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 - 201301 (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 33rd (Thirty Third) Annual General Meeting (AGM) of the Members of DFM Foods Limited ("the Company") will be held on Monday, August 31, 2026, 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 the 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, 2026, 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, 2026, together with the reports of the Board of Directors and the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To re-appoint Mr. Sahil Dilip Dalal (DIN: 07350808) 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. Sahil Dilip Dalal (DIN: 07350808), 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."

SPECIAL BUSINESS:

3. Payment of remuneration to Mr. Vipul Prakash (DIN: 00380769), Managing Director & CEO of the Company.

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

   RESOLVED THAT in continuation of the resolution passed by the Members of the Company on November 29, 2023, approving the appointment and remuneration payable to Mr. Vipul Prakash, Managing Director & Chief Executive Officer ("MD & CEO") of the Company and pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V thereto and the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, and subject to such other approvals as may be required, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Vipul Prakash, MD & CEO for the balance period of his tenure from August 1, 2026, to July 31, 2028:

   a) **Salary comprising Salary and Allowances:** Salary comprising salary and allowances of INR 4.75 crores per annum, with an annual increase of up to 30% over the existing salary and allowances, effective from 1 April of each year during the tenure, based on the April–March financial year.

b) **Performance Linked Bonus/Variable Pay:** In addition to the salary and allowances as referred to in point (a) above, Mr. Vipul shall be entitled to an annual performance-linked bonus based on his individual performance as well as the performance of the Company and for any other incentives/reward ("Variable Compensation"), as may be approved by the Nomination and Remuneration Committee. The aggregate amount payable under this head shall not exceed Rs. 8 crores in any financial year.

c) **Perquisites:** Mr. Vipul Prakash shall be entitled to perquisites in accordance with the rules and policies of the Company, as more detailed in the Explanatory Statement. The monetary value of such perquisites shall be determined in accordance with the provisions of the Income Tax Rules, 1962, and shall be in addition to the remuneration referred to in points (a) and (b) above.

d) **ESARs:** Mr. Vipul Prakash has been granted 20,11,250 Employee Stock Appreciation Rights (ESARs), which were approved by the Members at their meeting held on November 29, 2023. The said ESARs shall vest and become exercisable upon the occurrence of a strategic sale by Advent. The amount received by Mr. Vipul Prakash upon exercise of the said ESARs shall be considered as part of his remuneration for the relevant financial year and shall be over and above the remuneration referred to in points (a), (b) and (c) above.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the aforesaid period, Mr. Vipul Prakash, Managing Director & Chief Executive Officer (MD & CEO) shall be paid the remuneration set out above as the minimum remuneration, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof for the time being in force.

RESOLVED FURTHER THAT pursuant to the approval of the Members, the actual remuneration payable to Mr. Vipul Prakash from time to time shall be determined by the Nomination and Remuneration Committee of the Board, based on the performance of Mr. Vipul Prakash and the performance of the Company during the relevant financial year, provided that such remuneration shall at all times remain within the overall limits approved by the Members.

RESOLVED FURTHER THAT Ms. Vaishali Singh, Company Secretary & Legal Head of the Company, be and is hereby authorised to sign and file all necessary e-forms, returns and other documents with the Registrar of Companies and other statutory or regulatory authorities, and to do all such acts, deeds and things as may be necessary or expedient to give effect to this Resolution.

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

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

Place: Noida
Dated: July 15, 2026

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. In view of General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, as extended from time to time and last extended vide its General Circular dated September 22, 2025 (collectively referred to as "MCA Circulars"), issued by the Ministry of Corporate Affairs, permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the Members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act"), read with the Rules made thereunder, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 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 for appointment of proxies. Accordingly, the facility for appointment of proxies by Members under Section 105 of the Act will not be available for the 33rd 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 33rd AGM through VC/OAVM facility and e-Voting during the 33rd AGM.

3. In terms of the MCA Circulars, the Notice of the 33rd AGM and the Annual Report for the financial year 2025-26 will be available on the website of the Company at www.crax.in. The Notice of the 33rd AGM will also be available on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

4. Electronic copy of the Annual Report including AGM Notice for the financial year 2025-26 inter-alia, indicating the process and manner of electronic voting ("e-voting"), is being sent to all the eligible Members whose names will appear in the Register of Members/list of beneficiaries received from the Registrar and Share Transfer Agent/Depositories as on Friday, July 31, 2026 ('Cut-off date for dispatch of the Notice) 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. Additionally, in good governance, physical letters containing the web link for accessing the Annual Report including AGM Notice have been dispatched to those Members whose email addresses are not registered with the Company/Depository Participant(s)/Registrar and Share Transfer agent. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2025-26 and Notice of the 33rd 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 Members can join the AGM through VC/OAVM mode 30 minutes before and after 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.

6. 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.

7. 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.

8. Members can submit questions in advance at least 10 days prior to the meeting with regard to the financial statements or any other matter to be placed at the 33rd AGM, from their registered email address, mentioning their name, DP ID and Client ID/folio number, number of shares, PAN and mobile number, to the Company's email address

at dfm@dfmfoods.com.

9. 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 a good internet speed. Only those members who are registered will be allowed to express their views or ask questions.

10. The Company reserves the right to restrict the number of questions and the number of speakers, as appropriate, to ensure the smooth conduct of the 33rd AGM.

11. The businesses set out in the Notice will be transacted through an electronic voting system and the Company is providing a facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21 and 22.

12. 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.

13. 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 the AGM and during the AGM, i.e. Members seeking to inspect such documents can send an e-mail to dfm@dfmfoods.com.

14. 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.

15. Pursuant to the requirements of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the requisite details of the Director seeking re-appointment at the 33rd AGM are provided in Annexure-A to this Notice. Further, the requisite details of Mr. Vipul Prakash, Managing Director & CEO for his proposed remuneration, as required under SS-2, are provided in the Explanatory Statement annexed to this Notice, which forms an integral part of the Notice. The Company has received the requisite consent from the Director for his re-appointment.

16. Shareholders are advised that those who have not encashed their dividend warrant(s) so far for the FY 2018-19 and 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 Agent Ltd./Investor Service Department of the Company for encashment of 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 as at the end of the financial year ended March 31, 2026 are uploaded on the website of the Company at https://crax.in/investor/.

17. 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 during FY 2025-26 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.

18. 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 of this facility may contact their respective DPs for

recording their Nomination.

19. 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 the facility of remote e-Voting and voting at the 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 33rd 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.

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

21. Procedure and instructions for accessing and participating in the 33rd 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 Friday, August 28, 2026 (9:00 A.M. IST) and end on Sunday, August 30, 2026 (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., Friday, August 21, 2026, 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.

Only a person whose name is recorded as on the cut-off date, i.e., Friday, August 21, 2026, in the Register of Members/ register of beneficial owners maintained by the Depositories, shall be entitled to avail the facility of remote e-voting or participate at the AGM. A person who is not a member as on the Cut-off Date, should treat this Notice for information purpose only.

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

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

Step 1: Access to NSDL e-Voting system

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

E-voting process has been enabled for all the individual demat account holders, by way of a 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 the ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail address with their DPs in order to access the 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 the '**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, the 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 held 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 the NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for a 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 log in to Easi / Easiest are requested to visit the CDSL website www.cdslindia.com and click on the login icon & New System Myeasi Tab and then use 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 are 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, the option to register is available at the 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 the e-Voting facility. Upon log in, you will be able to see the e-Voting option. Click on the e-Voting option, and you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the 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 their User ID/Password are advised to use Forgot User ID and Forgot Password options available at the 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 while logging in can contact the 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 while logging in can contact the 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 a 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 the 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.

Step 2: Cast your vote electronically and join the 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 whose "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select the "EVEN" of the 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 the 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 the "**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 attempts to the e-voting website will be disabled upon five unsuccessful attempts to enter 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 to 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.

22. 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 the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of the PAN card), AADHAAR (self-attested scanned copy of the 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 the 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 the 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 the 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 are present in the AGM through VC/OAVM facility and have not cast 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 the facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the facility by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of the "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 the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connected from Mobile Devices or Tablets or through Laptop connecting

via Mobile Hotspots may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Other Information:

1. Only those shareholders of the Company who hold shares either in physical form or in dematerialized form, as on the cut-off date (i.e. Friday, August 21, 2026), 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 as being for information purposes only.
2. The remote e-voting period begins on Friday, August 28, 2026, at 9:00 A.M. (IST) and ends on Sunday, August 30, 2026 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 the 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 a report thereon.

   The Scrutinizer shall after the conclusion of e-Voting at the 33rd AGM, first downloads the votes cast at the 33rd AGM and thereafter unblocks the votes cast through remote e-Voting and e voting at the AGM, shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him not later than three days of conclusion of the meeting, 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 and corporate 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 Agent (R&STA), MCS Share Transfer Agent Ltd., 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase – 1, New Delhi – 110020, regarding any 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 the 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 Participants/ Registrar and Share Transfer Agent. Additionally, in good governance, physical letters have been dispatched to those shareholders whose email IDs are not registered with the Company or the Depository Participants or Registrar and Share Transfer Agent, informing them about the AGM and providing a weblink to access the Annual Report available on the Company's website. Further, updates if any, will be provided on the website of the Company at www.crax.in.
10. The date of passing of the resolutions as set out in the notice shall be deemed to be the date of the Annual General Meeting.
11. Since the AGM will be held through VC or OAVM, the Route Map, Proxy Form, and attendance slip are not annexed to this Notice.

ANNEXURE A

Item No. 2:

Details of the Director seeking re-appointment at the Annual General Meeting
(In pursuance of Secretarial Standard - 2 on General Meetings)

Mr. Sahil Dilip Dalal (DIN: 07350808) is currently serving as a Non-Executive, Non-Independent Director of DFM Foods Limited. He is also a member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, and Risk Management Committee of the Company.

Mr. Dalal joined Advent in 2009 and is presently the Managing Director of Advent India PE Advisors Private Limited. He also serves as a Director of Modenik Lifestyle Private Limited and Eureka Forbes Limited, and is a Nominee Director on the Board of ISCON Balaji Foods Private Limited.

