of equity shares held	Relationship with Directors
1.	Vipul Prakash	Managing Director and CEO	4,29,98,196	Mechanical Engineering - IIT, Delhi and PG Diploma in Management - IIM, Ahmedabad	27	01.08.2023	57	MakeMyTrip (India) Private Limited	Nil	N.A.
2	Swayam Prakash Misra	Chief Sales Officer	1,41,83,412	Mechanical Engineer - National Institute of Technology, Rourkela and MBA - Xavier Institute of Management	24	19.06.2023	50	Shree Baidyanath Ayurved Bhawan Private Limited	Nil	N.A.
3.	M. S. Venkatesh*	Chief Human Resource Officer	13,630,788	Post graduate in Social Work (MSW)	34	02.03.2020	59	P.D. Hinduja Hospital & Medical Research Centre	Nil	N.A.
4.	Nikhil Mathur	Chief Financial Officer	1,38,30,756	PGDBM, CA	31	01.07.2021	58	Microsoft Corporation (India) Private Limited	Nil	N.A.

1. Resigned w.e.f. closing hours of 31st March, 2025

EMPLOYED FOR PART OF THE YEAR:

S. No	Name	Designation	Remuneration (INR)	Qualifications	Experience (In years)	Date of Commencement of employment	Age	Last employment	Percentage of equity shares held	Relationship with Directors
1.	Tankeswar Baishya	Chief Supply Chain Officer	37,80,822	Postgraduate in industrial engineering and B. Tech in Agricultural Engineering	28	30.12.2024			Nil	N.A.

Note: Variable pay for the financial year 2024-25 has not been considered in the remuneration. The amount realized through ESARs exercised during the financial year 2024-25 forms a part of remuneration.

On behalf of the Board

Place: Mumbai

Date: July 17th, 2025

Sd/-
Hemant Madhusudan Nerurkar
Chairman

ANNEXURE-5 TO DIRECTORS' REPORT

A) CONSERVATION OF ENERGY:

The Company remains firmly committed to energy conservation across all facets of its operations, recognizing its critical role in promoting environmental sustainability and operational efficiency. Over the course of the year, several strategic and high-impact initiatives were implemented to optimize energy consumption and reduce the overall environmental footprint. These efforts form an integral part of the Company's broader sustainability agenda.

Key energy conservation initiatives undertaken during the year include:

(i) Energy Conservation measures undertaken during financial year 2024-25:

- Nitrogen generation plant with a capacity of 150 m^3 per hour was installed. This has significantly improved the shelf life of products by enhancing packaging quality.
- New pallet line with a capacity of 500 kg per hour was installed to streamline material handling and improve throughout operations.
- Panel air conditioners on Dryer-3, Dryer-5, and the Fryer line were replaced, reducing system failures and breakdowns, thereby enhancing overall productivity.
- Higher-capacity burner (upgraded from 190 kW to 300 kW) was installed on Fryer Line-2. This upgrade has increased productivity and contributed to a reduction in energy consumption per unit of output.
- Replacement of UPS batteries has eliminated instances of power failure, reducing unplanned downtime and associated production losses.
- Comprehensive power quality analysis was conducted. The findings confirmed that the quality of power supplied is stable and within acceptable parameters.
- New shade structure was added to the loading platform, improving the efficiency and capacity of dispatch operations, especially during adverse weather conditions.
- The belt on Dryer-3 was replaced, reducing breakdowns on Line-3 and contributing to improved overall productivity.
- Random tapping machine was introduced, increasing the flexibility and efficiency of carton sealing operations across different box sizes.

(ii) The steps taken by the company for utilizing alternate sources of energy:

The Company has been successful in procuring electricity supply from open access solar PV system for Greater Noida Facility. Your Company plans to increase the usage of renewable electricity in other plants as well depending upon the availability of these alternative sources. The Company is using PNG (piped natural gas) at its Noida and Ghaziabad manufacturing facility and Biomass Heat Exchanger in the 3rd Party Co-pack Plant at Kashipur as an alternate source of energy, which is more cost efficient.

(iii) The capital investment on energy conservation equipment:

The capital investment on energy conservation forms part of the capital expenditure incurred.

(iv) Impact of measures at (i) and (ii) above:

Over the years, factories have consistently worked to enhance operational efficiencies by minimizing the use of natural resources and reducing water, energy, and CO2 emissions, all while maximizing production output.

Implementing electricity procurement via a Solar Power PV system has reduced CO2 emissions. The effects of other initiatives have not been individually measured.

B) TECHNOLOGY ABSORPTION:

(i) Efforts in brief towards absorption, adaptation and innovation:

Your company continuously adopts and integrates the latest technologies to address its evolving needs. Investments in automation and technology enhancements have resulted in reduced reliance on imported products.

(ii) Benefits derived as a result of the above:

The above initiatives have led to consistent output, enhanced innovation capacity, improved labor and fuel efficiency, superior product quality, and reduced material consumption.

(iii) Details of imported technology:

During the financial year, the Company did not engage in any technology imports.

(iv) The expenditure incurred on Research and Development.

The Company views Research & Development as a key driver of innovation, product enhancement, and cost optimization. R&D efforts are integrated across functions and contribute to new product development, value engineering, and process improvements.

While significant progress has been made in areas such as automation, quality enhancement, and customization for emerging channels, the expenditure on R&D is not separately disclosed in the financial statements, as it forms part of overall manufacturing, quality, and product development costs.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

(INR in Lakhs)

Particulars	Amount
Foreign Exchange earned in terms of actual inflows	NIL
Foreign Exchange outgo in terms of actual outflows (Accrual Basis)	72.1

On behalf of the Board

Place: Mumbai

Sd/-
Hemant Madhusudan Nerurkar
Chairman

Date: July 17th, 2025

INDEPENDENT AUDITOR'S REPORT

To the Members of DFM Foods Limited

Report on the Audit of the Financial Statements

OPINION

We have audited the accompanying financial statements of DFM Foods Limited("the Company"), , which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss, including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("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 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, and loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

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

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

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

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Financial Statements.

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 of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" 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, 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, except for the matters stated in the paragraph 2(g)(vi) below on reporting under Rule 11(g).

(c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.

(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 are 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 C".

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

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28 to the financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

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

iv. A. The Management has represented that, to the best of its knowledge and belief, 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, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

B. The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

C. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the

representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.

v. The Company has neither declared nor paid any dividend during the year.

vi. Based on our examination, which included test checks, we noted that the Company has used three softwares (for accounting, payroll and trade schemes) for maintaining its books of account during the year ended March 31, 2025 which have a feature of recording audit trail (edit log) facility and the same have operated throughout the year for all relevant transactions recorded in those softwares, except in case of the audit trail feature at database level in accounting software which was not enabled.

Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with to the extent it was enabled.

Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in previous year.

3. In our opinion and according to information/ explanations given to us, the remuneration paid by the Company to its directors is within the limits as prescribed under Section 197 read with Schedule V of the Act, wherein as per the requirement of sub section 4 of section 197, special resolutions were passed by the company in the respective general meeting.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Sd/-
Sumit Verma
Partner
Membership No. 509426
UDIN: 25509426BMOLVE6034

Place: Gurugram
Date: July 17th, 2025

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF DFM FOODS LIMITED

Auditor's Responsibilities for the Audit of the Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management and Board of Director'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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Sd/-
Sumit Verma
Partner
Membership No. 509426
UDIN: 25509426BMOLVE6034

Place: Gurugram
Date: July 17th, 2025

ANNEXURE "B" TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF DFM FOODS LIMITED FOR THE YEAR ENDED MARCH 31, 2025

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report

i. (a) A The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.

B The Company has maintained proper records showing full particulars of intangible assets.

(b) Property, Plant and Equipment and right of use assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.

(c) In respect of immovable properties of land that have been taken on lease and disclosed in the financial statements as Right of Use assets as at the balance sheet date, (i) the lease agreements are duly executed in favour of the Company and (ii) Immovable properties of land whose title deeds have been pledged as security for loans, are held in the name of the Company based on the confirmations directly received by us from lender.

(d) According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment (including Right of Use assets) and intangible assets during the year. Accordingly, the provisions stated under clause 3(i)(d) of the Order are not applicable to the Company.

(e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated under clause 3(i)(e) of the Order are not applicable to the Company.

ii. (a) The inventory (excluding stocks-in-transit) has been physically verified by the management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them and in respect of goods in transit, the goods have been received subsequent to the year end. No discrepancies were noticed. In our opinion, the frequency, coverage and procedure of such verification is reasonable and appropriate, having regard to the size of the Company and the nature of its operations. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

(b) During any point of time of the year, the Company has been sanctioned working capital limits in excess of INR 5 crores rupees, in aggregate from Banks on the basis of security of current assets. According to the information and explanation provided to us, the company is not required to file quarterly statements with the bank as it has obtained exemption from the bank in this regard.

iii. (a) According to the information and explanations provided to us, the Company has not provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions stated under clause 3(iii)(a), (c), (d), (e) and (f) of the Order are not applicable to the Company.

(b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the investments made and terms and conditions in relation to investments made are not prejudicial to the interest of the Company. Further, the Company has not granted any loans or advances during the year in the nature of loans accordingly reporting on clause (b) on loans and advances is not applicable.

iv. According to the information and explanations given to us, there are no loans, investments, guarantees, and security in respect of which provisions of Section 185 of the Companies Act, 2013,

are applicable. In respect of investments made, the Company has complied with the provisions of Section 186 of the Companies Act, 2013

v. According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor any amounts which are deemed to be deposits, within the meaning of the provisions of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the requirement to report under clause 3(v) of the Order is not applicable to the Company.

vi. The provisions of sub-Section (1) of Section 148 of the Companies Act, 2013 are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products/ services of the Company. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.

vii. (a) According to the information and explanations given to us and the records examined by us, in our opinion, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess, and other statutory dues have been regularly deposited by the Company with appropriate authorities in all cases during the year.

No undisputed amounts payable in respect of these statutory dues were outstanding as at March 31, 2025, for a period of more than six months from the date they became payable.

vii. (b) According to the information and explanations given to us and the records examined by us, details of statutory dues referred to in sub clause (a) above which have not been deposited as on March 31, 2025, on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount Demanded INR (In Lakhs)	Amount Paid INR (In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Central Goods and Service Tax Act, 2017	Goods and Service Tax (GST)	30,795	1,008	July 2017 to March 2021	Central Goods and Services Tax Appeal, Meerut
Central Goods and Service Tax Act, 2017	Goods and Service Tax (GST)	20,481	-	April 2021 to March 2024	Central Goods and Services Tax Appeal, Ghaziabad
Central Goods and Service Tax Act, 2017	Goods and Service Tax (GST)	116	22	2017-18	Commissioner
Income Tax Act, 1961	Income Tax	46	-	2020-21	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	54	-	2017-18	Commissioner of Income Tax (Appeals)

viii. According to the information and explanations given to us, there are no transaction which are not recorded in the books of account which have been surrendered or disclosed as income during the year in Income-tax Assessment under the Income Tax Act, 1961. Accordingly, the requirement to report as stated under clause 3(viii) of the Order is not applicable to the Company.

ix. (a) In our opinion and according to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations provided to us, the Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of

the financial statements of the Company, we report that no funds raised on short-term basis have been utilised for long-term purposes by the Company.

(e) The Company does not have any subsidiary, associate, or joint venture. Accordingly, the requirement to report under clause 3(ix)(e) and 3(ix)(f) of the order is not applicable to the Company.

x. (a) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting requirement under clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly, or optionally convertible) during the year. Accordingly, the requirements to report under clause 3(x)(b) of the Order is not applicable to the Company.

xi. (a) Based on our examination of the books and records of the Company and according to the information and explanations given to us and read with Note 46, we report that no fraud by the Company or no fraud on the Company has been noticed or reported during the year in the course of our audit.

(b) During the year no report under Section 143(12) of the Act, has been filed by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government. We had, however, in the previous year reported certain matter to central Government as per aforesaid requirement.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing, and extent of audit procedures.

xii. The Company is not a Nidhi Company. Accordingly, the provisions stated under clause 3(xii)(a) to (c) of the Order are not applicable to the Company.

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 Companies Act, 2013, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. (a) In our opinion and based on our examination, 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 the date of our audit report, for the period under audit.

xv. According to the information and explanations given to us, and based on our examination of the records of the Company, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, the requirement to report on clause 3(xv) of the Order is 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 (2 of 1934) and accordingly, the requirements to report under clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities during the year and accordingly, the provisions stated under clause 3 (xvi)(b) of the Order are not applicable to the Company.

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

(d) There are no other Companies part of the Group. Accordingly, the requirement to report under clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii. Based on the overall review of financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, the requirement to report under clause 3(xvii) of the Order is not applicable to the Company.

xviii. There has been no resignation of the statutory auditors during the year. Accordingly, reporting

under clause 3(xviii) of the Order is not applicable to the Company.

xix. According to the information and explanations given to us and on the basis of the financial ratios (as disclosed in note 42 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the 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 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 According to the information and explanations given to us and based on our verification, provisions of Section 135 of the Companies Act, 2013, are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

xxi. According to the information given to us, the Company does not have any Subsidiary, Associate or Joint Venture. Accordingly, reporting under clause 3 (xxi) of the order is not applicable.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Sd/-
Sumit Verma
Partner
Membership No. 509426
UDIN: 25509426BMOLVE6034

Place: Gurugram
Date: July 17th, 2025

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF DFM FOODS LIMITED

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of DFM Foods Limited on the Financial Statements for the year ended March 31, 2025]

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 with reference to financial statements of DFM Foods Limited as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to financial statements 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') (the "Guidance Note").

MANAGEMENT'S AND BOARD OF DIRECTOR'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by 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 Act.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial control with reference to financial statements 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 with reference to financial statements 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 WITH REFERENCE TO FINANCIAL STATEMENTS

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

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

Sd/-
Sumit Verma
Partner
Membership No. 509426
UDIN: 25509426BMOLVE6034

Place: Gurugram
Date: July 17th, 2025

Balance Sheet

as at March 31, 2025

(INR in Lakhs)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
I. ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	2.1	**17,254**	17,761
(b) Capital work-in-progress	2.1	**49**	70
(c) Right-of-use assets	2.2	**1,879**	2,140
(d) Other intangible assets	2.3	**73**	91
(e) Financial assets	3		
(i) Investments	3.1	**96**	96
(ii) Other financial assets	3.2	**823**	422
(f) Other non-current assets	4	**1,215**	1,257
Total non-current assets		**21,389**	**21,837**
2. Current assets			
(a) Inventories	5	**4,873**	3,923
(b) Financial assets			
(i) Investments	6.1	**832**	1,165
(ii) Trade receivables	6.2	**817**	326
(iii) Cash and cash equivalents	6.3	**60**	229
(iv) Bank balances other than cash and cash equivalents	6.4	**266**	576
(v) Other financial assets	6.5	**579**	728
(c) Current tax assets (net)	7	**42**	320
(d) Other current assets	8	**727**	619
Total current assets		**8,196**	**7,886**
Total assets		**29,585**	**29,723**
II. EQUITY AND LIABILITIES			
1. Equity			
(a) Equity share capital	9	**1,009**	1,009
(b) Other equity	10	**7,951**	7,927
Total equity		**8,960**	**8,936**
2. Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	11.1	**616**	2,320
(ii) Lease liabilities	11.2	**1,068**	1,320
(b) Provisions	12	**168**	191
(c) Deferred tax liabilities (net)	13	**-**	735
(d) Other non-current liabilities	14	**-**	21
Total non-current liabilities		**1,852**	**4,587**
3. Current liabilities			
(a) Financial liabilities			
(i) Borrowings	15.1	**5,230**	4,603
(ii) Lease liabilities	15.2	**253**	231
(iii) Trade payables	15.3		
(A) Total outstanding dues of micro enterprises and small enterprises;		**2,288**	2,347
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		**6,626**	5,596
(iv) Other financial liabilities	15.4	**1,654**	1,466
(b) Other current liabilities	16	**2,210**	1,552
(c) Provisions	17	**512**	405
Total current liabilities		**18,773**	**16,200**
Total equity and liabilities		**29,585**	**29,723**
See accompanying notes to the financial statements	1-54		

The accompanying notes are an integral part of the financial statements.
As per our report of even date.