Prior to joining Advent, Mr. Dalal was an Associate at JLL Partners, a New York-based private equity firm, where he focused on buyout and growth equity investments. Earlier, he worked as an Analyst in the Investment Banking Division of Bear Stearns in New York, where he spent three years advising on corporate finance and investment banking transactions.

Mr. Dalal holds a Bachelor of Business Administration (BBA) with High Distinction from the Ross School of Business, University of Michigan, and a Master of Business Administration (MBA) from the Wharton School, University of Pennsylvania.

Over the course of his career at Advent, Mr. Dalal has been actively involved in several notable investments, including ASK Investment Managers Private Limited, Computer Age Management Services Limited (CAMS), Crompton Greaves Consumer Electricals Limited, Modenik Lifestyle Private Limited, and QuEST Global.

Other details with respect to his re-appointment are given below:

Name of Director	Mr. Sahil Dilip Dalal
DIN	07350808
Category	Non – Executive Non-Independent Director
Date of Birth	July 4, 1980
Age (in years)	45
Nationality	Indian
Date of first appointment on the Board	January 14, 2020
Experience	Over 21 years of experience in the financial services industry including 18 years in private equity.
Relationship with Directors and KMPs	Not related to any Director or KMPs of the Company
Qualification	• BBA with High Distinction from The Ross School of Business at the University of Michigan; and • MBA from The Wharton School at the University of Pennsylvania
Expertise in specific functional area	Analysis and investments
Terms and conditions of Re-appointment along with remuneration sought to be paid	Re-appointment of Mr. Sahil Dilip Dalal as a Non-Executive, Non-Independent Director, liable to retire by rotation. No remuneration is proposed to be paid to Mr. Sahil Dilip Dalal. He has also waived his entitlement to receive sitting fees for his services as a Director of the Company.
List of Directorships 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 – 8
Details of remuneration last drawn (FY 2025-26)	Nil
Shareholding in the company	Nil

*(*Details are as on July 15, 2026)*

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Members of the Company, at the 30th Annual General Meeting ("AGM") held on November 29, 2023, approved the appointment of Mr. Vipul Prakash as the Managing Director & Chief Executive Officer ("MD & CEO") of the Company for a term of five (5) consecutive years, commencing from August 1, 2023, and ending on July 31, 2028.

Further, the Members, at the aforesaid AGM, approved the payment of remuneration to the MD & CEO for the period from August 1, 2023 to July 31, 2026. Accordingly, the existing shareholder's approval for Mr. Vipul's remuneration as MD & CEO is valid till July 31, 2026.

In view of the above, approval of the Members is now being sought to authorize the payment of remuneration as set out in the resolution, to the MD & CEO for the balance period of his tenure, i.e., from August 1, 2026 to July 31, 2028 which is detailed below:

a) **Salary comprising Salary and Allowances:** Salary comprising salary and allowances of INR 4.75 crores per annum, with an annual increase of up to 30% over the existing salary and allowances, effective from April 1, of each year during the tenure, based on the April-March financial year.

b) **Performance Linked Bonus/Variable Pay:** In addition to the salary and allowances as referred to in point (a) above, Mr. Vipul shall be entitled to an annual performance-linked bonus based on his individual performance as well as the performance of the Company and for any other incentives/reward ("Variable Compensation"), as may be approved by the Nomination and Remuneration Committee. The aggregate amount payable under this head shall not exceed Rs. 8 crores in any financial year.

c) **Perquisites:** Mr. Vipul Prakash shall be entitled to perquisites in accordance with the rules and policies of the Company, as more detailed in the Explanatory Statement. The monetary value of such perquisites shall be determined in accordance with the provisions of the Income Tax Rules, 1962, and shall be in addition to the remuneration referred to in points (a) and (b) above.

d) **ESARs:** Mr. Vipul Prakash has been granted 20,11,250 Employee Stock Appreciation Rights (ESARs), which were approved by the Members at their meeting held on November 29, 2023. The said ESARs shall vest and become exercisable upon the occurrence of a strategic sale by Advent. The amount received by Mr. Vipul Prakash upon exercise of the said ESARs shall be considered as part of his remuneration for the relevant financial year and shall be over and above the remuneration referred to in points (a), (b) and (c) above.

Further, in the event of absence or inadequacy of profits in any financial year during the aforesaid period, Mr. Vipul Prakash, Managing Director & Chief Executive Officer (MD & CEO) shall be paid the remuneration set out above as the minimum remuneration, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof for the time being in force.

The terms set out in the proposed resolution and this Explanatory Statement may also be treated as an abstract of the terms of appointment pursuant to Section 190 of the Companies Act, 2013.

The material terms and conditions relating to the appointment and remuneration of the MD & CEO, as contained in the Agreement, are set out below:

1. **Salary, Allowances and Performance linked bonus (hereinafter referred to as "Remuneration"):**

   a) **Salary comprising Salary and Allowances:** Salary comprising salary and allowances of INR 4.75 crores per annum, with an annual increase of up to 30% over the existing salary and allowances, effective from April 1, of each year during the tenure, based on the April-March financial year.

      The following reimbursements/ perquisites will be part of salary:

      i. Leave Travel Assistance.

      ii. Contribution to provident fund, superannuation, or annuity fund and any other retirement benefits.

   b) **Performance Linked Bonus/Variable Pay:** In addition to the salary and allowances as referred to in point (a) above, Mr. Vipul shall be entitled to an annual performance-linked bonus based on his individual performance as well as the performance of the Company and for any other incentives/reward ("Variable Compensation"), as may be approved by the Nomination and Remuneration Committee. The aggregate amount payable under this head shall not exceed Rs. 8 crores in any financial year.

2. **Perquisites:**

In addition to Remuneration as stated above, Mr. Vipul shall be entitled, as per the policies of the Company to perquisites such as (which perquisites shall specifically be considered and reviewed by the Nomination and Remuneration Committee and benefits under such Policies if any, may be modified or provided by the Nomination and Remuneration Committee:

a) Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, for self and family including hospitalization.

b) Personal Accident Insurance Premium.

c) Term Plan Insurance Premium

d) Subscription to club(s).

e) Reimbursement of all travel and other expenses incurred in the course of business.

f) Use of Company maintained cars with drivers for business and personal use.

g) Use of communication devices for business and personal use.

h) Encashment of leave as per the policy of the Company.

i) Participation in any/ all employee stock option schemes/ performance stock unit plans/ stock appreciation rights of the Company.

j) Such other perquisites and allowances as may be agreed to by the Nomination and Remuneration Committee.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at actual cost in the absence of any such Rule, shall be subject to an overall ceiling of any amount not exceeding 10% of the Salary in 1(a) above for the relevant period. The perquisites mentioned in (e) and (i) above shall be based on the actual amounts and shall be excluded from the aforesaid perquisite limit.

3. **ESARs:** Mr. Vipul Prakash has been granted 20,11,250 Employee Stock Appreciation Rights (ESARs), which were approved by the shareholders at their meeting held on November 29, 2023. The said ESARs shall vest and become exercisable upon the occurrence of a strategic sale by Advent. The amount received by Mr. Vipul Prakash upon exercise of the said ESARs shall be considered as part of his remuneration for the relevant financial year and shall be over and above the remuneration referred to in points 1 and 2 above.

The Board of Directors or Committee thereof may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated.

4. **Minimum Remuneration:**

In the event of absence or inadequacy of profits in any financial year during balance period of his tenure, i.e., from August 1, 2026 to July 31, 2028, Mr. Vipul Prakash, Managing Director & Chief Executive Officer (MD & CEO) shall be paid the remuneration set out in points 1 and 2 as the minimum remuneration, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof for the time being in force.

5. **Other Terms:**

Subject to the superintendence, control and direction of the Board of Directors, Mr. Vipul Prakash shall manage and conduct the business and affairs of the Company as Managing Director and Chief Executive Officer of the Company. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

The appointment can be terminated by Mr. Vipul or the Company, after giving a notice of three months by either party.

Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the Corresponding Rules is given hereunder:

1. **General Information:**

a) Nature of Industry: DFM Foods Limited ("DFM") is incorporated under the Companies Act, 1956 having its registered office at 149, 1st Floor, Kilokari, Ring Road, Ashram, New Delhi - 110014.

DFM Foods Limited is a proudly Indian unlisted public company and a trailblazer in the packaged snack foods industry. Established under the Companies Act, DFM Foods is recognized as one of the top players in the FMCG sector, celebrated for its pioneering role in introducing packaged snacks to Indian consumers. The company's portfolio includes a diverse and ever-expanding selection of snack foods such as cereal-based snacks, chips, rice chips, potato chips, corn snacks, whole grain snacks, namkeens, confectionery, and various cereal preparations.

DFM Foods has established a rich legacy through years of innovation, customer trust,

and commitment to quality, making it a household name across the country.

b) Date or expected date of commencement of commercial production: The Company was incorporated on March 17, 1993, and the Certificate of Commencement of Business was granted on March 31, 1993.

c) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

d) Financial Performance based on the given indicators:

Particulars	Financial Year 2025-26 (Rs. in Crores)
Total Income	919.73
Depreciation	22.75
Tax Expense	(8.73)
Total Expenses (Other than Depreciation)	882.81
Net Profit/(Loss)	22.90
Paid up capital	10.09
Reserves & Surplus	112.34

e) Foreign Investment or Collaboration, if any: The Company has received Foreign Direct Investment under FDI guidelines. As on March 31, 2026, out of total paid-up capital, 96.63% is held by Foreign Investor under the Foreign Direct Investment Scheme of RBI. Further, the Company doesn't have subsidiaries, joint ventures and associate companies.

2. Information about the appointee:

a) Background Details:

Mr. Vipul Prakash holds a bachelor's degree of Technology in Mechanical Engineering from the Indian Institute of Technology, Delhi and holds a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He has over 27 years of experience in the field of operations and management.

Mr. Vipul is an experienced General Manager and Senior Marketing professional with a proven track record of driving exceptional business performance across regional and global roles. Skilled in setting transformative growth agendas and nailing execution with significant experience in managing P&L's and large brand portfolios across diverse categories and geographies. He is widely acknowledged & recognized for nurturing and mentoring outstanding talent and partnerships.

Prior to joining the Company, he was associated with MakeMyTrip (India) Private Limited in the capacity of Chief Operating Officer – India. In the past, he was associated with PepsiCo India Holdings Private Limited in the capacity of Marketing Senior Vice President- Category Beverages.

b) Past Remuneration: (INR in Crores)

Year	Fixed Salary paid	Variable Linked Bonus paid**
1st August, 2023 to 31st March, 2024*	2.51	1.33
1st April, 2024 to 31st March, 2025	3.67	1.97
1st April, 2025 to 31st March, 2026	3.90	3.71
1st April, 2026 to 30th June, 2026*	1.08	Nil

**** Remuneration paid on a pro rata basis.***

***** Variable Linked Bonus actually paid for the respective financial years***

The remuneration paid including Variable Linked Bonus has remained within the overall limits approved by the Members of the Company.

c) Recognition or Awards: Not Applicable

d) Job Profile and their suitability: Mr. Vipul Prakash is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. Mr. Vipul has extensive experience in strategy and initiatives that have global and cross business impact

which include sustainability, diversity, business policies, sales and customer development, marketing, corporate governance, brand equity and talent development.

e) Remuneration Proposed: As stated above in the Explanatory Statement in Item No. 3 of this Notice.

f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): The proposed remuneration is commensurate with Mr. Vipul's qualifications, extensive professional experience, leadership capabilities, and the responsibilities entrusted to him as the Managing Director & Chief Executive Officer. The same has been determined considering his distinguished academic background, including an Engineering degree from the Indian Institute of Technology (IIT), Delhi and a Management qualification from the Indian Institute of Management (IIM), Ahmedabad, along with his rich professional experience of over 27 years with reputed organisations, including PepsiCo India Holdings Private Limited and MakeMyTrip (India) Private Limited. In view of his expertise, proven track record, and contribution towards the Company's growth and strategic objectives, the Board and the Nomination and Remuneration Committee are of the view that the proposed remuneration is fair, reasonable, and aligned with prevailing industry standards for similar leadership positions.

g) Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Mr. Vipul is a professional and does not have any pecuniary relationship with the Company or with any managerial personnel other than to the extent of remuneration proposed to be paid to him.

3. **Other Information:**

a) Reason for loss or inadequate profits: The Company faced a challenging financial performance during the financial years 2023-24 and 2024-25, resulting in losses during the said period. During this period, the Company remained focused on strengthening its business foundation and investing in strategic growth initiatives, including brand building, expansion of go-to-market capabilities, strengthening of talent, and technology enhancement. These initiatives were undertaken with a long-term objective of enhancing the Company's competitive position and creating sustainable value for stakeholders.

The Company's continued focus on operational improvement, business expansion, and strengthening of its market position has resulted in a significant improvement in its overall performance. The Company's revenue from operations increased substantially from INR 586 crores during the financial year 2022-23 to INR 916 crores during the financial year 2025-26, reflecting strong growth in business volumes and operational capabilities. The Company reported a Profit After Tax of INR 22.90 crores during the financial year 2025-26.

However, despite the significant growth in revenue and business operations, the profitability of the Company remained under pressure and was not commensurate with the scale of growth achieved. The margins continued to be impacted due to various factors, including increased input costs arising from volatility in global raw material prices, prevailing geopolitical uncertainties, and continued investments towards business growth and operational strengthening. Consequently, the profits generated during the financial year were considered inadequate to fully support the remuneration payable to Mr. Vipul in accordance with the applicable provisions of the Companies Act, 2013.

b) Steps taken or proposed to be taken for improvement: The Company expects that ongoing investments in growth initiatives will enhance revenues and improve operating efficiency going forward. In parallel, the Company is implementing cost optimisation measures to offset the impact of higher raw material costs driven by global geopolitical tensions.

c) Expected increase in productivity and profits in measurable terms: The Company has implemented efficiency and cost optimisation initiatives alongside strategic investments for long-term growth. While near-term profitability was impacted by these factors and higher input costs, these measures are expected to improve productivity and financial performance going forward.

Details of the Director seeking fixation of remuneration at the forthcoming Annual General Meeting
(In pursuance of Secretarial Standard - 2 on General Meetings)

Particulars	Details
Name of Director	Mr. Vipul Prakash
DIN	00380769
Category	Executive Director
Date of Birth	January 19, 1968
Age (in years)	58
Nationality	Indian
Experience	27 years
Date of first appointment on the Board	August 1, 2023
Relationship with Directors and KMPs	Not related to any Director or KMPs of the Company
Qualification	B. Tech. in Mechanical Engineering, IIT Delhi MBA, IIM Ahmedabad
Expertise in specific functional area	27 Years (Operations and Management)
Terms and conditions of Appointment along with remuneration sought to be paid	As per the Special Resolution set forth at Item No. 3 of this Notice, read with the Explanatory Statement thereto
List of Directorship held in other Companies (excluding Foreign Companies, private and Section 8 Companies)	Nil
Membership/Chairmanship of Committee across Public Companies including DFM Foods Limited	**DFM Foods Limited** Chairperson of Risk Management Committee and Operations Committee of the Board
Number of Board/Committee Meetings attended by Director during the year	Board Meetings – 6 Committee Meeting – 1
Details of remuneration last drawn	Please refer to Clause 2(b) of the "Disclosure required under Section II of Part II of Schedule V to the Companies Act, 2013, read with the corresponding Rules", which is provided in the Explanatory Statement for Item No. 3.
Shareholding in the Company	Nil

In compliance with the provisions of Section 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the payment of the remuneration to the Managing Director and Chief Executive Officer as set out above is now being placed before the Members for their approval.

The contents of Item no. 3 of the notice and the relevant Statement may be treated as written Memorandum under Section 190 of the Companies Act, 2013.

Save and except Mr. Vipul Prakash and his relatives, to the extent of their shareholding in the Company, if any, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 3 of the Notice.

The Board recommends the Special Resolution for Item no. 3 of this Notice for the approval of the Members, individually.

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ANNUAL REPORT 2025-26



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Creative Visualization

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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 AUDITOR
M/s MSKA & Associates LLP
(formerly known as M/s MSKA & Associates)
Chartered Accountants

SECRETARIAL AUDITOR
M/s Chandrasekaran Associates,
Practicing Company Secretaries

INTERNAL AUDITOR
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
ICICI 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

Kanpur
K-27, K28, K29, G49 and G50,
Industrial Area, Kanpur Dehat,
Jainpur, Uttar Pradesh - 209311

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

Kurukshetra
H.B. No. 28, Khasra Nos. 8//4/1, 7, 14/1, 14/2, 17, 24 Min, 6/2, 15, 16, 25 Min,
Village Jhinwarheri, Tehsil Thanesar,
District Kurukshetra – 136131

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

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



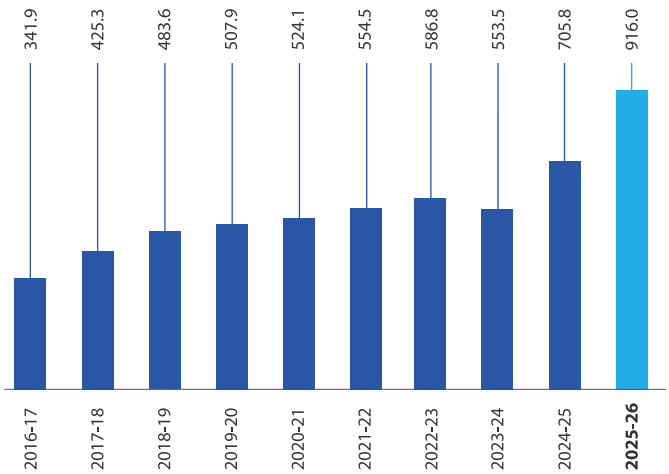
MR. SANDEEP BATRA

Non-executive
Independent Director

Financial Highlights

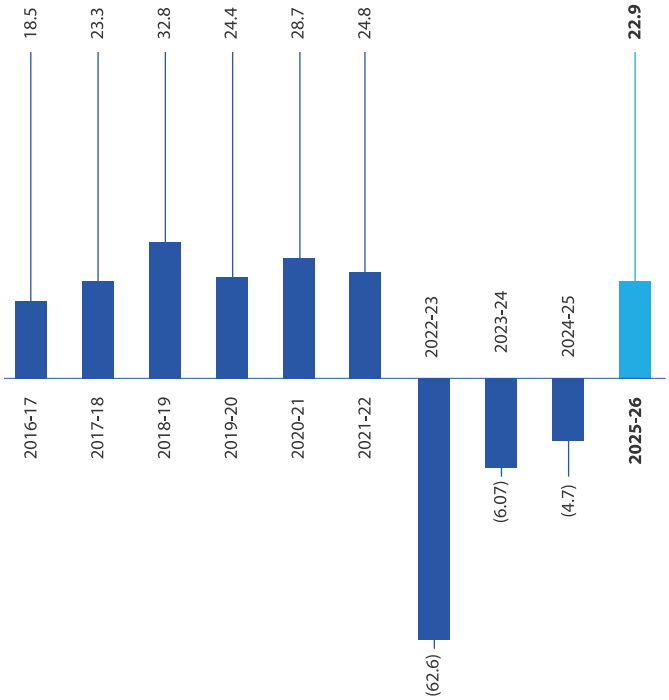
TURNOVER

(INR in Crore)



NET PROFIT/(LOSS) FOR THE YEAR

(INR in Crore)



EARNINGS PER SHARE

(in INR)



Chairman's Message



Dear Shareholders,

It is my privilege to welcome you to the 33rd Annual General Meeting of DFM Foods Limited for the financial year 2025-26.