For M S K A & Associates
Chartered Accountants
Firm Registration Number: 105047W

Sd/-
Sumit Verma
Partner
Membership No. 509426
Place: Gurugram
Date: July 17, 2025

For and on behalf of the Board of Directors of DFM Foods Limited

Sd/-
Vipul Prakash
Managing Director and
Chief Executive Officer
DIN: 00380769
Place: Noida
Date: July 17, 2025

Sd/-
Hemant Nerurkar
Madhusudan
Director
DIN: 00265887
Place: Mumbai
Date: July 17, 2025

Sd/-
Nikhil Mathur
Chief Financial Officer
Place: Noida
Date: July 17, 2025

Sd/-
Vaishali Singh
Company Secretary
Membership No: A15108
Place: Noida
Date: July 17, 2025

Statement of Profit and Loss

for the year ended March 31, 2025

(INR in Lakhs)

	Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
1.	Revenue from operations	18	**70,577**	55,355
2.	Other income	19	**268**	781
	Total income		**70,845**	**56,136**
3.	**Expenses**			
	(a) Cost of materials consumed	20	**42,682**	31,266
	(b) Changes in inventories of finished goods	21	**(897)**	(112)
	(c) Employee benefits expenses	22	**7,683**	5,847
	(d) Finance costs	23	**623**	1,086
	(e) Depreciation and amortisation expenses	24	**1,492**	1,320
	(f) Other expenses	25	**20,463**	17,371
	Total expenses		**72,046**	**56,778**
4.	**Profit/(Loss) before tax**		**(1,201)**	**(642)**
5.	**Income tax expense**			
	(a) Current tax	27	**-**	-
	(b) Deferred tax (benefit)/ charge	27	**(735)**	(35)
	Total income tax expense/ (credit)		**(735)**	**(35)**
6.	**Profit/(Loss) for the year (4 - 5)**		**(466)**	**(607)**
7.	**Other Comprehensive Income**			
	(i) Items that will not be reclassified to profit or loss			
	(a) Remeasurements gains on defined benefit plans (Net)		**(21)**	62
	(b) Income effect on above item		**-**	(15)
	Total Other comprehensive income /(loss) for the year (net of tax)		**(21)**	**47**
8.	**Total comprehensive income for the year (6 + 7)**		**(487)**	**(560)**
9.	**Earning per equity share (face value INR 2/- each)**			
	(a) Basic	26	**(0.92)**	(1.21)
	(b) Diluted	26	**(0.92)**	(1.21)
	See accompanying notes to the financial statements	1-54		

The accompanying notes are an integral part of the financial statements.
As per our report of even date.

For M S K A & Associates
Chartered Accountants
Firm Registration Number: 105047W

Sd/-
Sumit Verma
Partner
Membership No. 509426
Place: Gurugram
Date: July 17, 2025

For and on behalf of the Board of Directors of DFM Foods Limited

Sd/-
Vipul Prakash
Managing Director and Chief Executive Officer
DIN: 00380769
Place: Noida
Date: July 17, 2025

Sd/-
Hemant Nerurkar
Madhusudan
Director
DIN: 00265887
Place: Mumbai
Date: July 17, 2025

Sd/-
Nikhil Mathur
Chief Financial Officer
Place: Noida
Date: July 17, 2025

Sd/-
Vaishali Singh
Company Secretary
Membership No: A15108
Place: Noida
Date: July 17, 2025

Cash Flow Statement

for the year ended March 31, 2025

(INR in Lakhs)

Particulars		For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from operating activities			
Profit/ (loss) before tax		**(1,201)**	(642)
Adjustments for:-			
Depreciation and amortization expenses		**1,492**	1,320
Finance cost		**623**	1,086
(Reversal)/Expense on employee stock appreciation rights		**511**	(33)
Net (gain)/loss on disposal of property, plant and equipment		**17**	(137)
Gain on investment designated at fair value through profit or loss (FVTPL) (Net)		**(67)**	(80)
Interest income from financial assets carried at amortized cost on bank deposits		**(80)**	(101)
Income from government grant related to interest free loan		**(51)**	(73)
Provision for doubtful debts and advances		**(12)**	138
Property, plant and equipment written off		**-**	36
Provision for slow moving inventory		**226**	193
Inventory written off		**-**	24
Gain on foreign exchange fluctuation (Net)		**-**	(15)
Operating Profit before working capital changes		**1,458**	**1,716**
Adjustment for changes in working capital:			
Increase/ (Decrease) in trade payables		**971**	(123)
Increase/ (Decrease) in provisions		**105**	(8)
Increase/ (Decrease) in other financial liabilities		**233**	(14)
Increase in other liabilities		**696**	279
Increase in inventories		**(1,176)**	(620)
(Increase)/ Decrease in trade receivables		**(479)**	95
Decrease in other financial assets		**92**	52
(Increase)/ Decrease in other assets		**(137)**	327
Cash generated from operations		**1,763**	**1,704**
Income tax paid (net of refunds)		**278**	49
Net cash generated from operating activities	**(i)**	**2,041**	**1,753**
B. Cash flow from Investing Activities			
Purchase of Property, plant and equipment (including Capital work in progress & Intangible Assets)		**(647)**	(598)
Capital expenditure on Right-of-use assets		**-**	(18)
Purchase of intangible assets		**(33)**	(43)
Proceeds from sale of investment		**400**	-
Proceeds from sale of assets		**10**	890

Cash Flow Statement

for the year ended March 31, 2025

(INR in Lakhs)

Particulars		For the year ended March 31, 2025	For the year ended March 31, 2024
(Investement) in/ proceeds from maturity of fixed deposit (net)		**(48)**	304
Bank deposits not considered as cash and cash equivalents		**-**	12
Interest received		**80**	88
Net cash (used in) / generated from investing activities	**(ii)**	**(238)**	**635**
C. Cash flow from Financing Activities			
Dividend transfer to Investor Education Protection Fund		**(13)**	(12)
Proceeds from issue of share capital		**-**	3
Finance cost paid		**(590)**	(1,107)
Proceeds from current borrowings (net)		**1,205**	708
Repayment of non current borrowings		**(2,212)**	(1,585)
Payment towards lease liabilities		**(362)**	(340)
Net cash used in Financing Activities	**(iii)**	**(1,972)**	**(2,333)**
Net increase/(decrease) in cash and cash equivalents during the year	**(i+ii+iii)**	**(169)**	55
Cash and Cash equivalents at the beginning of the year		**229**	174
Cash and Cash equivalents at the end of the year		**60**	**229**
Components of cash and cash equivalents (Refer note 6.3)			
(a) Cash on hand		**1**	**2**
(b) Bank balances:			
-In current accounts		**59**	**227**
Total cash and cash equivalents		**60**	**229**
See accompanying notes to the financial statements	1-54		

The accompanying notes are an integral part of the financial statements.
This is the Statement of Profit and Loss referred to in our report of even date.

For M S K A & Associates
Chartered Accountants
Firm Registration Number: 105047W

Sd/-
Sumit Verma
Partner
Membership No. 509426
Place: Gurugram
Date: July 17, 2025

For and on behalf of the Board of Directors of DFM Foods Limited

Sd/-
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Managing Director and Chief Executive Officer
DIN: 00380769
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DIN: 00265887
Place: Mumbai
Date: July 17, 2025

Sd/-
Nikhil Mathur
Chief Financial Officer
Place: Noida
Date: July 17, 2025

Sd/-
Vaishali Singh
Company Secretary
Membership No: A15108
Place: Noida
Date: July 17, 2025

Statement of Changes in Equity

for the year ended March 31, 2025

(INR in Lakhs)

Particulars	Equity Share Capital (A)	Other Equity (Refer Note 10)					Total Equity (A+B)
		Securities Premium	General Reserve	Share Options Outstanding Account	Retained Earnings	Total Other Equity (B)	
As at April 01, 2024	**1,006**	**306**	**3,314**	**1,307**	**3,593**	**8,520**	**9,526**
Profit/ (Loss) for the year	-	-	-	-	(607)	(607)	(607)
Other comprehensive income during the year, net of tax	-	-	-	-	47	47	47
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**(560)**	**(560)**	**(560)**
Recognition/(Reversal) of employee stock appreciation rights expenses	-	-	-	(33)	-	(33)	(33)
Exercise of options under employee stock appreciation rights plan	3	395	-	(395)	-	-	3
As at March 31, 2024	**1,009**	**701**	**3,314**	**879**	**3,033**	**7,927**	**8,936**
Profit/(Loss) for the year	-	-	-	-	(466)	(466)	(466)
Other comprehensive income/(loss) during the year, net of tax	-	-	-	-	(21)	(21)	(21)
Total comprehensive loss for the year	**-**	**-**	**-**	**-**	**(487)**	**(487)**	**(487)**
Recognition of employee stock appreciation rights expenses	-	-	-	511	-	511	511
As at March 31, 2025	**1,009**	**701**	**3,314**	**1,390**	**2,546**	**7,951**	**8,960**

See accompanying notes to the financial statements 1-54

The accompanying notes are an integral part of the financial statements.
This is the Statement of Profit and Loss referred to in our report of even date.

For M S K A & Associates
Chartered Accountants
Firm Registration Number: 105047W

Sd/-
Sumit Verma
Partner
Membership No. 509426
Place: Gurugram
Date: July 17, 2025

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Date: July 17, 2025

Sd/-
Vaishali Singh
Company Secretary
Membership No: A15108
Place: Noida
Date: July 17, 2025

Notes forming part of the Financial Statement

for the year ended March 31, 2025

1. CORPORATE INFORMATION & SUMMARY OF MATERIAL ACCOUNTING POLICIES

CORPORATE INFORMATION

DFM FOODS LIMITED ('the Company') is a public limited company incorporated under the provisions of the Companies Act, 1956 on March 17, 1993. w.e.f. April 05, 2023, equity shares of the Company have been delisted from the BSE Limited and National Stock Exchange of India Limited. The Company is engaged in manufacturing and sale of snack foods. The Company has manufacturing facilities in Greater Noida and Ghaziabad and sells its products under the brand name "CRAX", "CURLS" "NATKHAT" & "FRITTS".

The financial statements are approved for issue by the Company's board of directors on July 17, 2025.

SUMMARY OF MATERIAL ACCOUNTING POLICIES

1.1. BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

STATEMENT OF COMPLIANCE

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India and presentation requirements of division II of schedule III of the Companies ACT, 2013.

Basis of Preparation

The financial statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting year, as explained in the accounting policies mentioned below. Historical cost is generally based on the fair value of the consideration given in exchange of goods or services.

Functional and Presentation Currency

The financial statements have been prepared and presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts in the financial statement and accompanying notes are presented (INR in lakhs) and have been rounded off unless stated otherwise.

Accounting policies have been consistently applied except where a newly issued Indian Accounting Standards is initially adopted or a revision to an existing Indian Accounting Standards requires a change in the accounting policy hitherto in use.

All amounts disclosed in the Financial Statements and notes have been rounded off to the nearest "lakhs", unless otherwise stated.

1.2. USE OF ESTIMATES AND JUDGMENTS

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the application of accounting policy and the reported balances of asset and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the year presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which estimates are revised if the revision affects only that year or in the year of the revision and future years if the revision affects both current and future years.

Critical accounting judgments and key sources of uncertainty

The following are the key assumptions concerning the future, and other sources of estimation uncertainty at the end of the reporting year that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in future are:

Notes forming part of the Financial Statement

for the year ended March 31, 2025

(a) **Useful lives and residual value of property, plant and equipment:** Useful life and residual value are determined by the management based on a technical evaluation considering nature of asset, past experience, estimated usage of the asset, vendor's advice etc. and same is reviewed at each financial year end.

(b) **Provision for product claims and trade scheme:** Provision for the expected cost of product claims and trade schemes are recognized based upon the best estimate of the expenditure required to settle the Company's obligation. These estimates are based upon past experience and market conditions.

(c) **Provision for employee benefits:** Provision for employee benefits requires that certain assumptions such as expected future salary increases, average life expectancy and discount rates etc. are made in order to determine the amount to be recorded for retirement benefit obligations. Substantial changes in the assumed development of any of these variables may significantly change the Company's retirement benefit obligations.

1.3. CURRENT VERSUS NON-CURRENT CLASSIFICATION

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.
- Held primarily for the purpose of trading.
- 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.

1.4. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use and for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policy.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policy.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repair and maintenance costs are recognized in the Statement of Profit

Notes forming part of the Financial Statement

for the year ended March 31, 2025

and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Any individual asset with a purchase value equal to or less than INR 5,000 will be fully depreciated in the year of capitalization.

Depreciation

Depreciation commences when the assets are ready for their intended use. The Company has assessed the useful lives of Property, plant and equipment as per Schedule II to the Companies Act, 2013. Accordingly, depreciation has been computed on useful lives based on technical evaluation of relevant class of assets including components thereof. Depreciation is provided as per the straight-line method computed basis useful lives of Property, Plant and equipment as follows:

Assets	Useful life (Years)
Buildings (Factory Building)	30
Plant and Machineries	10-25
Office Equipments	5
Furniture and Fixtures	10
Computers	3
Vehicles	5

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting year, with the effect of any changes in estimate accounted for on a prospective basis. The residual useful lives of property, plant and equipment are 5% of the original cost of the asset.

An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in statement of profit or loss.

1.5. INTANGIBLE ASSETS

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis.

Assets	Useful life (Years)
Trademarks	10
Computer Software	3

Amounts capitalized in Intangible assets under development include the total cost of any external products or services and lab our costs directly attributable to development.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in profit or loss when the asset is de-recognized.

1.6. IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETs

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value.

Notes forming part of the Financial Statement

for the year ended March 31, 2025

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. An impairment loss is charged to the Statement of Profit and Loss in the year in which the asset is identified as impaired. When there is indication that an impairment

loss recognized for an asset in earlier accounting years no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss.

1.7. INVENTORIES

Inventories are valued at the lower of cost and the net realizable value after providing for obsolescence and other losses, where considered necessary. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. The basis of determining cost for various categories of inventories, are as follows: -

Raw Material	:	At material cost on weighted average basis
Finished goods	:	Cost of Raw Materials plus apportioned direct expenses
Stores and Spares	:	At Weighted average cost

1.8. REVENUE RECOGNITION

The Company derives revenue from the sale of snack foods.

Sale of goods:

The company recognizes revenue from sale of goods through the Company owned depot or agents located in India and are recognized upon transfer of control i.e. when the items are delivered to or carried out by customers. Customer's payments are received generally in advance or due at the time of sale.