The past year represented an important milestone in the evolution of DFM Foods. It was a year in which the Company demonstrated that sustained investments in brands, innovation, manufacturing capabilities and people can translate into stronger business performance and meaningful value creation. More importantly, it reaffirmed that profitable growth is not the outcome of a single year's effort, but the result of disciplined execution and a long-term strategic vision.

As Chairman, I firmly believe that enduring businesses are built not by chasing short-term opportunities, but by continuously strengthening their competitive advantages, nurturing consumer trust and remaining agile in a rapidly changing marketplace. The progress achieved during FY 2025-26 reflects these principles and provides us with greater confidence as we embark on the next phase of our journey.

India: A Consumption Story with Enduring Potential

India continues to offer one of the most compelling growth opportunities among major global economies. Despite an uncertain geopolitical environment and evolving global trade dynamics, the country's economic fundamentals remain resilient. India continues to remain one of the world's fastest-growing major economies.

According to the International Monetary Fund (IMF), India's real GDP is projected to grow by 6.6% in FY 2025-26, underpinned by resilient domestic demand, continued public investment, favourable demographics and ongoing structural reforms. The country's strong macroeconomic fundamentals, coupled with the rapid expansion of digital commerce, continue to provide a robust foundation for long-term growth in the consumer goods sector. Alongside economic growth, the Indian consumer is evolving rapidly. Higher disposable incomes and increasing digital adoption are leading to greater and shifting aspirations, which is reshaping consumption patterns across the country. Quick commerce, and specifically e-commerce have significantly enhanced consumer access while accelerating product discovery and purchase decisions.

These developments provide a powerful platform for consumer-focused businesses that can combine innovation, affordability and operational excellence.

A Dynamic Future for Packaged Snacks

The packaged snacks industry continues to benefit from evolving lifestyles and increasing preference for convenient, hygienic and branded food products. Consumers today seek greater variety, authentic flavours and products that cater to diverse consumption occasions, while simultaneously becoming more conscious of health, quality and value.

These evolving preferences are driving innovation across the industry and creating opportunities for companies capable of anticipating consumer needs rather than merely responding to them.

At DFM Foods, we view these shifts as an opportunity to strengthen our relevance with consumers while building a diversified portfolio that addresses multiple categories, formats and price points.

Delivering Performance with Discipline

Against this favourable industry backdrop, DFM Foods delivered a year of strong operational and financial performance.

Revenue from operations increased by **29.8%,** from **INR 705.8 crore** to **INR 916.0 crore**. Growth was broad-based, supported by the continued strength of our flagship brands, expanding contribution from our value play and Namkeen portfolio, successful product innovations, wider market reach and increasing participation in high-growth channels such as Quick Commerce and Large Packs.

Even more encouraging was our return to profitability.

The Company reported a **Profit Before Tax of INR 14.17 Crores**, compared with a **Loss Before Tax of INR 12.01** Crores in the previous financial year. In addition to the impressive revenue growth, this remarkable turnaround is a testament to the company's effective portfolio management, and sustained cost optimisation initiatives, which were aided by favourable commodity trends. To keep pace with the growth, the Company rapidly expanded its manufacturing footprint by setting up new co-packing facilities in Hyderabad, Varanasi and Kurukshetra. This helped add required production capacity and enhance supply chain efficiency.

These results reinforce an important belief that profitable growth is achieved through consistent operational discipline rather than isolated initiatives.

Investing Beyond the Present

Every successful consumer business must continuously invest ahead of demand.

Innovation also remained central to our strategy. We leveraged consumer insights, and our R&D capabilities to introduce several new products, including offerings under our "Better for You" portfolio, Choco Rings, Pipe Masala and Pudina Chips, while continuing to strengthen our flagship brands-Crax, Natkhat, Curls and Fritts. Following the close of the financial year, we continued this momentum with the introduction of Biggies Chilli Cheese, Crax Chilli Pipes, Crax Mango Rings, Crax Strawberry Rings and Crax Truffle Fries.

These capabilities will increasingly differentiate successful businesses in the years ahead.

Building an Enduring Institution

While financial performance remains important, the true measure of a Company's success lies in its ability to build an institution that creates enduring value for all stakeholders.

At DFM Foods, we remain committed to the highest standards of governance, ethical conduct and responsible business practices. We continue to invest in strengthening our organisational capabilities, fostering a culture of accountability and empowering our people to innovate and excel.

Equally important is our commitment to sustainable growth. As we expand our manufacturing footprint and strengthen our market presence, we remain conscious of our responsibilities towards our employees, business partners, communities and the environment. Long-term success can only be achieved when growth is pursued responsibly and inclusively.

Looking Ahead

The opportunities before us are significant, but so are the expectations.

As we enter FY 2026-27, our priorities remain clear- to strengthen our brands, accelerate innovation, deepen market penetration, expand manufacturing capabilities and continue driving profitable growth through operational excellence.

The Board remains confident that DFM Foods possesses the strategic direction, organisational capabilities and financial discipline required to build a stronger and more resilient enterprise.

Our ambition extends beyond achieving superior financial performance. We aspire to build an institution admired for its brands, trusted by consumers, respected by business partners and valued by shareholders for its ability to consistently create long-term value for the generations to ccome.

Acknowledgement

On behalf of the Board of Directors, I express my sincere appreciation to our shareholders for their continued confidence and trust.

I also extend my gratitude to our employees, distributors, suppliers, co-packing partners, customers and all other stakeholders whose dedication, collaboration and belief in DFM Foods have made this year's achievements possible.

Warm Regards

Hemant Madhusudan Nerurkar
Chairman

DIRECTORS' REPORT

Dear Shareholders,

The Board of Directors takes pleasure in presenting its Report and the Audited Financial Statements for the financial year ended March 31, 2026. (" the Financial Year under review").

1. FINANCIAL SUMMARY

(INR in Crores)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue from operations	**915.96**	705.77
Profit/(Loss) before tax	**14.17**	(12.01)
Profit/(Loss) after tax	**22.90**	(4.66)

The Audited Financial Statements for the financial year 2025–26 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 29.78%, with revenue from operations increasing from INR 705.77 Crores to INR 915.96 Crores. The growth was driven by strong performance across the core portfolio, significant contribution from the value play and Namkeen categories, successful product innovations including the Better for You Portfolio, Choco Rings, Pipe Masala, Pudina Chips etc., improved market penetration, and continued expansion of the quick commerce and large pack channels. The Company also strengthened its manufacturing footprint by onboarding additional co-packing partners, enhancing production capacity and supply chain efficiencies to support future growth.

The Company continued to focus on profitable growth through a disciplined approach towards portfolio management, innovation and operational excellence. Improved product mix, favourable commodity prices and focused cost optimisation initiatives resulted in higher material margins and improved operating performance. These were partially offset by material yield inefficiencies and higher factory overheads during the year. The Company's continued investment in distribution expansion, e-commerce presence and manufacturing capabilities, together with strong execution across key markets, contributed to a turnaround in profitability, resulting in a Profit Before Tax of INR 14.17 Crores as compared to a Loss Before Tax of INR 12.01 Crores in the previous financial year.

BUSINESS OUTLOOK

DFM Foods, led by its flagship brand Crax, continues to strengthen its competitive position in India's fast-growing packaged snacks market. The Company remains focused on leveraging evolving consumer preferences, expanding distribution reach, innovation-led product development and enhanced manufacturing capabilities to capitalise on long-term industry growth opportunities.

Looking ahead, the Company remains focused on driving sustainable and profitable growth in FY27 and beyond. The growth strategy is anchored on innovation-led portfolio expansion, acceleration of high-growth channels such as quick commerce and large packs, and deeper penetration in retail and rural markets. The Company also plans to expand its manufacturing and supply chain footprint through capacity augmentation, to enhance service levels more cost effectively across geographies.

The Company's growth plans are based on driving healthy margins, which are in turn supported by continued emphasis on cost take-out programmes, product mix and supply chain efficiencies.

While the sector remains competitive, the Company remains confident of its ability to offer valuable product differentiation and create value through strong brands and operational execution.

ENHANCING PRODUCT PORTFOLIO

The Company continues to strengthen its product portfolio to address the evolving preferences of Indian consumers across age groups and consumption occasions. Its offerings span key categories including

extruded snacks, potato chips, traditional Namkeens, premium and global-inspired formats, and the Better-For-You segment. Established brands such as Crax Rings, Natkhat, Curls and Fritts continue to enjoy strong consumer acceptance and loyalty across markets.

Innovation remains a core pillar of the Company's growth strategy. During the year, the Company successfully strengthened its innovation pipeline through differentiated launches such as Fritts Peri Peri, Choco Rings and expanded offerings in the Better for You category. These initiatives enhanced consumer engagement and supported portfolio diversification across key channels including General Trade, Modern Trade and Quick Commerce. Subsequent to the close of the financial year, the Company further expanded its portfolio through the launch of new flavours of its existing products, including Biggies Chilli Cheese, Crax Chilli Pipes, Crax Mango Rings and Crax Strawberry Rings, as well as the introduction of a new product, Crax Truffle Fries. The Company will continue to focus on developing differentiated, scalable and consumer-relevant innovations to strengthen its market position and drive long-term growth.

- **Crax Corn Rings:** The iconic corn rings snack that has brought joy to kids for years. Available in flavours such as Tangy Tomato, Masala Mania and Chatpata, it also carries the excitement of a surprise toy inside, making snack time more playful.
- **Crax Biggies:** A bigger, bolder cheese snack built for relaxed consumption occasions such as movie nights, favourite shows and game nights. Available in Swiss Cheese and Chilli Cheese flavours.
- **Crax Curls:** Curled corn puffs known for their unique melt-in-the-mouth texture and enjoyable seasoning. The range includes Chatpata Masala, Cheesy Delight and Tomato Treat.
- **Natkhat:** A classic wheat puff snack with a light, crispy bite and timeless appeal. Available in Classic and Masala, it works equally well for tea-time, sharing and everyday munching.
- **Crax Fritts:** Fries-shaped baked snacks made with a crunchy blend of corn and potatoes. Available in Cream & Onion and Peri Peri, it offers a fun snacking format with a distinctive bite.
- **Crax Crunchy Pipes:** A wheat-based crunchy snack that delivers a light, seasoned munching experience, designed to satisfy everyday snacking cravings.
- **Crax Crunchy Noodles:** A noodle-shaped crunchy snack with a burst of masala flavour in every bite, created for consumers who enjoy playful formats and bold taste.
- **Crax Cheese Balls:** Bite-sized corn-based cheese snacks coated with cheesy flavour, delivering a crisp and melt-in-the-mouth snacking experience.
- **Crax Namkeens:** A wide range of traditional Indian savoury mixes for spicy, tangy and crispy snacking. The portfolio includes favourites such as Mast Mattar, Double Mazza, Aloo Bhujia, Moong Dal, Bhujia, Khatta Meetha, Navratan, Mast Moongfali and Punjabi Tadka.
- **Crax Choco Rings:** A fun extension of the Crax Rings platform, combining the crispy ring format with delicious chocolate taste. Each pack also includes a surprise toy to make snack time more engaging for kids.
- **Crax Korean Noodles:** A crunchy snack inspired by Korean ramen-style flavours, delivering a tangy and spicy taste experience for consumers looking for global snacking cues.
- **Crax Truffle Fries:** A premium oven-baked fries-style snack made with black truffle and parmesan cheese flavour, bringing an elevated global taste cue to the potato snacking space.
- **Crax Fryumms:** A homestyle classic fryum-style snack with a light salted crunch and a mixed bag of familiar shapes, bringing variety and fun to everyday munching.
- **Crax Aloo Chips:** A homestyle potato chip range made with sun-dried potatoes and groundnut oil, available in flavours such as Rock Salt and Red Chilli, including options suited for fasting occasions.
- **Crax Peri Peri Ragi Chips:** A better-for-you snacking option that combines the goodness of ragi with a bold Peri Peri flavour. It is positioned as a tasty ragi snack with protein, fibre and groundnut oil.
- **Crax Ragi Nut Cracker:** A reimagined nut cracker made with the goodness of ragi and groundnut oil. It offers a light, crispy and masala-seasoned snack with a protein-led proposition.
- **Crax Zero Potato Chips:** A reinvented potato chips range made with groundnut oil and positioned around zero palm oil, zero trans fat and zero preservatives. Available in Simply Salted and Masala Punch.
- **Crax Zero Namkeens and Nut Mixes:** A mindful snacking range covering Classic Salted Peanuts, Cocktail Nut Mix, Aloo Bhujia and Moong Dal, built on the same zero palm oil, zero trans fat and zero preservatives promise.

2. DIVIDEND

In view of the profits earned by the Company during the financial year 2025–26 and after considering the Company's overall financial position, future business requirements, and other relevant factors, the Board decided not to declare the dividend for the financial year ended March 31, 2026.

3. RESERVES

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

4. CHANGE IN CAPITAL STRUCTURE

During the Financial Year under review, the Company has not increased its Authorized Share Capital.

As on the 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 Lakhs Only) Equity Shares of INR 2/- each and 20,00,000 (Twenty Lakhs Only) 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, 2026, 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.

5. 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 2025-26 is set out below:

S. No	Particulars	Details
1.	ESARs granted	17,10,625
2.	ESARs vested	68,696.80
3.	ESARs exercised	Nil
4.	Total number of equity shares arising as a result of exercise of ESARs	Nil
5.	ESARs lapsed	2,88,903.65
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 July 15, 2026	42,85,745.41
10.	ESARs granted to key managerial personnel	• Mr. Vipul Prakash, Managing Director & CEO: 10,05,625; • Ms. Vaishali Singh, Company Secretary & Legal Head: 15,000
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. Vipul Prakash	10,05,625
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 2025-26. For previous financial years, kindly refer respective year's Annual Reports.

6. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

7. 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.

8. 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 the preparation of the annual accounts, the applicable accounting standards had been followed, along with proper explanation relating to material departures;

b) the Directors had selected such accounting policies and applied them consistently and made 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.

9. 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 comprises six members. The Chairman, Mr. Hemant Madhusudan Nerurkar, is a Non-Executive Independent Director of the Company.

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 to January 13, 2030, in the 31st Annual General Meeting of the Company held on December 30, 2024.

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Sahil Dilip Dalal, Non-Executive Non Independent Director of the Company, is liable to retire by rotation at the ensuing AGM and being eligible has offered himself for re-appointment.

The Board at its meeting held on July 15, 2026 and based on the recommendation of the Nomination and Remuneration Committee, has proposed the above-mentioned re-appointment of Mr. Sahil Dilip Dalal 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. Sahil Dilip Dalal are provided in the Notice convening the ensuing AGM of the Company and the relevant resolution is recommended for approval of the shareholders 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, 2026, 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 1, 2021)

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

10. 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 24, 2026, without the presence of the 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,

f) Operations Committee*.

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

**Operations Committee was constituted by the Board in its meeting held on July 17, 2025.*

11. 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 section 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/2026/02/Familiarization-Programme-for-2025-26.pdf.

12. 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.

13. INTERNAL FINANCIAL CONTROLS

The Company has established and maintained an adequate system of internal financial controls commensurate with the size, scale and complexity of its business operations. The internal financial control framework is designed to provide reasonable assurance regarding the orderly and efficient conduct of business, safeguarding of the Company's assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and the timely preparation of reliable financial information, in compliance with applicable laws, regulations and internal policies.

The Board, through periodic reviews, monitors the adequacy and effectiveness of the Company's internal financial control systems and ensures that appropriate corrective actions are taken wherever necessary. The effectiveness of these controls is evaluated through continuous monitoring by the management, self-assessment by functional heads, internal audit reviews and statutory audit procedures. Based on such reviews and assessments, the Board is of the opinion that the Company's internal financial controls were adequate and operating effectively during the Financial Year under review.

14. UNPAID/ UNCLAIMED DIVIDEND

Pursuant to the provisions of Section 124(5) of the Act, during the financial year 2025-26, final dividend for FY 2017-18 amounting to INR 7,73,700, 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 Investor Education and Protection Fund ("IEPF") established by the Central Government.

In accordance with Rule 6(3)(a) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has, on June 1, 2026, issued individual notices to shareholders who have not claimed their dividends for seven consecutive years and whose equity shares are due to be transferred during FY 2026-27, at their latest available addresses. These notices were issued at least three months prior to the due date of transfer of shares.

Simultaneously, the Company has published a notice in leading newspapers in English and regional language having wide circulation, informing the concerned shareholders that the details of such shareholders, including their names and Folio Numbers/DP ID–Client ID, are available on the Company's website.

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

15. AUDIT COMMITTEE

As on March 31, 2026, the Audit Committee comprises 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.

16. AUDITORS AND AUDITOR'S REPORT

a) Statutory Auditors

As per provisions of Section 139(1) of the Act, the shareholders of the Company in the 30th AGM held on November 29, 2023, approved the appointment of M/s MSKA & Associates LLP *(formerly known as M/s M S K A & Associates)*, Chartered Accountants (ICAI Firm Registration No. 105047W), as Statutory Auditors for a period of five (5) years.

M/s MSKA & Associates LLP *(formerly known as M/s M S K A & 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 Auditor's Report for the financial year ended March 31, 2026 is unmodified and does not contain any qualification, reservation, or adverse remark requiring explanation or clarification from the Board.

b) Details in respect of frauds reported by auditors

There were no instances of fraud reported by the auditors.

c) Secretarial Auditor

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 ended March 31, 2026.

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 Auditor

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 Auditor of the Company.

e) Cost Auditor

Provisions of Section 148 of the Act read with the 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.

17. RISK MANAGEMENT

Risk management is an integral part of the Company's strategy and is embedded within its operating framework. The Company believes that effective risk management and resilience are fundamental to achieving long-term sustainable growth and creating value for all stakeholders.

The Company has established a robust Enterprise Risk Management (ERM) Framework that provides a structured and institutionalised approach to identifying, assessing, mitigating, monitoring, and governing key strategic and operational risks across the organisation. The framework encompasses a broad spectrum of risks, including strategy risk, data security risk, fiduciary risk, credit risk, liquidity risk, reputational risk, EHS risk, competition risk, fraud risk, technological risk, cyber security risk, intellectual property risk, material availability risk, fire or allied risk at manufacturing/tolling units, key talent risk, and other emerging risks that may impact the Company's operations.

The Enterprise Risk Register is reviewed by the Risk Management Committee on a half-yearly basis to evaluate key risk exposures, emerging risks, and the effectiveness of mitigation measures implemented across the organization. Based on its review, the Risk Management Committee submits a summary of the key risks and mitigation actions to the Audit Committee for its oversight. The Audit Committee reviews the adequacy and effectiveness of the Company's risk assessment and mitigation framework and provides guidance to strengthen risk management practices. The Board, through the Audit Committee, oversees the establishment and implementation of an adequate risk management system and undertakes a comprehensive annual review of the effectiveness of the Company's overall risk management framework.

During the Financial Year under review, one meeting of the Risk Management Committee was held on December 4, 2025. The Committee reviewed the Company's Risk Management Policy in light of the evolving business and operating environment and recommended appropriate revisions to strengthen the Company's risk management framework. The revised Policy, inter alia, provides for the identification and classification of key risks, the periodic review of the risk register, and clearly defines the roles and responsibilities of the Risk Management Committee, the Audit Committee, the Board of Directors and the functional heads in overseeing and managing risks across the organisation. The revised Policy was approved by the Board of Directors at its meeting held on May 22, 2026 and is available on the Company's website at https://crax.in/investor/.

As on March 31, 2026, the RMC comprised 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.

18. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy (Vigil Mechanism) in accordance with the provisions of the Companies Act, 2013. The Policy provides a mechanism for directors, employees, and other stakeholders to report genuine concerns regarding any actual or suspected unethical behaviour, fraud, violation of applicable laws, or breach of the Company's policies. The Policy also provides adequate safeguards against victimisation of whistle blowers and ensures direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The Whistle Blower Policy is available on the Company's website at https://crax.in/wp-content/uploads/2023/12/Vigil-Mechanism-Whistleblower-Policy.pdf.