Revenue is measured based on the consideration to which the company expects to be entitled from a customer, net of product claims and other pricing allowances to customers including trade schemes and excludes Goods and Service Tax (GST) collected from customer and remitted to the appropriate taxing authorities and are not reflecting in the Statement of Profit and Loss as "Revenue from operations".

Scrap sales:

Revenue from sale of scrap is recognize on transfer of control of scrap material to customers in an amount that reflects the consideration which the company expect to receive in exchange for those material net of trade discounts, if any and excludes GST.

Other Income

Interest: Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, using the effective interest rate (EIR) method.

1.9. BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial year of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets is substantially ready for their intended use or sale.

All other borrowing costs are recognized in profit or loss in the year in which they are incurred.

1.10. GOVERNMENT GRANTS

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates. Government grants are recognized in profit or loss on a systematic basis over the years in which the Company recognizes as expenses the related costs for which the grants are intended to compensate.

Notes forming part of the Financial Statement

for the year ended March 31, 2025

1.11. EMPLOYEE BENEFITS

Employee benefits include provident funds, employee state insurance scheme, gratuity fund, compensated absences and share based payments.

1.11.1 Defined contribution plans: The Company's contribution to provident fund and employee state insurance schemes are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

1.11.2 Defined benefit plans: The Company provides gratuity funds under a defined benefit plan for all employees. The gratuity fund is covered through trusts' group gratuity schemes managed by Life Insurance Corporation of India. The gratuity fund provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is determined by using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the year in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Net interest is calculated by applying the discount rate at the beginning of the year to the net defined benefit liability or asset.

Defined benefit costs are categorized into three components - Service cost, net interest expense or income; and re-measurement. The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'.

The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the schemes.

1.11.3 Short-term employee benefits: The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the year when the employees render the service. These benefits include a performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employee renders the related service. The cost of short-term compensated absences is accounted for as under:

- in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- in case of non-accumulating compensated absences, when the absences occur.

1.11.4 Long-term employee benefits: Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related service are recognized as a liability at the present value of the defined benefit obligation as at the balance sheet date.

1.11.5 Share based payments: Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date in accordance with Ind AS 102, 'Share-based payment'. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 35.

The fair value determined at the grant date of the equity-settled share-based payments is expensed over the vesting year using the graded vesting method, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting year, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the 'Share Options Outstanding Account' in Other Equity.

Notes forming part of the Financial Statement

for the year ended March 31, 2025

1.12. LEASES

Ind AS 116 - Leases, has become applicable effective annual reporting year beginning April 01, 2019. The Company has adopted the standard beginning April 01, 2019, using the modified retrospective approach for transition.

Where the Company is a lessor

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Where the Company is a lessee

For the lease contracts where the Company is a lessee, it recognizes right-of-use asset and lease liability.

Right-of-use assets:

At the commencement of lease, right-of-use asset is recognized at cost. Cost comprises of initial measurement of lease liability, lease payments made before commencement date less lease incentives, initial direct costs incurred by the company and estimate of any dismantling cost.

Right-of-use assets are depreciated over the lease term.

The right-of-use assets are subsequently measured at cost less accumulated depreciation and any accumulated impairment. Adjustment is made for any remeasurement of lease liability.

Right-of-use assets	Estimated Useful Life (Years)
Right-of-use buildings and machinery	1-30
Right-of-use land	90

Lease liability:

At the commencement of lease the Company measures the lease liability at the present value of lease payments not paid at commencement date. The lease payments are discounted using the Companyâ€™s incremental borrowing rate.

Lease liabilities are subsequently increased by interest on the lease liability and reduced by the lease payments. It is adjusted to reflect any reassessment or lease modifications.

Short term lease and low value leases:

The Company does not recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

1.13. TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax.

1.13.1 **Current tax:** Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

1.13.2 **Deferred tax:** Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the

Notes forming part of the Financial Statement

for the year ended March 31, 2025

extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting year, to recover or settle the carrying amount of its assets and liabilities.

1.13.3 **Current and deferred tax for the year:** Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income, in which case, the current and deferred tax are also recognized in other comprehensive income.

1.14. FOREIGN CURRENCY TRANSACTIONS

1.14.1 **Initial recognition:** Transactions in currencies other than the Company's functional currency (foreign currencies) entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

1.14.2 **Measurement at the balance sheet date:** At the end of each reporting year, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

1.14.3 **Treatment of exchange differences:** Exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities of the Company are recognized as income or expense in the Statement of Profit and Loss.

1.15. PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognized when there is present obligation (legal or constructive) as a result of past events and it is probable that there will be an outflow of resources. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date and are not discounted to its present value. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability.

1.16. FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

1.16.1 Initial recognition:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Notes forming part of the Financial Statement

for the year ended March 31, 2025

1.16.2 Subsequent measurement:

(a) Financial assets carried at amortized cost: A financial asset is subsequently measured at amortized cost if the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(b) Financial assets carried at fair value through other comprehensive income (FVTOCI): A financial asset is subsequently measured at fair value through other comprehensive income if the asset is held within a business model

whose objective is achieved both by collecting contractual cash flows and selling financial assets; and the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(c) Financial assets carried at fair value through profit or loss (FVTPL): All other financial assets are subsequently measured at fair value.

(d) Financial liabilities at amortized cost: Financial liabilities include interest bearing loans and borrowings which are subsequently measured at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

1.16.3 Derecognition of financial assets: 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 substantially all the risks and rewards of ownership of the asset to another party or the transfer qualified for derecognition under Ind AS 109.

1.16.4 Derecognition of financial liabilities: The Company derecognizes financial liability when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

1.16.5 Impairment of financial assets: The Company recognizes loss allowances using the Expected Credit Loss (ECL) for the financial assets which are not measured at fair value through profit or loss. In relation to loss allowance for financial assets (excluding trade receivables), ECL's are measured at an amount equal to 12-month ECL, unless there has been significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

1.17 FAIR VALUE MEASUREMENT:

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate

Notes forming part of the Financial Statement

for the year ended March 31, 2025

economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- **Level 1:** This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Level 2:** This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e., derived from prices). This Level consists of investment in mutual funds;
- **Level 3:** This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximize the use of relevant observable inputs and minimizing the use of unobservable inputs.

1.18 CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents in Balance Sheet comprises of cash at bank and hand and short-term deposits with original maturity of three months or less, which are subject to insignificant risk of change in value.

1.19 CASH FLOW STATEMENT

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

1.20 EARNING PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

1.21 DIVIDEND PAYMENTS

Final dividend is recognized, when it is approved by the shareholders and the distribution is no longer at the discretion of the Company.

1.22 STANDARDS NOTIFIED BUT NOT YET EFFECTIVE

Ind AS 8.30 requires disclosure of standards that have been issued but are not yet effective. These disclosures are required to provide known or reasonably estimable information to enable users to assess the possible impact of the application of such Ind AS on an entity's financial statements. Similarly, in accordance with the above requirements, where a new standard or an amendment to an existing standard has been notified by the Ministry of Corporate Affairs but the standard or the amendment has not yet come into effect, entities are required to make certain disclosures if they have not applied the standard or the amendment in the financial statements.

Notes forming part of the Financial Statement

for the year ended March 31, 2025

2.1 (i) Property, plant and equipment

(INR in Lakhs)

Description of Assets	Building	Plant and machineries	Office equipment	Furniture and fixtures	Computers	Vehicles	Grand total
I. Gross Carrying Amount							
Balance as at April 01, 2023	**5,586**	**16,289**	**165**	**212**	**183**	**62**	**22,497**
Add: Additions during the year	81	2,722	12	2	29	-	2,846
Less: Disposals during the year	(36)	(41)	-	-	(2)	-	(79)
Balance as at March 31, 2024	**5,631**	**18,970**	**177**	**214**	**210**	**62**	**25,264**
Add: Additions during the year	-	573	28	77	19	-	697
Less: Disposals during the year	-	(29)	-	-	-	-	(29)
Balance as at March 31, 2025	**5,631**	**19,514**	**205**	**291**	**229**	**62**	**25,932**
II. Accumulated depreciation							
Balance as at April 01, 2023	**1,278**	**4,734**	**104**	**185**	**116**	**62**	**6,479**
Add: Depreciation expense for the year	194	763	37	4	31	-	1,029
Less: Disposal during the year	(1)	(2)	-	-	(2)	-	(5)
Balance as at March 31, 2024	**1,471**	**5,495**	**141**	**189**	**145**	**62**	**7,503**
Add: Depreciation expense for the year	182	874	15	75	34	-	1,180
Less: Disposal during the year	-	(5)	-	-	-	-	(5)
Balance as at March 31, 2025	**1,653**	**6,364**	**156**	**264**	**179**	**62**	**8,678**
III. Net carrying amount (I-II)							
As at March 31, 2025	**3,978**	**13,150**	**49**	**27**	**50**	**-**	**17,254**
As at March 31, 2024	**4,160**	**13,475**	**36**	**25**	**65**	**-**	**17,761**

Notes:

1. Refer note 36 for information on property, plant and equipment pledged as security.
2. Refer note 29 for information on contractual commitments for acquisition of property, plant and equipment.
3. The Company has not revalued its property, plant and equipment (including right-of-use assets) during the current year and previous year.
4. The Company has elected to continue with the carrying value of its Property, Plant or Equipment recognised as of April 01, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101 'First - time Adoption of Indian Accounting Standards'.

2.1 (ii) Capital work-in-progress

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	**70**	**2,435**
Addition during the year	676	517
Capitalised during the year	(697)	(2,846)
Written off during the year	-	(36)
Closing balance	**49**	**70**

Notes forming part of the Financial Statement

for the year ended March 31, 2025

(a) Capital work-in-progress ageing Schedule

(INR in Lakhs)

Project in progress	Amount in Capital work-in-progress				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
As at March 31, 2025	**49**	**-**	**-**	**-**	**49**
As at March 31, 2024	70	-	-	-	70

(b) There are no projects as Capital Work in Progess as at March 31, 2025 and March 31, 2024, whose completion is overdue or cost of which has exceeds in comparison to its original plan.

2.2 Right-of-use assets

(INR in Lakhs)

Description of Assets	Leasehold Land#	Building and Machinery (on lease)	Total
I. Gross carrying amount			
Balance as at April 01, 2023	**1,548**	**1,175**	**2,723**
Add: Addition during the year	377	-	377
Balance as at March 31, 2024	**1,925**	**1,175**	**3,100**
Add: Addition during the year	-	-	-
Adjustments*	(833)	833	-
Balance as at March 31, 2025	**1,042**	**2,058**	**3,100**
II. Accumulated depreciation			
Balance as at April 01, 2023	**354**	**359**	**713**
Add: Depreciation for the year	109	138	247
Balance as at March 31, 2024	**463**	**497**	**960**
Add: Depreciation for the year	10	251	261
Adjustments*	(221)	221	-
Balance as at March 31, 2025	**252**	**969**	**1,221**
III. Net carrying amount (I-II)			
As at March 31, 2025	**790**	**1,089**	**1,879**
As at March 31, 2024	**1,462**	**678**	**2,140**

*The gross block and accumulated depreciation as on April 01, 2023 for leasehold land amounting to INR 604 lakhs and INR 221 lakhs respectively have been reclassified to buildings and machinery (on lease).

For details of Ind AS 116 disclosure refer Note 32.

#The lease agreements are duly executed in favour of the Company and immovable properties of land whose title deeds have

Notes forming part of the Financial Statement

for the year ended March 31, 2025

been pledged as security for loans, are held in the name of the Company

2.3 Other intangible assets

(INR in Lakhs)

Description of Assets	As at March 31, 2025	As at March 31, 2024
I. Gross Carrying Amount		
Opening Balance	200	157
Add: Additions during the year	33	43
Closing Balance	**233**	**200**
II. Accumulated amortisation		
Opening Balance	109	65
Add: Amortization for the year	51	44
Closing Balance	**160**	**109**
III. Net carrying amount (I-II)	**73**	**91**

Note:

1. The Company has not revalued its Intangible Assets during the current year and previous year.
2. The Company owns intangibles assets, including computer software and trademarks, which contribute to its intellectual property portfolio and provide value in its business operations.

3 Financial assets

3.1 Investments (Non-current)

(INR in Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of units	Amount	No. of units	Amount
Investment in other entity				**2,435**
Unquoted Equity Shares (measured at fair value through profit and loss)				191
Upendra Singh Multi Transmission Private Limited (Fully paid-up of face value INR 10 per share)	207,522	96	207,522	96
Total	**207,522**	**96**	**207,522**	**96**
Fair value of unquoted Investments		**96**		**96**

Note: A description of the Company's financial instrument risks, including risk management objectives and policies is given in Note 38. The carrying amounts of investment is reasonable approximation of its fair value.

3.2 Other financials assets

(Unsecured, considered good)

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Other financial assets at amortised cost: Non-current		
Security deposits	131	162
Bank deposits with remaining maturity of more than 12 months*	692	260
Total	**823**	**422**

Notes forming part of the Financial Statement

for the year ended March 31, 2025

*The above stated bank deposits include deposits pledged with:-

i. National Power Corporation Limited INR 3 lakhs (March 31, 2024 : INR 3 lakhs).

ii. Upendra Singh Multi Transmission Private Limited INR 86 lakhs (March 31, 2024 : INR 86 lakhs).

4. Other non-current assets

(Unsecured, considered good)

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance for property, plant and equipments	**165**	**236**
Amount paid under protest		
- Balances with government authorities - Goods and services tax receivable* (refer note no. 28)	1,030	1,014
Prepaid expenses	20	7
Total	**1,215**	**1,257**

5. Inventories (At cost or net realizable value, whichever is lower)*

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Raw materials and packing material	**2,226**	**2,182**
Finished goods	2,249	1,352
Stores and spares	398	389
Total	**4,873**	**3,923**

*For stores & Spares, refer accounting policies.

Notes:

i. Carrying amount of inventories are pledged as security refer note 36.

ii. Finished goods includes goods in transit of INR 960 lakhs (March 31, 2024 INR 480 lakhs).

iii. Provision for slow moving/non-moving inventory including INR 236 lakhs (March 31, 2024: INR 269 lakhs).

6.1 Investments (Current)

(INR in Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of units	Amount	No. of units	Amount
Designated at Fair Value Through Profit or Loss (FVTPL) :				
Investment in mutual funds - unquoted				
Bharat bond FOF- Growth Plan - 2025 (INR 10/- per unit)	6,475,712	832	9,770,957	1,165
Total	**6,475,712**	**832**	**9,770,957**	**1,165**

Notes forming part of the Financial Statement

for the year ended March 31, 2025

6.2 Trade receivables

(Unsecured considered good, unless otherwise stated) (INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables considered good - Unsecured	**817**	**326**
Trade receivables - credit impaired	79	91
Less: Provision for credit impaired	(79)	(91)
Total	**817**	**326**

Note:-

(i) Trade receivables are non-interest bearing, the credit risk to the Company is limited, as a substantial portion of sales is made against advance payments. For the remaining sales, the credit period generally ranges from 21 to 45 days (excluding the transit period).

(ii) There are no trade receivables which are either due from directors or other officers of the company either severally or jointly with any other person nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

(iii) The movement in allowances for doubtful receivables is disclosed under note 38.1.