A brief note on the highlights of the Whistle Blower Policy, is provided in the Report on Governance, which forms part of this Report.

19. CORPORATE GOVERNANCE

The Board of Directors comprises experienced professionals with diverse expertise, providing

effective leadership and strategic guidance to the Company. The Company is committed to maintaining high standards of corporate governance through well-defined policies, robust internal controls, and transparent decision-making processes that promote accountability, integrity, and ethical business conduct. The Board, supported by its Committees, provides effective oversight of key areas, including audit, risk management, compliance, and stakeholder interests, while ensuring adherence to applicable statutory and regulatory requirements.

A detailed Report on Governance, setting out the Company's governance philosophy and practices, forms part of this Annual Report as Annexure – 3.

20. HUMAN RESOURCES AND EMPLOYEE RELATIONS

Our employees remain our most valuable asset and a key driver of the Company's sustained growth and long-term success. We are committed to attracting, developing, and retaining high-potential talent by fostering a collaborative, transparent, and performance-driven work environment. Merit-based recognition and rewards continue to be integral to our people practices, encouraging excellence, accountability, and high performance across the organization.

We recognize that a diverse and well-managed workforce is a key driver of organizational success in today's evolving business landscape. By embracing diversity and fostering an inclusive culture, we strengthen creativity, innovation, and problem-solving through the integration of varied perspectives and experiences in decision-making processes. An inclusive workplace also enhances our ability to attract and retain Building an inclusive culture not only supports in attraction and retention of top talent but also enhances employee engagement and overall performance.

Furthermore, a diverse workforce that reflects the diversity of our stakeholders and communities enables the Company to better understand evolving market needs and respond more effectively to changing business realities. We remain committed to advancing diversity and inclusion beyond representation by promoting equitable policies, inclusive leadership practices, and continuous awareness building initiatives. Our objective is to ensure that every employee feels valued, respected, and empowered to contribute meaningfully to the Company's success.

During the year under review, employee and industrial relations remained cordial and harmonious.

As on March 31, 2026, the Company had a workforce of 686 permanent employees. The Human Resources function continues to focus on nurturing talent, building capabilities, supporting employee well-being, and preparing our workforce to meet current and future business challenges. Through focused people initiatives, we remain committed to creating opportunities for growth and fostering a high-performance culture across the organization.

21. 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, 7, 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 95,99,967.72 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. 3.1, which forms part of the Audited Financial Statements.

Further, in compliance with the provisions of Rule 23 of the Non-Debt Instrument Rules 2019, M/s MSKA & Associates LLP *(formerly known as M/s M S K A& 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.

22. 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. 29 to the Audited Financial Statements which sets out related party disclosures pursuant to IND AS-24.

23. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As on March 31, 2026, the Corporate Social Responsibility Committee comprises 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.

The Company views Corporate Social Responsibility as an integral part of its commitment to responsible business practices and community development, beyond statutory requirements.

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and in view of the average net loss incurred by the Company during the preceding three financial years, the Company was not required to incur mandatory CSR expenditure for the financial year 2025–26.

24. 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 2025-26 is available on the website of the Company at https://crax.in/wp-content/uploads/2026/07/2025-26.pdf

25. PARTICULARS OF REMUNERATION OF DIRECTORS/ KMP/EMPLOYEES

The particulars of remuneration under Section 197 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.

26. 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.

27. 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, the Internal Complaints 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 an Internal Complaints Committee which comprises of seven 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.

Details of complaint during the Financial Year under review:

Number of complaints of sexual harassment received in the year 2025-26	Number of complaints disposed of during the year 2025-26	Number of cases pending for more than ninety days
1*	NIL	NIL

**The complaint was disposed off within the prescribed time period of 90 days from the date of its receipt by Internal Complaints Committee.*

28. 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.

29. 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.

30. 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.

31. DEPOSITS FROM PUBLIC

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

32. 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.

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

The Company is committed to maintaining the highest standards of quality, environmental health, and safety (EHS), supported by a proactive approach to regulatory compliance and continuous improvement. Regular internal audits, reviews, and monitoring mechanisms are undertaken to ensure adherence to applicable statutory requirements as well as alignment with national and internationally recognized benchmarks.

At DFM Foods Limited, sustainability is an integral part of our business strategy and long-term value creation approach. As the maker of the trusted Crax brand, the Company remains committed to delivering safe, affordable, and enjoyable food products while creating a positive impact for all stakeholders, including consumers, employees, communities, farmers, business partners, investors, and the environment. During FY 2025–26, the Company further strengthened its ESG framework through enhanced governance mechanisms, sustainability initiatives, stakeholder engagement, and performance monitoring systems aligned with the National Guidelines on Responsible Business Conduct (NGRBC), Business Responsibility and Sustainability Reporting (BRSR) requirements, and other applicable global sustainability standards.

The Company's ESG strategy is guided by a materiality-led approach, ensuring alignment between business priorities and stakeholder expectations. Based on stakeholder consultations and business impact assessments, key material topics include food safety and product quality, consumer health and nutrition, sustainable packaging and circular economy, climate change and energy management, water stewardship, waste management, and employee health, safety and well-being. These priorities continue to guide the Company's sustainability investments, risk management framework, target-setting, and performance monitoring processes, supported by strong oversight from the Board and management, as well as alignment with Advent's global ESG framework.

During the year, the Company continued to strengthen its environmental stewardship through initiatives focused on energy efficiency, increased adoption of renewable energy, and reduction in greenhouse gas emissions. The Company maintained its commitment to 100% Plastic Neutrality through compliance with Extended Producer Responsibility (EPR) obligations and continued to strengthen structured waste management and recycling practices. On the social front, the Company remained focused on food safety, product quality, nutrition improvement, employee well-being, and community engagement initiatives, including the Crax Awareness Program in Nutrition and Sustainability (CANS). Governance practices were further strengthened through robust ethics and compliance systems, risk management processes, and internal controls, reinforcing transparency, accountability, and responsible business conduct.

The ESG Dashboard FY 2025–26 is provided below, summarizing key performance highlights across environmental, social, and governance areas.

ESG Area	FY 2025-26 Highlights
ESG Governance	ESG oversight through Board and Committees
Materiality Assessment	Double Materiality Assessment completed covering key stakeholder priorities and business impacts
S&P Global CSA Performance	Improved from baseline score of 11 (2023) to 62 (2025)
Food Safety Management	FSSC 22000 and ISO 22000 certified manufacturing operations
Consumer Safety	Robust Quality Assurance and Food Safety Management Systems across manufacturing network
Nutrition Improvement	Continued reformulation initiatives reducing sodium and saturated fat across product portfolio
Renewable Energy	Increased adoption of solar energy at manufacturing facilities
Climate Action	Continued focus on energy efficiency and carbon footprint reduction
Plastic Neutrality	100% Plastic Neutrality maintained through EPR compliance framework
EPR Compliance	100% Compliance with CPCB EPR obligations
Waste Management	Structured segregation, recycling and responsible disposal practices
Water Stewardship	Water conservation and resource efficiency initiatives implemented across operations
Employee Health & Safety	Focus on safe workplace, training and occupational health management
Ethics & Compliance	Code of Conduct, Vigil Mechanism and Anti-Corruption Framework operational
Supply Chain Governance	Vendor quality assurance and responsible sourcing assessments strengthened
Community Engagement	Nutrition and sustainability awareness programmes conducted through CANS initiative
Stakeholder Engagement	Active engagement with consumers, employees, investors, suppliers, regulators and communities

34. 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.

35. 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.

36. 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 shareholders.

On behalf of the Board

Sd/-

Hemant Madhusudan Nerurkar

Chairman

Place: Mumbai

Date: July 15, 2026

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 theretirement 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 May 25, 2022 and now amended on June 20, 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 June 20, 2023.

ANNEXURE-2 TO DIRECTORS' REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

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, 2026 ('**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, 2026, according to the provisions of:

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

(ii) The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the rules made thereunder; **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, 2025 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.

For Chandrasekaran Associates

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

Sd/-
Lakhan Gupta
Partner
FCS No 12682
Certificate of Practice No. 26704
UDIN: F012682H000371458

Date: May 15, 2026
Place: New 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/-
Lakhan Gupta
Partner
FCS No 12682
Certificate of Practice No. 26704
UDIN: F012682H000371458

Date: May 15, 2026
Place: New 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 integral to our business philosophy and From the foundation of our long-term success. We believe that strong governance fosters sustainable growth, enhances stakeholder confidence, and creates enduring value for shareholders and society at large.

Our governance framework is anchored in the core values of transparency, integrity, accountability, fairness, and ethical conduct. It promotes responsible decision-making, effective oversight, prudent risk management, and compliance with applicable laws and regulations. We continually strive to strengthen our governance practices in line with evolving regulatory requirements, industry best practices, and stakeholder expectations.

We are committed to conducting our business with the highest standards of honesty, professionalism, and corporate responsibility. Our policies, systems, and internal controls are designed to safeguard stakeholder interests, ensure operational excellence, and support the creation of sustainable long-term value. We recognize that sound governance extends beyond regulatory compliance and encompasses responsible business practices, environmental and social stewardship, and a culture of ethics throughout the organization.

We believe that trust is built through openness and meaningful engagement. Accordingly, we maintain transparent and constructive relationships with all our stakeholders, including shareholders, employees, customers, business partners, suppliers, regulators, and the communities in which we operate. We encourage a culture of accountability, inclusiveness, and respect that empowers our people to uphold the highest standards of corporate conduct.

At DFM, corporate governance is not merely a framework for compliance, it is a strategic enabler of resilience, responsible growth, innovation, and long-term value creation. We remain committed to continuously strengthening our governance practices to support sustainable business performance and reinforce our position as a responsible corporate citizen.

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 Independent Non-Promoter Chairman.

As on March 31, 2026, the Board consists of 6 (six) comprising 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 https://crax.in/investor/ .

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.

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 till January 13, 2030, in the 31st Annual General Meeting of the Company held on December 30, 2024.