Trade receivables ageing schedule

(INR in Lakhs)

	Particulars	Outstanding for following periods from due date						Total
		Not Due	Less than 6 months	6 months - 1 year	1 -2 years	2 -3 years	More than 3 years	
(i)	Undisputed Trade receivable - Considered good	471	318	28	-	-	-	817
(ii)	Undisputed Trade receivable - which have significant risk in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed Trade receivables - credit impaired	-	-	5	21	14	2	42
(iv)	Disputed trade receivables considered goods	-	-	-	-	-	-	-
(v)	Disputed Trade receivable - which have significant risk in credit risk	-	-	-	-	-	-	-
(vi)	Disputed Trade receivables - credit impaired	-	-	-	2	25	10	37
	Less: Allowance for receivables	-	-	(5)	(23)	(39)	(12)	(79)
	Balance as at March 31, 2025	**471**	**318**	**28**	**-**	**-**	**-**	**817**

	Particulars	Outstanding for following periods from due date						Total
		Not Due	Less than 6 months	6 months - 1 year	1 -2 years	2 -3 years	More than 3 years	
(i)	Undisputed Trade receivable - Considered goods	138	163	9	7	7	2	326
(ii)	Undisputed Trade receivable - which have significant risk in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed Trade receivables - credit impaired	-	43	1	9	1	-	54
(iv)	Disputed trade receivables considered goods	-	-	-	-	-	-	-
(v)	Disputed Trade receivable - which have significant risk in credit risk	-	-	-	-	-	-	-
(vi)	Disputed Trade receivables - credit impaired	-	-	3	24	10	-	37
	Less: Allowance for receivables	-	(43)	(4)	(33)	(11)	-	(91)
	Balance as at March 31, 2024	**138**	**163**	**9**	**7**	**7**	**2**	**326**

Notes forming part of the Financial Statement

for the year ended March 31, 2025

6.3 Cash and cash equivalents

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Cash on hand	1	2
Bank balances:		
- In current accounts	59	227
Total	**60**	**229**

6.4 Other bank balances

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Bank balances:		
- In current accounts (Unpaid dividend accounts)	19	32
- In deposit accounts Includes amount in deposits with banks with original maturity of more than 3 months but less than 12 months	247	544
Total	**266**	**576**

6.5 Other financial assets (Current)

(Unsecured considered good, unless otherwise stated)

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Financial assets carried at amortised cost:		
Banks deposits with original maturity of more than 12 months and residual maturity less than 12 months*	529	617
Security deposit	18	26
Others	32	85
Total	**579**	**728**

*Balances with banks helds as margin money are as follows: -

INR 178 lakhs (March 31, 2024 INR 178 lakhs) against bank guarantee issued in favour of 'The Pradeshiya Industrial and Investment Corporation of Uttar Pradesh Limited (PICUP).

7. Current tax assets (net)

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance tax including tax deducted at source (net)	42	320
Total	**42**	**320**

Notes forming part of the Financial Statement

for the year ended March 31, 2025

8. Other current assets

(Unsecured considered good, unless otherwise stated) (INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with government authorities		
- Goods and service tax receivable	420	515
Prepaid expenses	78	77
Advance to vendors		
- Considered good	229	20
- Considered doubtful	110	110
Less : Provisions for doubtful advances	(110)	(110)
	229	**20**
Other loans and advances (refer note below)	-	7
Total	**727**	**619**

Note: The Company has not granted any loans or advances in the nature of loans to promoters, directors and KMPs, either severally or jointly with any other person.

9. Share capital

(INR in Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
(a) Authorized				
Equity shares of INR 2/- each	65,000,000	1,300	65,000,000	1,300
10% Cumulative convertible preference shares of INR 10/- each	2,000,000	200	2,000,000	200
		1,500		**1,500**
(b) Issued, Subscribed and Paid up#				
Equity shares of INR 2/- each (with voting rights) fully paid up	50,410,865	1,009	50,410,865	1,009
Total		**1,009**		**1,009**

#Refer to note (i) to (vii) below and note 44

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

(INR in Lakhs)

Particulars	Equity Share Capital	
	Number of shares	Amount
Balance as at April 1, 2023	50,275,876	1,006
Issued during the year	134,989	3
Balance as at March 31, 2024	**50,410,865**	**1,009**
Issued during the year	-	-
Balance as at March 31, 2025	**50,410,865**	**1,009**

Notes forming part of the Financial Statement

for the year ended March 31, 2025

(ia) Shares held by promoters at the end of the year##

(INR in Lakhs)

Promoter name	As at March 31, 2025		Percentage Change	As at March 31, 2024	
	Number of shares	Amount		Number of shares	Amount
AI Global Investments (Cyprus) PCC Limited	48,710,110	96.63	0.15	48,635,292	96.48

Promoter name	As at March 31, 2024		Percentage Change	As at March 31, 2023	
	Number of shares	Amount		Number of shares	Amount
AI Global Investments (Cyprus) PCC Limited	48,635,292	96.48	1.67	47,667,289	94.81

##Refer note 44

(ii) Rights, preferences and restrictions attached to the equity shareholders:

The Company has only one class of equity shares having par value of INR 2 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. Further, the Board of Directors may also announce an interim dividend which would need to be confirmed by the shareholders at the forthcoming Annual General Meeting. In the event of liquidation, the shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholdings.

(iii) Shares held by the Holding Company:

Name of shareholder	As at March 31, 2025		As at March 31, 2024	
	Number of shares	% Holding	Number of shares	% Holding
AI Global Investments (Cyprus) PCC Limited	48,710,110	96.63	48,635,292	96.48

(iv) Details of shares held by each shareholder holding more than 5% shares:

Name of shareholder	As at March 31, 2025		As at March 31, 2024	
	Number of shares	% Holding	Number of shares	% Holding
AI Global Investments (Cyprus) PCC Limited	48,710,110	96.63	48,635,292	96.48

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

(v) Details of share based payments - Refer note 35.

(vi) No class of shares have been issued as bonus shares or for consideration other than cash by the Company during the period of five years immediately preceding the current year end.

(vii) No class of shares have been bought back by the Company during the period of five years immediately preceding the current year end.

10. Other Equity

Notes forming part of the Financial Statement

for the year ended March 31, 2025

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
A. General reserve		
Opening Balance	3,314	3,314
Closing Balance	**3,314**	**3,314**
B. Securities premium		
Opening Balance	701	306
Exercise of options under employee stock appreciation rights	-	395
Closing Balance	**701**	**701**
C. Share Options outstanding account		
Opening Balance	879	1,307
Employee stock appreciation rights expenses	511	(33)
Exercise of options under employee stock appreciation rights	-	(395)
Closing Balance	**1,390**	**879**
D. Retained Earnings		
Opening Balance	3,033	3,593
Profit/(Loss) for the year	(466)	(607)
Other comprehensive income during the year, net of tax	(21)	47
Closing Balance	**2,546**	**3,033**
Total	**7,951**	**7,927**

Nature and description of reserve:

(a) General Reserve :-

General reserve are free reserves of the Company which are kept aside out of Company's profits to meet the future requirements as and when they arise. The Company had transferred a portion of the profit after tax (PAT) to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

(b) Securities premium:-

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

(c) Share options outstanding account:-

The Company offers ESAR (Employee Stock Appreciation Rights) under which options to subscribe for the Company's share have been granted to certain employees and senior management. The share based outstanding account is used to recognise the value of equity settled share based payments provided as part of the ESAR scheme.

(d) Retained Earnings:-

Surplus in statement of profit and loss are the accumulated profits earned by the Company till date, less dividend and other distribution made to shareholders.

11.1 Borrowings (Non-current)

Notes forming part of the Financial Statement

for the year ended March 31, 2025

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Term loans - secured (At amortized cost)		
From Banks	1,858	3,761
From others (refer note 40)	366	744
Less: Amount disclosed as current maturities of long term borrowings (Refer note 15.1)		
From Banks	1,242	1,771
From others (refer note 40)	366	414
Term loans - Non Current Portion		
From Banks	616	1,990
From others (refer note 40)	-	330
Total	**616**	**2,320**

Note: Refer note 36 B for nature of security and terms of repayment of borrowings, including current maturities of long term debts.

11.2 Lease liabilities (Non-current)

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Lease liability (refer note no. 32)	1,068	1,320
Total	**1,068**	**1,320**

12. Provisions (Non-current)

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provion for Gratuity (refer note no. 31(ii))	168	191
Total	**168**	**191**

13. Deferred tax liabilities (net)

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Tax effect of items constituting deferred tax liabilities		
- On property, plant and equipment and intangible assets	2,047	1,960
- On Investment in mutual funds at FVTPL	43	42
- On Right to use Assets	274	336
Less: Tax effect of items constituting deferred tax assets		

Notes forming part of the Financial Statement

for the year ended March 31, 2025

Particulars	As at March 31, 2025	As at March 31, 2024
- On Provision for compensated absences, gratuity, performance linked bonus etc	(171)	(180)
- On finance cost recognised on change of lending terms	(8)	(40)
- On Leases	(332)	(390)
- On Lease property conversion charges	(87)	(87)
- On Provision for doubtful advances	(18)	(19)
- On unabsorbed depreciation	(1,077)	(887)
- On unabsorbed loss to the extent of deferred tax liabilities	(671)	-
Deferred tax liabilities / (assets) (net) (also refer note 27(c))	**-**	**735**

14. Other non-current liabilities

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred government grant related to:		
- Interest free loan (Refer note 36 B)	-	21
Total	**-**	**21**

15.1 Borrowings (Current)

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Loans repayable on demand (secured) (Refer Note 36 B)		
i. Bill Discounting	2,151	958
ii. Bank overdraft	1,471	1,460
(b) Current maturities of long-term debt (secured) (Refer Note 36 B and 11.1)		
- From banks (Refer Note 36 B)	1,242	1,771
- From others (Refer Note 36 B and 40)	366	414
Total	**5,230**	**4,603**

15.2 Lease liabilities (Current)

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Lease liabilities (refer note 32)	253	231
Total	**253**	**231**

15.3 Trade payables

Notes forming part of the Financial Statement

for the year ended March 31, 2025

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
- Total outstanding dues of micro enterprises and small enterprises^	2,288	2,347
- Total outstanding dues of creditors other than micro enterprises and small enterprises	6,626	5,596
Total	**8,914**	**7,943**

Note: Trade payables principally comprise amounts outstanding for trade purchases. The average credit period taken for trade purchases ranges from 7 to 30 days.

^The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	2,273	2,320
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	15	27
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	589
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made during the year	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	7	9
Further interest remaining due and payable for earlier years	8	18

Dues to Micro and Small enterprises have been determined to the extent such parties have been identifying on the basis of information collected by the management.

Trade receivables ageing schedule

(INR in Lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled^	Not due	Less than 1 year	1 -2 years	2 -3 years	More than 3 years	
(a) MSME	-	1,454	765	44	25	-	2,288
(b) Others	2,867	1,827	1,900	20	7	5	6,626
(c) Disputed dues - MSME	-	-	-	-	-	-	-
(c) Disputed dues - Others	-	-	-	-	-	-	-
Balance as at March 31, 2025	**2,867**	**3,281**	**2,665**	**64**	**32**	**5**	**8,914**
(a) MSME	-	1,430	866	23	28	-	2,347
(b) Others	3,092	1,274	1,106	96	28	-	5,596
(c) Disputed dues - MSME	-	-	-	-	-	-	-

Notes forming part of the Financial Statement

for the year ended March 31, 2025

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled^	Not due	Less than 1 year	1 -2 years	2 -3 years	More than 3 years	
(c) Disputed dues - Others	-	-	-	-	-	-	-
Balance as at March 31, 2024	**3,092**	**2,704**	**1,972**	**119**	**56**	**-**	**7,943**

^Unbilled trade payables shall include accruals which are not classified as provisions under Ind AS 37.

15.4 Other financial liabilities (at amortised cost)

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Creditors for capital goods	13	45
Unclaimed dividend	19	32
Security deposits	1,034	1,053
Employee related payable	588	336
Total	**1,654**	**1,466**

16. Other current liabilities

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance from customers	1,688	1,151
Statutory dues	501	342
Deferred government grant related to interest free loan (Refer note 36 B)	21	59
Total	**2,210**	**1,552**

17. Current provisions

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employees benefits:		
- Compensated absences	512	405
Total	**512**	**405**

18. Revenue from operations

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from sale of products:		
- Sale of manufactured food products	70,413	55,196
Other operating revenue		
- Scrap Sales	164	159
Total	**70,577**	**55,355**

Reconciliation of revenue recognised with contract price for sale of foods products

Notes forming part of the Financial Statement

for the year ended March 31, 2025

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Contract price (Gross)	75,103	59,702
Adjustments for:-		
Trade discounts and claims	(4,690)	(4,506)
	70,413	**55,196**

Timing of revenue recognition

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Goods transferred at a point in time	70,577	55,355
Total	**70,577**	**55,355**

Performance obligation

The performance obligation is satisfied upon delivery of the goods to the customer, substantial portion of sales is made against advance payments. For the remaining sales, the credit period generally ranges from 21 to 45 days (excluding the transit period).

19. Other income

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income on bank deposits	80	101
Gain arising on investment designated at fair value through profit or loss (FVTPL) (net)	67	80
Gain on foreign exchange fluctuation (net)	-	15
Gain on disposal of property, plant and equipment (net)	-	137
Income from government grant (Refer note 40)	51	73
Provision no longer required written back (Refer Note 38.1 and 35)	12	33
Miscellaneous income	58	342
Total	**268**	**781**

20. Cost of material consumed

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Raw material consumed		
Opening stock	2,182	1,882
Add: Purchase of raw material	42,726	31,566
	44,908	**33,448**
Less : Closing Stock	(2,226)	(2,182)
Net consumption	**42,682**	**31,266**

21. Changes in inventories of finished goods

Notes forming part of the Financial Statement

for the year ended March 31, 2025

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Finished goods at the beginning of the year	1,352	1,240
Less: Finished goods at the end of the year	(2,249)	(1,352)
(Increase)/ Decrease in finished goods	**(897)**	**(112)**

22. Employee benefit expenses

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and wages	6,569	5,296
Contribution to provident and other funds (Refer Note 31(i))	368	331
Gratuity expense (Refer Note 31(ii))	89	96
Employee stock appreciation rights expenses (Refer Note 35)	511	-
Workmen and staff welfare expenses	146	124
Total	**7,683**	**5,847**

23. Finance costs

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense on borrowings	400	807
Interest expense on government grant (Unwinding of cost) (Refer note 40)	56	76
Interest on lease liabilities (Refer note 32)	132	90
Other borrowing costs	35	113
Total	**623**	**1,086**

24. Depreciation and amortization expenses

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of Property, plant and equipment (Refer Note 2.1)	1,180	1,029
Depreciation of Right-of-use assets (Refer Note 2.2)	261	247
Amortization of Intangible assets (Refer Note 2.3)	51	44
Total	**1,492**	**1,320**

25. Other expenses

Notes forming part of the Financial Statement

for the year ended March 31, 2025

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Consumption of stores and spares	388	463
Delivery and freight expenses	6,672	5,450
Power and fuel charges	1,263	950
Sub-contracting charges	1,276	791
Rent expenses	222	308
Repair and maintenance		
- Buildings	30	103
- Machinery	119	85
- Others	122	123
Selling and marketing expenses	4,865	4,143
Rates and taxes	16	38
Insurance expenses	105	107
Payment to auditors (refer note (i) below)	54	87
Manpower charges	1,514	1,182
Commission expenses	666	457
Travelling expenses	697	606
Legal and professional charges	1,788	1,632
Provision for doubtful debts	-	62
Provision for doubtful advances	-	76
Inventory written off	-	24
Provision for slow moving inventory	226	193
Loss on sale of property, plant & equipment	17	36
Miscellaneous expenses	423	455
Total	**20,463**	**17,371**

Note (i) The following is the breakup of auditor remuneration (excluding of applicable Taxes)

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Payments to the auditors includes:*		
Statutory audit	50	76
Limited review	-	8
Reimbursement of expenses	4	3
Total	**54**	**87**

26. Earning per equity share

Notes forming part of the Financial Statement

for the year ended March 31, 2025

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit/(Loss) attributable to equity shareholders (INR in lakhs) **(A)**	(466)	(607)
Weighed average number of equity shares (Nos.) **(B)**	50,410,865	50,356,621
Basic earning per share (face value of INR 2 each) **(A/B)**	(0.92)	(1.21)

Note:-
Since conversion of potential equity shares would decrease loss per share from continuing ordinary activities, these are anti-dilutive in nature and thus the effects of anti-dilutive potential equity shares are ignored in calculating diluted earning per share.

27. Tax expenses

(a) Income tax expense charged to the statement of profit or loss

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax	-	-
Total	**-**	**-**
Deferred tax (credit)/charge	(735)	(35)
Total deferred tax (credit)/charge	**(735)**	**(35)**
Total	**(735)**	**(35)**

(b) Income tax expense charged to Other Comprehensive Income

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Remeasurements of defined benefit plans	-	(15)
Total	**-**	**(15)**

(c) Reconciliation of tax expense and the accounting profit

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit/(Loss) before tax	**(1,201)**	**(642)**
Rate	25.168%	25.168%
Income tax expense calculated at above rate	**(302)**	**(162)**
Tax effect of deduction/ adjustment not considered in determining tax liability:		
- Adjustment on sale of land	-	41
- Deferred tax asset not recognised on capital loss	-	77
- On unabsorbed loss to the extent of deferred tax liabilities	(433)	-

Notes forming part of the Financial Statement

for the year ended March 31, 2025

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
- Others	-	9
Total	**(735)**	**(35)**

In absence of reasonable certainty of taxable income in future years, during the year ended March 31, 2025, the Company has created deferred tax asset on unabsorbed depreciation and other items to the extent of deferred tax liability.

Details of unutilised business losses for which no deferred tax asset is recognised on the balance sheet date

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Losses for which no deferred tax asset is recognised#	4,770	6,735
Total	**4,770**	**6,735**

#INR 97 lakhs will expire in the financial year ending March 31, 2031 and INR 4,673 lakhs will expire in the financial year ending March 31, 2032.

28. Contingent liabilities (to the extent not provided for)

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Claims against the Company disputed and not acknowledged as debt		
A. Goods and Services Tax (GST) matter* (refer below note a and b)	51,392	29,223
B. Income Tax matter (refer below note c)	110	100
C. Others (refer below note d)	164	164
Total	**51,666**	**29,487**

*Including penalty amounting to INR 18,406 lakhs (March 31, 2024: INR 10,075 lakhs) and Interest amounting to INR 14,464 lakhs (March 31, 2024: INR 8,832 lakhs).

(INR in Lakhs)

A.	Goods and Services Tax (GST)		As at March 31, 2025	As at March 31, 2024
a)	i.	During the financial year 2022-23, Office of the Commissioner, Central Goods and Services tax, Ghaziabad had passed an order dated November 29, 2022 relating to classification of some of products of the Company for the period July 2017 to March 2021 demanding recovery of GST amounting to INR 10,075 lakhs and applicable interest and penalty. The Company filed an appeal on February 28, 2023 with Commissioner (Appeals), Central Goods and Services tax, Meerut and an amount of INR 1,008 lakhs (March 31, 2024: INR 1008 lakhs) has been paid under protest. The appeal was disposed of on July 05, 2024 by Commissioner (Appeals), Central Goods and Services tax, Meerut, confirming the demand against the Company. The Company is in process to file appeal in the GST Tribunal.	Tax Amount : 10,075 Interest : 10,645 Penalty : 10,075	Tax Amount : 10,075 Interest : 8,832 Penalty : 10,075

Notes forming part of the Financial Statement

for the year ended March 31, 2025

(INR in Lakhs)

A.		Goods and Services Tax (GST)	As at March 31, 2025	As at March 31, 2024
	ii.	During the current year, Office of Joint commissioner, Central Goods and services tax, Ghaziabad issued show cause notice December 05, 2024 for the period April 2021 to March 2024 involving GST amounting to 8,331 lakhs with applicable interest and Penalty. The Company has responded to the said notice and attended the personal hearing.	Tax Amount : 8,331 Interest : 3,819 Penalty : 8,331	NIL NIL NIL
		The Company has engaged a professional advisor to protect its interests and has received legal advice that it has a strong legal position against the order/Show cause notice. The Company believes that it follows the same classification as other companies which sell similar products. The Company is confident that it will receive favourable order in this regard and no outflow of resources is expected in this regards.		
b)	i.	The Company has received GST order, dated December 27, 2023, passed by Assisstant Commissioner, Delhi raising a demand of INR 114 lakhs relating to adjustment of GST paid on advance money received against actual sales. The Company has filed appeal before GST Appealate authority on March 23, 2024 and an amount of INR 12 lakhs (March 31,2024 INR 5 lakhs) has been paid under protest.	Tax Amount : 114	Tax Amount : 114
	ii.	During the current year, the Company has received GST order dated July 27, 2024 passed by Deputy Commissioner (ST), Special Circle VJA-3, No 3 Division, Vijayawada Andhra Pradesh for demand of INR 2 lakhs. The Company has filed appeal before GST Appealate authority and an amount of INR 4 lakhs (March 31, 2024: INR 1 lakh) has been paid under protest.	Tax Amount : 2	NIL
	iii.	During the previous year, the Company received a GST order dated August 27, 2024, issued by the Joint Commissioner, Corporate Circle, Ghaziabad, raising a demand of INR 127 lakhs. The Company filed an appeal before the GST Appellate Authority and paid INR 6 lakhs (March 31, 2024: INR NIL) under protest. During the current year, the GST Appellate Authority passed an order in favour of the Company.	NIL	Tax Amount: 127
			51,392	**29,223**

(INR in Lakhs)

B.		Income Tax matter	As at March 31, 2025	As at March 31, 2024
c)	i.	The Company has received demand for AY 2018-19 on February 19, 2021 for an amount of INR 33 lakhs and interest on account of adjustment of Income Computation and Disclosure Standards and dividend distribution tax. The Company has filed an filed an appeal with Commissioner (Appeals), Income-tax on March 18, 2021.	Tax Amount: 33 Interest Amount: 16	Tax Amount: 33 Interest Amount: 13
	ii.	The Company has received demand for AY 2021-22 on December 28, 2022 for an amount of INR 47 lakhs and interest on account of adjustment of Income Computation and Disclosure Standards and dividend distribution tax (DDT). The Company has filed a rectification application under section 154 of the Income-tax Act, 1961 with Deputy Commissioner, Income-tax, New Delhi. There is no development in these matters in the current year. Based on an independent legal opinion, the Company believe that favourable order will be received in these matters.	Tax Amount: 47 Interest Amount: 14	Tax Amount: 47 Interest Amount: 7
			110	**100**

Notes forming part of the Financial Statement

for the year ended March 31, 2025

(INR in Lakhs)

C.	Others	As at March 31, 2025	As at March 31, 2024
d)	Arbitration proceedings instituted by one of the Company's former Clearing & Forwarding Agent(CFA), S.K. Agencies, are pending before Sole Arbitrator Justice R. B. Mishra (Retd.) appointed by the High Court of Delhi in Arbitration Petition No. 1201 of 2022. In the arbitration proceedings, S.K. Agencies has claimed a sum of approximately INR 164 lakhs against the Company alleging wrongful termination and breach of the CFA Agreement. The Company has also filed counter claims of approximately INR 85 lakhs against S.K. Agencies towards damages along with interest	Amount: 164	Amount: 164
		164	**164**

29. Capital commitments (to the extent not provided for)

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Capital Commitments		
Estimated value of contracts in capital account remaining to be executed (net of advances)	491	521
Total	**491**	**521**

30. Related party disclosures

In accordance with the requirements of Ind AS - 24 'Related Party Disclosures', names of the related parties, related party relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods are:

A. Names of related parties and nature of relationship:

Ultimate Holding Company: Advent International GPE IX Limited

Holding Company: AI Global Investments (Cyprus) PCC Limited

B. Other related parties where transactions have taken place during the year:

(a) Key managerial personnel

(i) Managing Director and Chief Executive Officer

- Vipul Prakash (w.e.f. August 01, 2023)
- Lagan Shastri (Till August 01, 2023)

(ii) Independent Directors

- Hemant Madhusudan Nerurkar
- Dipali Hemant sheth
- Anil Kumar Chanana (Till October 18, 2024)
- Sandeep Barta (w.e.f. April 16, 2024)

(iii) Chief Financial Officer

- Nikhil Mathur

(iv) Company Secretary

- Vaishali Singh (w.e.f. March 18, 2024)
- Raju Singh Tomer (Till September 30, 2023)

Notes forming part of the Financial Statement

for the year ended March 31, 2025

C. Disclosure of transactions during the year and outstanding balances as at March 31, 2025

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Transactions during the year		
Managerial remuneration		
(i) Vipul Prakash	582	627
(ii) Lagan Shastri	-	214
Sitting fees		
(i) Hemant Madhusudan Nerurkar	13	13
(ii) Anil Kumar Chanana	8	11
(iii) Dipali Hemant Sheth	9	11
(iv) Sandeep Barta	3	
Salary*		
(i) Nikhil Mathur	151	144
(ii) Raju Singh Tomer	-	38
(iii) Vaishali Singh	47	2
Balance outstanding at the end of the year		
Salary payable		
(i) Vipul Prakash	197	133
(ii) Nikhil Mathur	25	15
(iii) Vaishali Singh	5	-
Sitting fees payable		
(i) Hemant Madhusudan Nerurkar	1	-
(ii) Anil Kumar Chanana	1	-
(iii) Dipali Hemant Sheth	1	-

Note: *

1. Provision for incremental gratuity and leave encashment has not been considered above since the provision is computed based on the actuarial valuation for the Company as a whole.
2. Excluding employee stock appreciation right expenses provisions.

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

Provision for incremental gratuity and leave encashment has not been considered above since the provision is computed based on the actuarial valuation for the Company as a whole.

31. Employee benefits

i) Defined contribution plans

a) The Company makes monthly contributions to provident fund managed under RPFC (Regional Provident Fund Commissioner) for qualifying employees. The Company recognise the following amounts as expenses in the statement of profit and loss.

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Employer's contribution to provident fund	361	322
Employer's contribution to employee state insurance	7	9

Notes forming part of the Financial Statement

for the year ended March 31, 2025

ii) Defined benefit plans

Gratuity scheme

The amount of gratuity has been computed based on respective employee's salary and the years of employment with the Company. Gratuity has been accrued based on actuarial valuation as at the balance sheet date, carried out by an independent actuary. The amount is funded through trusts' group gratuity schemes managed by Life Insurance Corporation of India ('LIC'). The Company is contributing to trusts towards the payment of premium of such group gratuity schemes.

A. The Principal assumptions used for the purpose of actuarial valuation were as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(i) Discount rate	6.40%	6.90%
(ii) Expected rate on increase in salary	8.00%	8.00%
(iii) Attrition rate		
a) Senior management	15.00%	15.00%
b) Management	15.00%	15.00%
c) Supervisors	30.00%	30.00%
d) Staff & workers	5.00%	5.00%
(iv) Expected average remaining working life of employees (year)	22.98	22.76

B. Amount recognized in the statement of profit and loss

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) Defined benefit obligation recognised in profit or loss:		
- Current service cost	80	83
- Interest cost on defined benefit obligation	9	13
- Expected interest income on plan assets	-	-
Defined benefit obligation recognised in profit or loss[A]	**89**	**96**
(b) Remeasurements of defined benefit obligation:		
- Actuarial (gains)/losses from changes in financial assumptions	12	(0)
- Actuarial (gains)/losses from experience adjustments	11	(38)
- Return on plan assets (higher) / lower that discount rate	(2)	(22)
Remeasurements of defined benefit obligation recognised in other comprehensive income [B]	**21**	**(62)**
Total amount recognized in the Statement of Profit and Loss (a+b)	**110**	**34**

Notes forming part of the Financial Statement

for the year ended March 31, 2025

C. Net liabilities recognized in the Balance Sheet

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Net defined benefit obligation at the beginning of the year	**191**	**208**
Current service cost	80	83
Interest cost	9	13
Remeasurement (gains) / losses	21	(62)
Benefit paid directly by the Company	(132)	(51)
Net defined benefit obligation at the end of the year	**168**	**191**
- Non-current liability	168	191
- Current liability	-	-

D. Change in Defined Benefit Obligation (DBO)

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Present value of defined benefit obligation at the beginning of the year	**457**	**444**
Current service cost	80	83
Interest cost	27	29
Remeasurement (gains) / losses	23	(40)
Benefit paid	(1)	(8)
Benefits paid directly by the Company	(131)	(51)
Present value of defined benefit obligation at the end of the year	**455**	**457**

E. Change in plan assets

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Plan assets at the beginning of the year	266	237
Expected return on plan assets	19	16
Remeasurement gain on return on plan assets	2	22
Benefit paid	(1)	(8)
Plan assets at the end of the year	**287**	**266**

F. Sensitivity analysis

The significant actuarial assumption for the determination of defined benefit obligations are discount rate and expected salary increase.

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sensitivity analysis of gross defined benefit obligation as mentioned above, in case of change in significant assumptions:		
Discount rate		
(i) Rate - 50 basis points	13	15

Notes forming part of the Financial Statement

for the year ended March 31, 2025

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(ii) Rate + 50 basis points	(12)	(14)
Salary increase rate		
(i) Rate - 100 basis points	(25)	(30)
(ii) Rate + 100 basis points	28	33

G The plan assets are maintained with LIC of India Gratuity Scheme.

H The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

I The employer's best estimate of contributions expected to be paid in next financial year is NIL.

J The mortaility rate of members of the defined benefit obligation has been obtained from IAL 2006 -08 as on March 31, 2025 (IAL 2006-08 as at March 31, 2024).

K Expected benefit payments for the year ending:

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Within 1 year	85	60
Between 1 and 2 year	72	64
Between 2 and 3 year	83	85
Between 3 and 4 year	76	90
Between 4 and 5 year	100	85
Beyond 5 years	492	451

Description of risk exposures

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follow:

i. Salary increases: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.

ii. Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate.

iii. Discount rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

iv. Mortality and disability: Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

v. Withdrawals: Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact plan's liability.

32. Disclosure in respect of Leases:

The Company as Lessee

The Company's leases primarily consist of land, buildings and machineries. The Company has entered into non-cancellable operating leases in respect of office premises, and factory premises which range for a period between 6 - 9 years. The terms of the said leases include terms for renewal, increase in rents in future periods for premises and terms of cancellation. Further, the Company has entered into job work arrangements for fixed periods and does not have a purchase option at the end of lease term.