During the Financial Year under review and as on March 31, 2026, 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	2
	Mr. Nihal Sarawgi	10479645	
Non-Executive, Independent Directors	Mr. Hemant Madhusudan Nerurkar	00265887	3
	Ms. Dipali Hemant Sheth	07556685	
	Mr. Sandeep Batra	00871843	
Managing Director and CEO	Mr. Vipul Prakash	00380769	1

Further, none of the Directors hold any equity shares in the Company as on March 31, 2026.

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

During the financial year ended March 31, 2026, Six (6) Board meetings were held on April 11, 2025, July 5, 2025, July 17, 2025, September 18, 2025, December 4, 2025 and February 24, 2026.

The last 32nd Annual General meeting of the Company was held on August 29, 2025.

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 within the prescribed timeline.

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, 2026 are given below:

S. No.	Name of the Director	Number of Board meetings attended during Financial Year 2025-26	Whether attended last AGM held on 29.08.2025	Number of Directorship held in other Public Companies[1]	Number of Committee positions held in other Public Companies[2]		Directorship in other Listed Companies (and category of directorship)	
						Chairperson	Name of Listed Entity	Category
1.	Mr. Hemant Madhusudan Nerurkar	6	Yes	5	3	2	1. Adani Enterprises Limited	1. NED-ID
							2. Igarashi Motors India Limited	2. NED-NID
							3. Raghav Productivity Enhancers Limited	3. NED-ID
2.	Mr. Sahil Dilip Dalal	5	No	1	1	-	Eureka Forbes Limited	NED-NID

S. No.	Name of the Director	Number of Board meetings attended during Financial Year 2025-26	Whether attended last AGM held on 29.08.2025	Number of Directorship held in other Public Companies[1]	Number of Committee positions held in other Public Companies[2]		Directorship in other Listed Companies (and category of directorship)	
						Chairperson	Name of Listed Entity	Category
3.	Ms. Dipali Hemant Sheth	6	Yes	9	6	-	1. Adani Wilmar Limited	2. NED-ID
							2. Welspun Corp Limited	3. NED-ID
							3. Spandana Sphoorty Financial Limited	4. NED-ID
							4. AWL Agri Business Limited (formerly known as Adani Wilmar Limited)	5. NED-ID
							5. Endurance Technologies Limited	6. NED-ID
							6. Raymond Realty Limited	7. NED-ID
4.	Mr. Vipul Prakash	6	Yes	-	-	-	-	-
5.	Mr. Nihal Sarawgi	3	Yes	-	-	-	-	-
6.	Mr. Sandeep Batra	5	Yes	1	-	-	Pidilite Industries Limited	Whole Time Director and CFO

[1] *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.*

[2] *for the purpose of determination of limit, chairpersonship and membership of the Audit committee and the Stakeholders' Relationship Committee alone is considered.*

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, 2026.

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

The Company has adopted a structured and ongoing Familiarization Programme for its Independent Directors to enable them to gain a comprehensive understanding of the Company's business, operations, industry landscape, business model, strategic priorities, organizational structure, and the regulatory environment in which it operates. The Programme also familiarizes Independent Directors with their roles, rights, responsibilities, and duties under the applicable statutory and regulatory requirements, thereby enabling them to effectively discharge their fiduciary responsibilities and contribute meaningfully to the deliberations of the Board and its Committees.

The familiarization process is a continuous exercise and includes periodic interactions with the Chairman, Executive Directors, Senior Management Personnel, and functional heads. Independent Directors are regularly apprised of significant developments relating to the Company's business and operating environment through presentations and discussions at Board and Committee meetings. These updates, inter alia, cover the Company's strategy, operational performance, financial performance, business initiatives, risk management framework, internal controls, Environment, Health & Safety (EHS), Environmental, Social and Governance (ESG) initiatives, technological developments, changes in the statutory and regulatory landscape, and other matters relevant to the effective functioning of the Board.

Where considered appropriate, Independent Directors are also provided with opportunities to interact with senior management and visit the Company's manufacturing facilities and other business locations to gain deeper insights into its operations and business processes.

The details of the Familiarization Programme imparted to the Independent Directors are available on the Company's website at https://crax.in/wp-content/uploads/2026/02/Familiarization-Programme-for-2025-26.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 aligned with 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 fulfil 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/areas of 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. Sahil Dilip Dalal	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Nihal Sarawgi	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

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 the compliance status with these laws.

CODE OF CONDUCT

Your Company has adopted a Code of Conduct for its Directors and Senior Management, reflecting its commitment to the highest standards of integrity, ethical behaviour, transparency, and accountability. The Code has been communicated to all Directors and members of the Senior Management and is available on the Company's website.

The Code of Conduct is complemented by various governance policies, including the Anti-Bribery and Anti-Corruption Policy, Economic Sanctions Policy, Whistle blower Policy, and Prevention of Sexual Harassment at the Workplace Policy, which collectively strengthen the Company's ethical and compliance framework.

All the Directors and employees of the Company including Senior Management have affirmed compliance with the Code of Conduct for the financial year 2025–26. The Code also incorporates the Code for Independent Directors in accordance with Section 149(8) read with Schedule IV of the Companies Act, 2013.

During the year, the Operations Committee of the Board approved and adopted the Code of Business Partners and the Code of Conduct for Operational Workforce, further reinforcing the Company's commitment to ethical business practices and responsible conduct across its operations and value chain.

Further, the Board of Directors on May 3, 2026, approved the Board Diversity Policy, reaffirming the Company's commitment to fostering diversity of skills, experience, expertise, gender, and perspectives on the Board to enhance its effectiveness and decision-making.

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 24, 2026 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 the 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 the Audit Committee and other Committees of the Board.

v) The information on recruitment and remuneration of Senior Officers just below the Managing Director and the Chief Executive Officer, including appointment or removal of the 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 structures 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 the Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

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

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

xv) Non-compliance with instead 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 appropriate steps in this matter.

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

viii) Reviewing the adequacy of the 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 the 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 themselves of the vigil mechanism.

xix) Reviewing and monitoring the auditor's independence and performance and the effectiveness of the 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) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Apart from the 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, 2026 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 Companies Act, 2013.

During the financial year under review, 6 (six) meetings of the Audit Committee were held on April 11, 2025, July 5, 2025, July 17, 2025, September 18, 2025, December 4, 2025 and February 24, 2026. The Audit Committee Meetings are attended by invitation by the Managing Director & CEO, Chief Financial Officer, Senior Management, 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, 2026 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	6	6
Mr. Hemant Madhusudan Nerurkar	Member	Non-Executive, Independent Director	6	6
Mr. Sahil Dilip Dalal	Member	Non-Executive, Non-Independent Director	6	5
Ms. Dipali Hemant Sheth	Member	Non-Executive, Independent Director	6	6

Mr. Sandeep Batra, the Chairperson of the Audit Committee of the Board was present at the last Annual General Meeting of the Company held on August 29, 2025.

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, 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 the 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 year, pursuant to the recommendation of the Risk Management Committee, the Board of Directors, at its meeting held on 22 May 2026, approved the revised Risk Management Policy of the Company. The revised Policy further strengthens the Company's enterprise risk management framework by providing a structured approach for the identification, assessment, mitigation, monitoring and reporting of strategic, operational, financial, compliance and emerging risks, including cyber security risks.

As on March 31, 2026, the Risk Management Committee consisted of 5 (five) Directors, 4 (four) of whom are Non-Executive Directors and 1 (one) is an Executive Director and 3 (three) of them are Independent Directors.

During the financial year 2025-26, 1 (one) meeting of the Risk Management Committee was held on December 4, 2025.

Composition of Risk Management Committee as on March 31, 2026

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

Mr. Vipul Prakash, the Chairperson of the Risk Management Committee of the Board was present at the last Annual General Meeting of the Company held on August 29, 2025.

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 the 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 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 the 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.

As on March 31, 2026, the Nomination & Remuneration Committee (Compensation Committee) of the Board consisted of 4 (four) Directors, all of whom 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 April 11, 2025, July 17, 2025 and February 24, 2026. 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, 2026 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	3	2

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 August 29, 2025.

Performance Evaluation

The Act contains provision for 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.

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 in 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 2025-26 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.

As on March 31, 2026, the 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 24, 2026. The Stakeholders' Relationship Committee Meetings are attended by invitation by the Managing Director & CEO 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, 2026 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	Nil

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 August 29, 2025.

Investor Grievance Redressal

The details of investor complaints received through the SCORES portal of the Company and resolved during the financial year ended March 31, 2026 are given below:

Number of shareholders' complaints received during the year	Number of complaints not solved to the satisfaction of the shareholders	Number of complaints pending at the end of the year
5	5	Nil

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

Company Secretary & Legal Head: Ms. Vaishali Singh.

Particulars	Complaints	Queries/ other Correspondence
For non-receipt of dividend/ shares lodged for transfer and demat	Nil	3 (Request for unclaimed dividends due to change in address or warrant expired or demat status)
Other queries/requests received from shareholders	Nil	53 (Request for the 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 – 56 queries/ correspondence**
Pending queries / complaints as on June 30, 2026	Nil	**Nil**

E. Corporate Social Responsibility Committee

The terms of reference of the Corporate Social Responsibility Committee are:

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

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

iii) Monitoring the CSR policy of the Company.

As on March 31, 2026, the Corporate Social Responsibility Committee of the Board consisted of 3 (three) Directors all of whom were Non-Executive Directors.

During the financial year 2025-26, no meetings were held by the Corporate Social Responsibility Committee.