Notes forming part of the Financial Statement

for the year ended March 31, 2025

(i) Amounts recognised in the Balance Sheet

The balance sheet shows the following amounts relating to the leases:

(INR in Lakhs)

Right-of-use assets	As at March 31, 2025	As at March 31, 2024
Leasehold Land	790	1,462
Building and Machinery	1,089	678
Total	**1,879**	**2,140**

(INR in Lakhs)

Movement of Right-of-use assets	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening Balance	2,140	2,009
Add: Addition	-	377
Less: Depreciation	(261)	(247)
Closing Balance	**1,879**	**2,140**

(INR in Lakhs)

Movement of lease liabilities	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening Balance	1,551	1,442
Add: Addition	-	359
Add: Accretion of Interest (Refer Note no. 23)	132	90
Less: Payments (including adjustments refer note iv below)	(362)	(340)
Closing Balance	**1,321**	**1,551**

(INR in Lakhs)

Maturity analysis of lease liabilities (Actual expected cashflows)	As at March 31, 2025	As at March 31, 2024
Within one year	363	363
Later than one year but not later than five years	1,170	1,473
Later than five years	78	149
Total	**1,612**	**1,985**

(INR in Lakhs)

Lease Liabilities	As at March 31, 2025	As at March 31, 2024
Current	253	231
Non-Current	1,068	1,320
Total	**1,321**	**1,551**

(INR in Lakhs)

(ii) Amounts recognised in statement of Profit and Loss account	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense (included in finance cost)	132	90
Expense relating to short term (included in Other Expenses)	222	308

(iii) The total cash outflow for leases for the year ended March 31, 2025 were INR 362 Lakhs (March 31, 2024: INR 340 Lakhs).

(iv) **Extension and termination option**

Extension and termination options are included in a various of property leases and job work arrangements executed by the Company. These are used to maximise operational flexibility in terms of managing the assets used in the company's operations. Generally, these options are exercisable mutually by both the lessor and the lessee.

(v) **Discount Rate**

The Company has applied the weighted average incremental approach to determine the incremental borrowing rate, as applicable, at the time of execution of lease agreement.

33. Segment reporting

Based on the guiding principles given in Ind AS 108 on " Operating segments" the Company's business activity falls within a single operating segment, namely Snack Foods, the chief operating decision makers review the operation at the Company as one operating segment and hence the disclosure requirements in terms of Ind AS 108 on operating segment are not applicable to the Company.

34. Long-term contracts

The Company does not have any long term contracts including derivative contracts for which there are any material foreseeable losses as at March 31, 2025 and March 31, 2024.

35. Share based payments

DFM Employees Stock Appreciation Rights Plan 2020" ("ESAR 2020"/ "Plan")

The Compensation Committee of Board of Directors of the Company has granted options to the employees pursuant to "DFM Employees Stock Appreciation Rights Plan 2020" ("ESAR 2020"/ "Plan") on April 23, 2020 wherein the maximum number of share options under the plan shall not exceed 25,05,420.

The Company is following fair value method to amortise the compensation expense and accordingly recognised (reversal) / expense of INR 511 Lakhs for the year ended March 31, 2025 (March 31, 2024: INR (33 Lakhs)).

a. Scheme details:

The detail of options granted under the plan are as under:

35. Share based payments(contd.)

(INR in Lakhs)

Particulars	ESAR-2020								
	First Grant			Second Grant	Third Grant	Fourth Grant	Fifth Grant	Sixth Grant	Seventh Grant
ESAR grant date	18th May, 2020			10th Aug, 2020	9th Sept, 2020	1st July, 2021	13th July, 2021	7th Sept, 2021	28th Oct, 2021
Exercise period under the ESAR	5 years from the respective dates of vesting								
Quoted Price on grant date per option	203.50	203.50	203.50	223.00	367.20	395.10	397.65	141.57	351.15
Exercise price per option	249.50	499.00	249.50	249.50	249.50	384.00	397.65	400.00	351.15
Weighted average fair value at grant date per option	95.37	69.39	103.64	108.66	227.34	210.54	208.71	141.57	164.53
Vesting period under the ESAR									
End of first year	20%	12%	12%	20%	20%	20%	20%	20%	20%
End of Second year	20%	12%	12%	20%	20%	20%	20%	20%	20%
End of third year	20%	12%	12%	20%	20%	20%	20%	20%	20%
End of fourth year	20%	12%	12%	20%	20%	20%	20%	20%	20%
End of fifth year	20%	52%	52%	20%	20%	20%	20%	20%	20%

(INR in Lakhs)

Particulars	ESAR-2020									
	Eighth Grant	Ninth Grant	Tenth Grant	Eleventh Grant	Twelfth Grant	Thirteenth Grant	Fourteenth Grant	Fifteenth Grant	Sixteenth Grant	Seventeenth Grant
ESOP grant date	2nd Nov, 2021	29th Nov, 2021	18th Dec, 2022	5th Feb, 2022	15th Feb, 2022	11th April, 2022	2nd May, 2022	2nd June, 2022	13th June, 2022	8th July, 2022
Exercise period under the ESAR	5 years from the respective dates of vesting									
Quoted Price on grant date per option	341.65	291.85	281.80	302.15	279.75	276.10	249.50	249.50	249.50	249.50
Exercise price per option	341.65	291.85	295.05	302.15	279.75	276.10	249.50	249.50	249.50	249.50
Weighted average fair value at grant date per option	160.12	138.62	129.34	145.05	133.02	134.92	121.59	92.92	92.87	111.17
Vesting period under the ESAR										
End of first year	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
End of Second year	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
End of third year	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
End of fourth year	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
End of fifth year	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%

35. Share based payments(contd.)

(INR in Lakhs)

Particulars	ESAR-2020									
	Eighteenth Grant		Nineteenth Grant	Twentieth Grant	Twenty First Grant	Twenty Second Grant	Twenty Third Grant	Twenty Fourth Grant	Twenty Fifth Grant	Twenty sixth Grant
ESOP grant date	1st Aug, 2023		20th Sept, 2023	25th Sept, 2023	5th Jan, 2024	1st Feb, 2024	22nd Feb, 2024	9th Mar, 2024	17th Mar, 2024	7th Dec, 2024
Exercise period under the ESAR	5 years from the respective dates of vesting		Vesting and Exercise thereof shall be upon or in connection with the Liquidity Event and within such period as prescribed by the Committee							
Quoted Price on grant date per option	297.90	297.90	297.90	297.90	297.90	297.90	297.90	297.90	297.90	301.55
Exercise price per option	297.90	297.90	297.90	297.90	297.90	297.90	297.90	297.90	297.90	301.55
Weighted average fair value at grant date per option	299.32	298.35	298.35	298.35	298.35	298.35	298.35	298.35	298.35	128.47
Vesting period under the ESAR										
End of first year	20%	0%	0%	0%	0%	0%	0%	0%	0%	0%
End of Second year	20%	0%	0%	0%	0%	0%	0%	0%	0%	0%
End of third year	20%	0%	0%	0%	0%	0%	0%	0%	0%	0%
End of fourth year	20%	0%	0%	0%	0%	0%	0%	0%	0%	0%
End of fifth year	20%	0%	0%	0%	0%	0%	0%	0%	0%	0%

(INR in Lakhs)

Particulars	ESAR-2020
	Twenty seventh grant
ESOP grant date	10th Jan, 2025
Exercise period under the ESAR	Vesting and Exercise thereof shall be upon or in connection with the Liquidity Event and within such period as prescribed by the Committee.
Quoted Price on grant date per option	301.55
Exercise price per option	301.55
Weighted average fair value at grant date per option	128.47

35. Share based payments(contd.)

b. Fair value of share options:

The fair value at grant date is determined using the Black- Scholes valuation method which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the average dividend yield and the risk free interest rate for the term of the option. The following tables list the inputs used for fair valuation of options for the ESOP plans:

(INR in Lakhs)

Particulars	ESAR-2020								
	First Grant			Second Grant	Third Grant	Fourth Grant	Fifth Grant	Sixth Grant	Seventh Grant
Underlying Price	203.50	203.50	203.50	223.00	367.20	395.10	397.65	339.80	351.15
Exercise Price	249.50	499.00	249.50	249.50	249.50	384.00	397.65	400.00	351.15
Expected life of share options (years)	3.5 - 7.5	3.5 - 7.5	3.5 - 7.5	3.5 - 7.5	3.5 - 7.5	3.50 - 7.51	3.5 - 7.51	3.5 - 7.51	3.5 - 7.51
Historical Volatility (%)	50.25 - 53.19	50.25 - 53.19	50.25 - 53.19	50.74 - 52.85	51.83 - 53.17	49.77 - 52.20	49.75 - 51.65	42.47 -42.77	42.20 -42.94
Interest Rate (%)	5.15 - 6.12	5.15 - 6.12	5.15 - 6.12	4.93 - 5.97	5.13 - 6.12	5.31 - 6.39	5.29 -6.41	5.09 - 6.23	5.21 - 6.36
Dividend yield (%)	0.37	0.37	0.37	0.37	0.37	0.22	0.22	0.22	0.22

(INR in Lakhs)

Particulars	ESAR-2020									
	Eighth Grant	Ninth Grant	Tenth Grant	Eleventh Grant	Twelfth Grant	Thirteenth Grant	Fourteenth Grant	Fifteenth Grant	Sixteenth Grant	Seventeenth Grant
Underlying Price	341.65	291.85	281.80	302.15	279.75	276.10	248.75	208.65	249.50	225.50
Exercise Price	341.65	291.85	295.05	302.15	279.75	276.10	249.50	249.50	249.50	249.50
Expected life of share options (years)	3.5 - 7.51	3.50 - 7.51	3.5 - 7.51	3.5 - 7.51	3.5 - 7.51	3.51 - 7.51	3.51 -7.51	3.51 - 7.51	3.5 - 7.51	3.51 - 7.51
Historical Volatility (%)	42.17 - 42.78	42.25 - 48.65	43.07 - 44.11	42.92 - 44.12	42.83 - 44	44.99 - 43.37	45.03 - 43.33	45.43 - 43.60	45.43 - 43.60	50.15 - 46.85
Interest Rate (%)	5.23 - 6.39	5.17 - 6.31	5.22 - 6.32	5.59- 6.83	5.34 - 6.64	5.95 - 7.08	6.22 - 7.02	6.85 - 7.40	6.85 - 7.40	6.91 - 7.30
Dividend yield (%)	0.22	0.22	0.22	0.22	0.22	0.21	0.21	0.21	0.21	0.21

(INR in Lakhs)

Particulars	ESAR-2020									
	Eighteenth Grant (Performance Vesting)	Eighteenth Grant (Cliff Vesting)	Nineteenth Grant	Twentieth Grant	Twenty First Grant	Twenty Second Grant	Twenty Third Grant	Twenty Fourth Grant	Twenty Fifth Grant	Twenty sixth Grant
Underlying Price	352	351.96	351.96	351.96	347.8	347.8	347.8	347.8	347.8	441.91
Exercise Price	297.9	297.9	297.9	297.9	297.9	297.9	297.9	297.9	297.9	301.55
Expected life of share options (years)	3.50 - 7.50	3 .50	3 .50	3 .50	3	3	3	3	3	2.25
Historical Volatility (%)	37.9 - 37.2	40	40	40	40	40	40	40	40	40%
Interest Rate (%)	7.10 - 7.14	7.1	7.1	7.1	6.95	6.95	6.95	6.95	6.95	6.35%
Dividend yield (%)	0	0	0	0	0	0	0	0	0	

35. Share based payments(contd.)

(INR in Lakhs)

Particulars	ESAR-2020
	Twenty seventh
Underlying Price	441.91
Exercise Price	301.55
Expected life of share options (years)	2.25
Historical Volatility (%)	40%
Interest Rate (%)	6.35%
Dividend yield (%)	0

c. Movement in share options during the year:

(INR in Lakhs)

Particulars	ESAR-2020											
	First Grant		Second Grant		Third Grant		Fourth Grant		Fifth Grant		Sixth Grant	
	For the year ended		For the year ended		For the year ended		For the year ended		For the year ended		For the year ended	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Outstanding at the beginning of the year	**170,725**	**901,018**	**14,487**	**27,054**	**-**	**-**	**132,386**	**180,000**	**13,423**	**41,810**	**-**	**-**
Granted during the year	-	-		-	-	-	-	-	-	-	-	-
Forfeited/lapsed during the year	31,790	518,855	-	-	-	-	-	-	-	8,664	-	-
Expected lapsed subsequent to your	9,251	-										
Exercised during the year	-	211,438	-	12,567	-	-	-	47,614	-	19,724	-	-
Outstanding at the end of the year	**129,684**	**170,725**	**14,487**	**14,487**	**-**	**-**	**132,386**	**132,386**	**13,423**	**13,423**	**-**	**-**
Options exercisable at the end of the year	**116,008**	**90,727**	**7,778**	**-**	**-**	**-**	**51,750**	**-**	**5,247**	**-**	**-**	**-**

35. Share based payments(contd.)

(INR in Lakhs)

Particulars	ESAR-2020											
	Seventh Grant		Eighth Grant		Ninth Grant		Tenth Grant		Eleventh Grant		Twelfth Grant	
	For the year ended		For the year ended		For the year ended		For the year ended		For the year ended		For the year ended	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Outstanding at the beginning of the year	**-**	**150,000**	**104,708**	**142,363**	**12,826**	**15,000**	**-**	**-**	**30,000**	**77,138**	**-**	**9,602**
Granted during the year	-	-	-	-	-	-	-	-	-	-	-	-
Forfeited/lapsed during the year	-	128,262	30,081	-	-	-	-	-	-	40,307	-	8,210
Expected lapsed subsequent to your			13,690									
Exercised during the year	-	21,738	-	37,655	-	2,174	-	-	-	6,831	-	1,392
Outstanding at the end of the year	**-**	**-**	**60,936**	**104,708**	**12,826**	**12,826**	**-**	**-**	**30,000**	**30,000**	**-**	**-**
Options exercisable at the end of the year	**-**	**-**	**28,017**	**37,658**	**6,107**	**1,794**	**-**	**-**	**12,213**	**3,588**	**-**	**-**

(INR in Lakhs)

Particulars	ESAR-2020											
	Thirteenth Grant		Fourteenth Grant		Fifteenth Grant		Sixteenth Grant		Seventeenth Grant		Eighteenth Grant	
	For the year ended		For the year ended		For the year ended		For the year ended		For the year ended		For the year ended	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Outstanding at the beginning of the year	**-**	**18,000**	**-**	**-**	**-**	**-**	**6,400**	**8,000**	**10,000**	**-**	**1,204,314**	**-**
Granted during the year	-	-	-	125,000	-	36,000	-	-	-	10,000	-	1,241,079
Forfeited/lapsed during the year	-	18,000	-	-	-	36,000	6,400	1,600	10,000	10,000	52,598	36,765
Expected lapsed subsequent to your	-	-	-	-	-	-	-		-	-	-	
Exercised during the year	-	-	-	-	-	-	-	-	-	-	-	-
Outstanding at the end of the year	**-**	**-**	**-**	**125,000**	**-**	**-**	**-**	**6,400**	**-**	**-**	**1,151,716**	**1,204,314**
Options exercisable at the end of the year	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**23,278**	**-**

35. Share based payments(contd.)

(INR in Lakhs)

Particulars	ESAR-2020											
	Nineteenth Grant		Twentieth Grant		Twenty First Grant		Twenty Second Grant		Twenty Third Grant		Twenty Fourth Grant	
	For the year ended		For the year ended		For the year ended		For the year ended		For the year ended		For the year ended	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Outstanding at the beginning of the year	**45,000**	**-**	**700,000**	**-**	**65,000**	**-**	**221,000**	**-**	**23,000**	**-**	**50,000**	**-**
Granted during the year	-	195,000		700,000	-	215,000	-	221,000	-	23,000	-	50,000
Forfeited/lapsed during the year	15,000	150,000	210,000	-	-	150,000	24,000	-	-	-	-	-
Expected lapsed subsequent to your	-	-	65,000	-	-	-	-	-	-	-	-	-
Exercised during the year	-	-	-	-	-	-	-	-	-	-	-	-
Outstanding at the end of the year	**30,000**	**45,000**	**425,000**	**700,000**	**65,000**	**65,000**	**197,000**	**221,000**	**23,000**	**23,000**	**50,000**	**50,000**
Options exercisable at the end of the year	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

(INR in Lakhs)

Particulars	ESAR-2020					
	Twenty Fifth Grant		Twenty Sixth Grant		Twenty Seventh Grant	
	For the year ended		For the year ended		For the year ended	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Outstanding at the beginning of the year	**12,000**	**-**	**-**	**-**	**-**	**-**
Granted during the year	-	12,000	180,000	-	180,000	-
Forfeited/lapsed during the year	12,000	-	-	-	-	-
Expected lapsed subsequent to your	-	-	90,000	-	-	-
Exercised during the year	-	-	-	-	-	-
Outstanding at the end of the year	**-**	**12,000**	**90,000**	**-**	**180,000**	**-**
Options exercisable at the end of the year	**-**	**-**	**-**	**-**	**-**	**-**

Notes:

1. Vesting of options is a function of achievement of performance criteria or any other criteria as specified by the Nomination and Remuneration Committee and communicated in the grant letter.

2. The Company has assumed that the liquidity event for the purpose of vesting of ESAR option granted during the year under DFM Employees Stock Appreciation Rights Plan 2020 at March 31, 2027.

Notes forming part of the Financial Statement

for the year ended March 31, 2025

36. Assets pledged as security

A. The carrying amount of assets pledged as security for Current and Non-Current borrowings are as under:

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Non-Current Assets		
Property, plant and equipment	**12,031**	12,485
Right to Use Assets	**777**	787
Non-Current Assets (A)	**12,808**	**13,272**
Current Assets		
Inventories	**4,873**	3,923
Financial Assets		
Investments	**832**	1,165
Trade receivables	**817**	326
Cash and cash equivalents	**60**	229
Bank balances other than cash and cash equivalents	**266**	576
Current tax assets (net)	**42**	320
Other financial assets	**579**	728
Other current assets	**727**	619
Current Assets (B)	**8,196**	**7,886**
Total assets (A+B)	**21,004**	**21,158**

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Term loans - secured (At amortized cost) (refer Note 11.1)		
From Banks (refer below note B1 to B4)	**1,858**	3,761
From Others (refer below note B5)	**366**	744
Loans repayable on demand (secured) (refer below note 15.1)		
Bill Discounting (refer below note B6)	**2,151**	958
Bank overdraft (refer below note B6)	**1,471**	1,460

Notes forming part of the Financial Statement

for the year ended March 31, 2025

36. Assets pledged as security (Condt.)

B. Details of nature of security and terms of repayment:

Nature of security

(INR in Lakhs)

Borrowings from banks:	As at March 31, 2025	As at March 31, 2024
1. Term loan from bank are secured by:	**173**	253
Primary Security		
a) Pari-Passu hypothecation charge over Moveable Fixed Assets (MFA) present as well as future located at Plot No. 49, 50, 53 and 54 Ecotech Extension-I, Greater Noida, Gautam Budh Nagar (UP).		
b) Pari-Passu charge over entire present and future current assets.		
c) Pari Passu charge by way of equitable mortgage of Leasehold Industrial property bearing Plot No.49, 50, 53 and 54 Ecotech Extension-I, Greater Noida, Gautam Budh Nagar (UP).		
Terms of repayment		
1. Balance is repayable in 8 equal quarterly instalments, Interest paid on monthly rest. Due within 1 year INR 87 lakhs (March 31, 2024: INR 63 lakhs).		
2. The purpose of loan is to acquire plant & machinery.		
2. Term loan from bank are secured by:	**810**	1,682
Primary Security		
a) Pari-Passu hypothecation charge over Moveable Fixed Assets (MFA) present as well as future located at Plot No.49, 50, 53 & 54 Ecotech Extension-I, Greater Noida, Gautam Budh Nagar (UP).		
b) Pari-Passu charge over entire present and future current assets.		
c) Pari Passu charge by way of equitable mortgage of Leasehold Industrial property bearing Plot No. 49, 50, 53 & 54 Ecotech Extension-I, Greater Noida, Gautam Budh Nagar (UP).		
Terms of repayment		
1. Balance is repayable in 4 quarterly instalments, Interest paid on monthly rest. Due within 1 year INR 810 lakhs (March 31, 2024: INR 757 lakhs).		
2. The purpose of loan is to acquire plant & machinery.		
3. Term loan from bank are secured by:	**847**	1,039
Primary Security		
a) Pari-Passu hypothecation charge over Plant & Machinery at Plot No.49, 50, 53 & 54 Ecotech Extension-I, Greater Noida, Gautam Budh Nagar(UP).		
b) Pari-Passu charge over entire present and future current assets.		
c) Pari Passu charge by way of equitable mortgage of Leasehold Industrial property bearing Plot No. 49, 50, 53 & 54 Ecotech Extension-I, Greater Noida, Gautam Budh Nagar (UP).		
Terms of repayment		
1. Balance is repayable in 10 quarterly instalments, Interest paid on monthly rest. Due within 1 year INR 317 lakhs (March 31, 2024: INR 192).		
2. The purpose of loan is to acquire plant & machinery.		

Notes forming part of the Financial Statement

for the year ended March 31, 2025

Borrowings from banks:	As at March 31, 2025	As at March 31, 2024
4. Term loan from bank are secured by:	**28**	787
Primary Security		
a) First Pari-Passu hypothecation charge over Plant & Machinery at Plot No.49, 50, 53 & 54 Ecotech Extension-I, Greater Noida, Gautam Budh Nagar(UP).		
b) Second Pari-Passu charge over entire present and future current assets.		
c) First Pari Passu charge by way of equitable mortgage of Leasehold Industrial property bearing Plot No.49, 50, 53 & 54 Ecotech Extension-I, Greater Noida, Gautam Budh Nagar(UP).		
Terms of repayment		
1. Balance is repayable in 1 quarterly instalments, Interest paid on monthly rest. Due within 1 year INR 28 lakhs (March 31, 2024: 759 lakhs).		
2. The purpose of loan is to acquire plant & machinery.		
	1,858	**3,761**
5. Long term loans from others: (Refer note 40)	**366**	744
The Company has taken interest free term loan from the Pradeshiya Industrial and Investment Corporation of U.P. Limited (PICUP), which is secured by bank guarantee.		
Terms of repayment		
1. Balance is repayable in 1 quarterly instalments, Interest paid on monthly rest. Due within 1 year INR 28 lakhs (March 31, 2024: 759 lakhs).		
2. The purpose of loan is to acquire plant & machinery.		
	366	**744**
6. Purchase bill discounting.	**2,151**	958
Over draft limit from bank.	**1,471**	1,460
Primary Security		
a) First pari-passu hypothecation charge on the entire present and future current assets of the company.		
b) Second pari passu charge on the entire movable fixed assets/plant & machinery of the company at Greater Noida.		
Terms of repayment		
1. Repayable on demand and after 90 days from the date of disbursement respectively.		
2. The purpose of overdraft facility is for working capital.		
	3,622	**2,418**

Note: The Company has availed loan facilities from various landers at a floating interest rate ranging:-

- for Term loan:- from 8.6% to 9.95% per annum.
- for Overdraft facility:- from 8.3% to 10.50% per annum.

37. Financial instruments

37.1 Capital Management

The Company endeavours to optimize debt and equity balance and provide adequate strength to the balance sheet.

Notes forming part of the Financial Statement

for the year ended March 31, 2025

For the purpose of Company's capital management, capital includes Issued equity capital and all reserves attributable to equity holders of the Company.

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Company monitors capital on the basis of debt equity ratio. Refer note 42 for Debt Equity ratio as on March 31, 2025.

The management reviews the capital requirements of the Company on regular basis and avails credit facilities to meet short term working capital needs and long term credit facilities to specific capital asset.

37.2 Categories of Financial Instruments

The criteria for recognition of financial instruments is explained in significant accounting policies.

(INR in Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Amortised cost	FVTPL	Amortised cost	FVTPL
Financial assets				
Investments - Mutual funds	-	832	-	1,165
Investments - Equity shares	-	96	-	96
Trade and other receivables	817	-	326	-
Cash and cash equivalents	60	-	229	-
Other bank balances	266	-	576	-
Other financial assets	1,402	-	1,150	-
Total financial assets	**2,545**	**928**	**2,281**	**1,261**
Financial liabilities				
Borrowings	5,846	-	6,923	-
Lease Liabilities	1,321	-	1,551	-
Trade payables	8,914	-	7,943	-
Other financial liabilities	1,654	-	1,466	-
Total financial liabilities	**17,735**	**-**	**17,883**	**-**

Financial value of (Trade and other receivables, cash and cash equivalents, bank balances other than cash and cash equivalents and other current financial assets) approximately equals to the carrying amount because of the short term nature of these financial instruments.

Notes forming part of the Financial Statement

for the year ended March 31, 2025

38. Financial risk management objectives and policies

The Company is exposed to various financial risks. These risks are categorized into credit risk, liquidity risk and market risk. The Company's risk management is coordinated by the Board of Directors and monitored regularly by the risk management committee and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

38.1 Credit risk management

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's receivables from deposits with landlords and investment in mutual funds and also arises from cash held with banks and financial institutions and other receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors

The Company has mitigated the credit risk w.r.t trade receivables as it follows a policy of sales mostly against advances.

The Company has used a practical expedient by computing the expected loss allowance for financial assets based on historical credit loss experience and adjustments for forward looking information.

Movement in the expected credit loss allowance of financial assets:

(INR in Lakhs)

Movement of Right-of-use assets	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at beginning of the year	91	29
Add: Provision made during the year	-	61
Less: Provision no longer required, written back	(12)	-
Balance at the end of the year	**79**	**91**

38.2 Liquidity risk management

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The company manages liquidity by controlling it's working capital which involves adjusting it's production & purchase plan to market demand. It also ensures adequate credit facilities are available to manage supply & demand volatilities.

The Company also ensures that the long term funds requirements are met through adequate availability of long term capital (Debt and Equity)

(INR in Lakhs)

Movement of Right-of-use assets	As at March 31, 2025	As at March 31, 2024
Total committed working capital limits from banks	4,500	4,500
Utilized working capital limit (Refer note: 36)	(3,622)	(2,417)
Unutilized working capital limit	**878**	**2,083**

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their

Notes forming part of the Financial Statement

for the year ended March 31, 2025

contractual maturities. The amount disclosed in the table are the undiscounted cash flow.

(INR in Lakhs)

Particulars	Upto -1 year	Between 1 year - 5 years	Over 5 years	Total
As at March 31, 2025				
Borrowings	5,230	616	-	**5,846**
Lease Liabilities# (Actual cashflow expected)	363	1,170	78	**1,612**
Trade payables	8,914	-	-	**8,914**
Other financial liabilities	1,654	-	-	**1,654**
Total liabilities	**16,161**	**1,786**	**78**	**18,026**
As at March 31, 2024				
Borrowings	4,603	2,320	-	**6,923**
Lease Liabilities# (Actual cashflow expected)	363	1,473	149	**1,985**
Trade payables	7,943	-	-	**7,943**
Other financial liabilities	1,466	-	-	**1,466**
Total liabilities	**14,375**	**3,793**	**149**	**18,317**

38.3 Market risk management

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and capital creditors.

(i) Interest rate risk

Borrowings from banks have interest linked to repo rate and are subject to variation in such rates.

The exposure of the Company's borrowing to interest rate change at the end of the reporting year are as follows:

(INR in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Variable rate borrowings		
Long term	616	1,990
Short term (Including current maturities of long term loans)	4,864	4,189
Total variable rate borrowings	**5,480**	**6,179**
Note:-		
The Company has also have interest-free loan from Pradeshiya Industrial and Investment Corporation of U.P. Limited, which is not exposed to any interest rate risk. (refer note 40)	366	744
Total Borrowings	**5,846**	**6,923**

Notes forming part of the Financial Statement

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Sensitivity

Variable interest rate loans are exposed to Interest rate risk, the impact on profit or loss before tax may be as follows:

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest rate - increase by 100 basis points*	55	62
Interest rate - decrease by 100 basis points*	(55)	(62)

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily due to import of capital equipments.

The Company's operations are mainly in India and therefore rupee denominated, except the following:

Nature of foreign currency liabilities	Hedging
Foreign currency payables for import of capital equipment	Unhedged

Unhedged exposure to foreign currency risk

Unhedged exposure to foreign currency risk at the end of the reporting period is with respect to below payables for capital goods

Particulars	As at March 31, 2025	As at March 31, 2024
Payables for capital goods (GBP)	£ 13,712	£ 7,533
Payables for capital goods (INR in lakhs)	13	8

Sensitivity

Variable exchange rate are exposed to exchange rate risk, the impact on profit or loss before tax may be as follows:

(INR in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Exchange rate - increase by 500 basis points*	0.65	0.40
Exchange rate - decrease by 500 basis points*	(0.65)	(0.40)

*Holding all other variables constant.

39. Fair value hierarchy

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

Level 1: This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e., derived from prices).

Level 3: This level of hierarchy includes financial assets and liabilities measured using inputs that are not

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based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The fair value of the financial assets are determined at the amount that would be received to sell an asset in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

Quantitative disclsoure of fair value measurement hierachy

1. Investments in mutual funds: Fair value is determined by reference to quotes from the financial institutions, i.e. net asset value (NAV) for investments in mutual funds declared by mutual fund house.

2. **There have been no transfer between level 1, level 2 and level 3 for the year ended on March 31, 2025 and March 31, 2024.**

Fair value of the Company's financial assets that are measured at fair value on a recurring basis:

There are certain Company's financial assets which are measured are fair value at the end of each reporting period. Following table gives information about how the fair values of these financial assets are determined:

(INR in Lakhs)

Particulars	Level 1	Level 2	Level 3	Total
As at March 31, 2025				
Financial assets				
Investment in mutual funds at Fair value through profit & loss*	-	832	-	**832**
Investment in equity share capital^	-	-	96	**96**
Trade receivables	-	-	817	**817**
Cash and cash equivalents	-	-	60	**60**
Other bank balances	-	-	266	**266**
Other financial assets	-	-	1,402	**1,402**
Total Financial assets	**-**	**832**	**2,641**	**3,473**
Financial liabilities				
Borrowings	-	-	5,846	**5,846**
Lease liabilities	-	-	1,321	**1,321**
Trade payables	-	-	8,914	**8,914**
Other financial liabilities	-	-	1,654	**1,654**
Total Financial liabilities	**-**	**-**	**17,735**	**17,735**

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(INR in Lakhs)

Particulars	Level 1	Level 2	Level 3	Total
As at March 31, 2024				
Financial assets				
Investment in mutual funds at Fair value through profit & loss*	-	1,165	-	**1,165**
Investment in equity share capital	-	-	96	**96**
Trade receivables	-	-	326	**326**
Cash and cash equivalents	-	-	229	**229**
Other bank balances	-	-	576	**576**
Other financial assets	-	-	1,150	**1,150**
Total Financial assets	**-**	**1,165**	**2,377**	**3,542**
Financial liabilities				
Borrowings	-	-	6,923	**6,923**
Lease liabilities	-	-	1,551	**1,551**
Trade payables	-	-	7,943	**7,943**
Other financial liabilities	-	-	1,466	**1,466**
Total Financial liabilities	**-**	**1,165**	**17,883**	**17,883**

Fair value of the Company's financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

- The management considers that the carrying amounts of financial assets comprising of trade receivables, cash and cash equivalent, other bank balances, other financials assets and financial liabilities comprising of trade payables and other financial liabilities recognised in the financial statements are considered to be same as fair values, due to their short term nature.
- The fair value for borrowings including lease liabilities were calculated based on cash flow discounted using a current borrowing rate. They are classified as level 3 fair value in the fair value hierarchy due to the inclusion of unobservable inputs, including counterparty credit risk.

40. Disclosures related to government grant

(INR in Lakhs)

Nature of Grant	Income/ Expense	For the year ended March 31, 2025	For the year ended March 31, 2024
Benefit of interest free loan from Pradeshiya Industrial & Investment Corporation of Uttar Pradesh Limited for the purpose of purchase of plant & machinery. During the earlier years the Company had taken interest free term loan from the Pradeshiya Industrial and Investment Corporation of U.P. Limited (PICUP) aggregating INR 387 lakhs (March 31, 2024: INR 824 lakhs). Which is secured by bank guarantee. Out of which INR NIL (March 31, 2024: INR 330 lakhs) is outstanding as long term borrowings at amortised cost, INR 366 lakhs (March 31, 2024: INR 414 lakhs) as short term borrowings and balance INR 21 lakhs (March 31, 2024: INR 72 lakhs lakhs) is outstanding as deferred government grants.	Income from government grant related to interest free loan.	51	73

41. Disclosure of changes in liabilities arising from financing activities, including both cash and non-cash changes:

(INR in Lakhs)

Particulars	As at April 01, 2024	Additions during the year		Payments during the year		As at March 31, 2025
		Non-cash changes	Cash flow from financing activities	Non-cash changes	Cash flow used in financing activities	
		Finance cost		INDAS Adjustment		
Unclaimed dividends	32	-	-	-	(13)	19
Short term borrowings	2,418	-	1,205	-	-	3,623
Lease Liability	1,552	132	-	-	(362)	1,321
Long term borrowings*	4,505	-	-	(69)	(2,212)	2,224

(INR in Lakhs)

Particulars	As at April 01, 2023	Additions during the year		Payments during the year		As at March 31, 2024
		Non-cash changes	Cash flow from financing activities	Non-cash changes	Cash flow used in financing activities	
		Finance cost		INDAS Adjustment		
Unclaimed dividends	44	-	-	-	(12)	32
Short term borrowings	1,710	-	708	-	-	2,418
Lease Liability	1,442	90	359	-	(340)	1,552
Long term borrowings*	6,163	-	-	(73)	(1,585)	4,505

*including current maturity of long term debts and deferred government grant related to interest free loan.

42. Financial Ratios

Particulars	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% Variance	Remarks (+/->25%)
(a) Current Ratio	Current assets	Current liabilities	0.44	0.49	(11%)	Not applicable
(b) Debt Equity Ratio	Total Debt	Shareholder's Equity	0.65	0.77	(15%)	Not applicable
(c) Debt-service coverage ratio	Earning available for debt service***	Debt service*	0.73	0.74	2%	Not applicable
(d) Return on Equity Ratio (%)	Net profits after taxes	Average Shareholder's Equity	(5.20%)	(5.02%)	(4%)	Not applicable
(e) Inventory turnover ratio	Cost of goods sold (including consumption of stores and spares)	Average Inventory	9.59	8.50	13%	Not applicable
(f) Trade receivables turnover ratio	Revenue from operations	Average Trade receivables	123.49	136.82	(10%)	Not applicable
(g) Trade payables turnover ratio	Net credit purchases (viz. purchases and other relevent expenses)	Average Trade Payables (including payables for expenses)	7.47	6.04	24%	Not applicable
(h) Net Capital turnover ratio	Revenue from operations	"Working Capital = current asset - current liabilities"	(6.67)	(6.66)	0%	Not applicable
(i) Net Profit ratio (%)	Net profits after taxes	Revenue from operations	(0.66%)	(1.10%)	40%	Note (a)
(j) Return on capital employed (%)	Earnings before interest and taxes (EBIT).	Capital employed##	(3.90%)	2.87%	236%	Note (b)
(k) Return on investment (%)	Earnings on investments	Weighted avearge investment	6.43%	6.36%	1%	Not applicable

*Debt service = Finance Costs + Principal repayments of long term borrowings + Payment of lease liability

##Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability

***Earning Available For Debt Service = Net profit after tax + Non cash operating expenses like depreciation, amounts written off and other amortisations + Finance Cost

Notes:

(a) Majorly due to deferred tax credit recognised in the statement of profit and loss as the Company has recognised deferred tax asset to the extent of liability in the current year.

(b) Majorly due to commodity inflation leading to reduction in EBIT in current year as compared to previous year.

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43. During the year ended March 31, 2025, the Company has incurred loss before tax of INR 1,201 lakhs (March 31, 2024: INR 642 lakhs). As at March 31, 2025, the Company's current liabilities exceed its current assets by INR 10,577 lakhs (as at March 31, 2024: INR 8,314 lakhs). The Board of Directors considers it appropriate to prepare these financial statements on a going concern basis and the Company will be able to realize its assets and discharge its liabilities in the normal course of business considering following factors:

(a) The Company has a positive net worth of INR 8,960 lakhs as at March 31, 2025 (March 31, 2024 INR 8,936 lakhs)

(b) The Company has sufficient unutilized and sanctioned credit limits from banks, that the Company can utilize as required.

(d) The business plan approved by the Board of Directors for the next financial year projects revenue growth and improved profitability.

(e) The Company has expanded its operations in the East and South regions of India through new co-packing centres, thus enhancing its capability to address a much larger market opportunity efficiently and cost effectively.

(f) The company has earned cash profits in the current year and previous year.

Considering above factors, the management of the Company is confident that the Company will generate sufficient cash flows over the next 12 months that would enable it to meet its financial obligations as and when due and sustain operations in the normal course of business.

44. During the previous year, AI Global (Investments (Cyprus) PCC Limited ("Acquirer" or "Promoter") and AI Darwin (Cayman) Limited ("PAC"), as person acting in concert with the Acquirer, made public offer for acquisition up to 1,32,21,739 equity shares representing 26.30% of the total issued equity share capital of the Company, either individually or collectively, as the case may be; and consequently voluntarily delist the equity shares from the stock exchanges where equity shares were listed i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"") by making a voluntary delisting offer in accordance with the Delisting Regulations.

Pursuant to the outcome of the delisting offer as stated above, the Acquirer acquired 1,06,14,152 equity shares, representing 21.11% of the issued equity share capital of the Company, held by its public shareholders, at the offer price of INR 467 per equity share on January 17, 2023. The approval for delisting of the Company's shares was received from BSE and NSE on March 14, 2023 and trading in the equity shares of the Company stands discontinued from BSE and NSE w.e.f. March 28, 2023, i.e., w.e.f. the closing hours of trading on March 27, 2023. The Company has been delisted from the BSE and NSE w.e.f. April 05, 2023.

Further, the remaining public shareholders, whose shares were either not accepted or were not tendered at all during the bidding period, had a right to tender their equity shares for a minimum period of one year from the date of delisting. The exist offer begins from April 05, 2023 and ended on April 04, 2024.

Consequent to the equity shares tendered by the residual shareholders, the shareholding of the Promoter has increased to 4,87,10,110 equity shares representing 96.63% of total equity share capital (March 31, 2024 : 4,86,35,292 equity shares representing 96.48%).

45. Additional regulatory information:

(a) The Company has sanctioned working capital limits from banks during the year on the basis of security of current assets of the Company.

The Company is not required to submit the quarterly stock statements to the bank as during the financial year ended March 31, 2025 the Company has obtained waiver from the bank in this regards.

(b) The Company has complied with the number of layers of companies as prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(c) The Company does not have any Benami property, where any proceeding has been initiated or pending

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against the Company for holding any Benami property.

(d) The Company has not been declared as wilful defaulter by any bank or financial Institution or other lender.

(e) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(f) The Company does not have any transactions with companies struck off under section 248 of Companies Act, 2013 during the year.

(g) The Company does not have any transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(h) The Company has not traded or invested in crypto currency or virtual currency during the financial year.

(i) The Company has neither, directly or indirectly, granted any loan to any directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act nor made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act.

46. As disclosed in the financial statements of the previous year i.e. for ended March 31, 2024, certain whistleblower complaints were received by the Company through its whistleblower mechanism. The Company took immediate steps to address and resolve the reported issues including engaging an independent agency to conduct a detailed fact-finding review. The agency's findings highlighted potential irregularities in the procurement process, though the financial impact remained undetermined till the adoption of financial statements for the year ended March 31, 2024.

During the current year, the Company completed a detailed assessment of the observations stated in the said fact-finding report and noted that the said report did not provide any conclusive evidence of fraud. Further, the Company has conducted supplementary testing and concluded that no fraud was established based on the procedures performed. Accordingly, the management believes that there is no impact on the financial statements for the year ended March 31, 2025 (including comparative figures disclosed in the financial statements).

Still, to uphold the ethical practices, the Company took decisive steps to reinforce its zero-tolerance approach to unethical conduct. Relationships with vendors, suspected of unethical practices, were terminated and all key vendors were put through a structured screening process. The CEO addressed the employees to reaffirm the Company's values and the importance of upholding ethical behaviour at all times. Mandatory disclosure of potential conflicts of interest by employees and training on the Company's Code of Conduct were implemented. The procurement function underwent significant transformation with a new head of the department and team members. Vendors were also reminded of the Company's expectations on integrity.

Further, the Company appointed a reputed consultant to study its procurement processes in depth, basis which areas of improvement were identified and corrective actions implemented. These actions reflect the Company's unwavering commitment to transparency, ethical conduct, and strong corporate governance. No further whistleblower complaints were received by the Company till the approval of these financial statements except as stated above.

47. (a). 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, 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.

47. (b). No funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever

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by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

48. Reclassification

Certain reclassifications have been made to the comparative year financial statements to enhance comparability with the current year's financial statements. As a result, certain line items have been reclassified in the balance sheet and statement of profit & loss, the details of which are as under:

Items of balance sheet before and after reclassification as at March 31, 2024:

(INR in Lakhs)

Particulars	Amount before reclassification	Reclassification	Amount after reclassification
Assets			
Other bank balances (refer note a)	1,165	(589)	576
Other financial assets (refer note a)	139	589	728
Liabilities			
Current Borrowings (refer note b)	4,589	14	4,603
Other financial liabilities (refer note b)	1,480	(14)	1,466

Notes

a. Reclassification of fixed deposits with original maturity more then 12 months and residual maturity is less then 12 months to other financial assets.

b. Reclassification of interest accrued on borrowings from other financial liabilities to current borrowings.

Items of balance sheet before and after reclassification as at March 31, 2023:

(INR in Lakhs)

Particulars	Amount before reclassification	Reclassification	Amount after reclassification
Assets			
Non- current Financial assets - Others (refer note e)	599	(32)	567
Other non-current assets (refer note d)	1,168	22	1,190
Other financial assets (refer note e)	141	32	173
Liabilities			
Other financial liabilities - non current (refer note a)	208	(208)	-
Total outstanding dues of creditors other than micro enterprises and small enterprises (refer Note c)	7,322	(454)	6,868
Other financial liabilities (refer Note c and d)	1,123	476	1,599
Non-Current Provisions (refer note a and b)	309	(101)	208
Current Provisions (refer note b)	86	309	395

Notes

a). The Company had earlier classified provision for gratuity as other non-current financial liabilities amounting to INR 208 lakhs as at March 31, 2023 which has been reclassified as non-current provisions.

b). The Company had earlier classified provision for compensated absences as long term provision amounting to INR 309 lakhs as at March 31, 2023 which has been reclassified as current provisions.

c). The Company had earlier classified employee related payable amounting to INR 433 lakhs and security deposit amounting to INR 21 lakhs as trade payable as at March 31, 2023 which has ben reclassified as other financial liabilities.

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for the year ended March 31, 2025

d). The Company had earlier netted of advance for capital goods amounting to INR 22 lakhs with creditors for capital goods which was shown under other financials liabilities which has been reclassified to other non-current assets.

e). Classification of security deposit has been reclassified appropriately between current and non-current financial assets amounting to INR 32 lakhs.

Items of balance sheet before and after reclassification as at March 31, 2023:

(INR in Lakhs)

Particulars	Amount before reclassification	Reclassification	Amount after reclassification
Employee benefit expenses	7,404	(1,064)	6,340
Other expenses	19,733	1,064	20,797

The company has reclassified manpower charges amounting to INR 1,064 lakhs from employee benefit expenses to other expenses.

49. The Company is using three softwares (i.e. accounting, payroll and trade schemes) for maintaining its books of account during the year ended March 31, 2025 which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in those softwares, except in case of the audit trail feature at database level in accounting software which was not enabled throughout the year. The audit trail feature was not tampered with to the extent it was enabled. Further, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in previous year.

50. During the earlier year, the Company engaged Shakti Plastics ("Vendor") for the collection, segregation, recycling, and disposal of plastic waste. During the previous year i.e. March 31, 2024, Maharashtra Pollution Control Board ('MPCB') issued a Show Cause Notice (SCN) to vendor for non-compliance with multiple environmental laws including Plastic Waste Management Rules and during the current year MPCB has issued the closure directions to stop the manufacturing activities to the vendor. The Company has terminated its agreement and ceased to use their services from the financial year 2023-2024. The management, based on advice received from legal Counsel and "Indemnity cum Undertaking" received from the vendor, has concluded that there will not be any financial liability on the Company.

51. Annual General Meeting (AGM) of the company for the year ended March 31, 2024 was conducted on December 30, 2024 after getting due approval for extension of deadline to held AGM from the Registrar of companies (dated September 09, 2024).

52. No significant subsequent events have been observed which may require an adjustments to the financial statements.

53. Dividends that are not claimed for a period of 7 (Seven) years from the date of transfer to the Company's Unpaid Dividend Accounts shall be transferred to the Investor Education and Protection Fund ("IEPF") established under Section 125 of the Act read with Investor Education and Protection Fund Authority. There has been no delay in transfer of fund to the said account. During the current year the Company has transferred INR 13 lakhs (March 31, 2024: INR 12 lakhs) to IEPF.

Notes forming part of the Financial Statement

for the year ended March 31, 2025

54. Code of Social Security

The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.

The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

As per our report of even date.

For M S K A & Associates
Chartered Accountants
Firm Registration Number: 105047W

Sd/-
Sumit Verma
Partner
Membership No. 509426
Place: Gurugram
Date: July 17, 2025

For and on behalf of the Board of Directors of DFM Foods Limited

Sd/-
Vipul Prakash
Managing Director and Chief Executive Officer
DIN: 00380769
Place: Noida
Date: July 17, 2025

Sd/-
Hemant Nerurkar Madhusudan
Director
DIN: 00265887
Place: Mumbai
Date: July 17, 2025

Sd/-
Nikhil Mathur
Chief Financial Officer
Place: Noida
Date: July 17, 2025

Sd/-
Vaishali Singh
Company Secretary
Membership No: A15108
Place: Noida
Date: July 17, 2025

DFM®
FOODS LTD.

Registered Office

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