Composition of Corporate Social Responsibility Committee as on March 31, 2026 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

F. Operations Committee

The Board in its meeting held on July 17, 2025 constituted the Operations Committee and the terms of reference of Operations Committee are as under:

i) To review and formally accept sanction letters issued by the Company's bankers with respect to the renewal of existing credit facilities.

ii) To apply to banks and financial institutions for opening new bank accounts, modifying or updating authorized signatories for existing accounts, availing internet banking or any other digital banking services to support the smooth functioning of the Company's day-to-day operations.

iii) To review and approve policies of the Company pertaining to Human Resources (HR), Environmental, Social, and Governance (ESG) initiatives ensuring alignment with statutory requirements and the Company's strategic objectives.

iv) To raise funds by way of borrowings on behalf of the Company, for purposes including but not limited to working capital and capital expenditure (Capex), up to a limit of INR 50 crores (Rupees Fifty Crores), on such terms and conditions as are considered in the best interest of the Company.

v) To invest surplus or idle funds of the Company in financial instruments such as Fixed Deposits, Liquid Funds, or Ultra Short-Term Liquidity Funds, ensuring that such investments are made on prudent terms and ensuring the 100% safety of the amount invested.

vi) To constitute, reconstitute, or dissolve internal committees (including the POSH Internal Committee) as required under applicable laws or Company policies, and to modify their composition from time to time, subject to compliance with legal and regulatory requirements.

As on March 31, 2026, the Operations Committee of the Board consisted of the following members:

- Mr. Vipul Prakash- Managing Director & CEO (Chairperson)
- Mr. Nikhil Mathur, Chief Financial Officer (Member)
- Ms. Richa Saraswat, Chief Human Resources Officer (Member)

During the financial year 2025-26, no meetings were held by the Operations Committee.

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 performance of 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 the 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; which is 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 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 Committees. The Company also pays sitting fees to the Independent Directors for attending the Independent Directors' meeting. Mr. Sahil Dilip Dalal and Mr. Nihal Sarawgi have waived their right to receive sitting fees for the FY 2025-26.

The remuneration of Non-Executive Independent Directors includes remuneration by way of commission as decided by the Board of Directors based on their participation and contribution to the affairs of the Company as well as the valuable time spent on the Company's matters.

The shareholders of the Company at the Annual General Meeting held on December 30, 2024 had approved the payment of remuneration by way of commission to the Non-Executive Independent Directors of the Company for a period of three financial years commencing from financial year 2024-25 to financial year 2026-27 as calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.

No Stock option has been granted to the Non-Executive Directors.

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

Name of Director	Commission paid for financial year 2025-26 (Rs. in Lakhs)	Sitting fee for attending Board/ Committee meetings (Rs. in Lakhs)
Mr. Hemant Madhusudan Nerurkar, Chairperson	12	6.6
Mr. Sandeep Batra	12	5.8
Ms. Dipali Hemant Sheth	12	6.3
Total	**36**	**18.7**

Note: The Company does not have any direct pecuniary relationship/ or 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 under the appointment of Managing Director & CEO.

The Executive Director, so long as he/she 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 2025-26

(in INR)

Particulars	Salary, allowances & perquisites
Managing Director & CEO	**Mr. Vipul Prakash**
Basic	2,29,19,484
HRA	1,14,59,748
Allowances (Including Special and Education)	46,36,302
PF Employer contribution	27,50,340
FPF Employer contribution	0
Provision for variable pay for Financial Year 2025-26	2,24,61,096
Provision for ESAR vesting for Financial Year 2025-26	5,59,80,863

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 three months written notice to the other party.

3. GENERAL BODY MEETINGS

The date, time and venue of the General Meetings held during the preceding three 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
August 29, 2025	11:00 A.M.	Through Video Conference/ OAVM	-	-
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.
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.

ii) Extra Ordinary General Meeting

There was no Extra Ordinary General Meeting held during the financial year 2025-26.

iii) Special Resolution(s) passed through Postal Ballot

A resolution seeking approval for capital-related matters was placed before the shareholders by way of a Postal Ballot conducted through the remote e-voting process only, in accordance with the applicable provisions of law. The remote e-voting facility was made available to eligible shareholders for the period commencing from 3 April 2026 and ending on May 2, 2026 (both days inclusive).

Upon completion of the remote e-voting process and scrutiny of the votes cast, the resolution received 41.23% votes in favour and 58.77% votes against, of the total valid votes cast.

Accordingly, as the resolution did not receive the requisite majority prescribed under the applicable laws and regulations, it was deemed to have not been passed by the shareholders.

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 a postal ballot. Special Resolution 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 on as arm's length basis and were not in conflict with the interest of the Company.

Attention is drawn to the disclosure of related party transactions set out in Note 29 to the financial statements.

The policy on dealing with Related Party Transactions can be accessed at: https://crax.in/wp-content/uploads/2023/12/Policy-on-Related-Party-Transactions-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 LLP (*formerly known as M/s M S K A & Associates*), are the Statutory Auditor of your Company. The details of the total fees for all services paid by the Company to the Statutory Auditor during is as follows:

(INR in Lakhs)

Type of Services	Financial Year 2025-26*
Payments to the auditors includes:	
Statutory audit	50
Certification	2
Limited Reviews	24
Reimbursement of expenses	4
Total	**80**

* Refer note 24 of the Audited financial statements.

iv) Disclosure under Sexual Harrassment

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, 2026	One (1)
Number of complaints disposed of during the year ended March 31, 2026	Nil
Number of complaints pending as on year ended March 31, 2026*	One (1)

The complaint was disposed off within the prescribed time period of 90 days from the date of its receipt by the Internal Complaints Committee.

v) Accounting Treatment

The Financial Statements of the Company for the financial year 2025-26 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 report

The Board has reviewed and taken note of the Compliance Report issued by the Company Secretary & Legal Head of the Company under Section 205 of the Companies Act, 2013, supported by the reports from the respective Heads of Departments (HODs) pertaining to the laws applicable to the Company at its meetings on a quarterly basis.

vii) Subsidiary Companies Monitoring Framework

The Company does not have any subsidiaries.

viii) Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.

ix) Audit Qualification

There is no qualification in the Independent Auditor's Report on the financial statements for the financial year 2025-26.

5. MEANS OF COMMUNICATION

i) Website

The Company's website https://crax.in/investor/ 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

The Annual Report, containing, inter alia, the Audited Financial Statements, Directors' Report, Report on Governance, Auditor's Report and other statutory disclosures, is circulated to the Members and other persons 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

Monday, August 31, 2026 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 2026-27 have 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, 2026, 99.42% of the Company paid-up equity share capital was held dematerialized form.

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

The Company has not issued any GDRs, ADRs, warrants or any other convertible instruments.

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), Howrah (Kolkata), Hyderabad (Telangana), Kurukshetra (Haryana), 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 2025–26, the Company transferred an amount of INR 7,73,700 towards unclaimed dividend to the Investor Education and Protection Fund ("IEPF") in accordance with the provisions of Section 125 of the Companies Act, 2013 read with the applicable rules made thereunder.

As on March 31, 2026, the unclaimed dividend balance which has not been transferred to IEPF Authority stood at INR 11.24 lakh.

Pursuant to Section 124(6) of the Companies Act, 2013 and the rules framed thereunder, equity shares in respect of which dividends remain unpaid or unclaimed for a consecutive period of seven years are required to be transferred to the IEPF. In compliance with the said provisions, the Company has during FY 2025-26, transferred 43,084 equity shares pertaining to dividends remaining unclaimed for seven consecutive years to the IEPF authority.

Shareholders whose shares have been transferred to the IEPF may claim the same from the IEPF Authority by making an online application in Form IEPF-5 available at www.iepf.gov.in, along with the prescribed fee and requisite documents, and by submitting a copy to the Company.

In accordance with Rule 6(3)(a) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has, on June 1, 2026, issued individual notices to shareholders who have not claimed their dividends for seven consecutive years and whose equity shares are due to be transferred during the FY 2026-27, at their latest available addresses. These notices were issued at least three months prior to the due date of transfer of shares.

Simultaneously, the Company has published a notice in leading newspapers in English and regional languages having wide circulation, informing the concerned shareholders that the details of such shareholders, including their names and Folio Numbers/DP ID–Client ID, are available on the Investor section of the Company's website.

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 15, 2026

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	Remuneration (Rs.)*	Qualifications	Experience (In years)	Date of Commencement of employment	Age	Last employment	Percentage of equity shares held	Relationship with Directors
1.	Mr. Vipul Prakash	Managing Director and CEO	7,60,76,342	Mechanical Engineering - IIT, Delhi and PG Diploma in Management - IIM, Ahmedabad	27	01.08.2023	58	MakeMyTrip (India) Private Limited	Nil	N.A.
2.	Mr. Swayam Prakash Misra	Chief Sales Officer	1,66,54,393	Mechanical Engineer - National Institute of Technology, Rourkela and MBA - Xavier Institute of Management	25	19.06.2023	51	Shree Baidyanath Ayurved Bhawan Private Limited	Nil	N.A.
3.	Mr. Nikhil Mathur	Chief Financial Officer	1,81,71,962	PGDBM, CA	32	01.07.2021	59	Microsoft Corporation (India) Private Limited	Nil	N.A.
4.	Mr. Tankeswar Baishya	Chief Supply Chain Officer	1,75,19,250	Postgraduate in industrial engineering and B. Tech in Agricultural Engineering	29	30.12.2024	56	APAC & MEA Signify (Philips Lighting)	Nil	N.A.
5.	Mr. Nepal Singh	Chief R&D Officer	1,27,81,926	Ph.D. (Food Technology)	34	23.01.2020	62	Haldiram Snacks Private Limited	Nil	N.A.
6.	Mr. Karan Gadhoke	Head – Marketing	93,49,588	MBA	12	01.07.2020	38	Mahindra Group	Nil	N.A.
7.	Mr. Kajal Debnath	Chief Regulatory Officer	80,75,268	M.SC- Food Technology from CFTRI	32	12.02.2020	56	Mother Dairy India Private Limited	NIL	N.A.
8.	Mr. Kuldeep Bishla	Business Head- Large Pack	71,83,496	MBA (Marketing) from GJUS&T, Hisar, and Bachelor of Science from Mahrishi Dayanand University.	17	30.08.2024	42	Pepsico India	NIL	N.A
9.	Mr. Ankur Davesar**	Group Manufacturing Head	68,86,996	Master's in Food Technology	24	04.03.2024	47	Good Nutrition	NIL	N.A
10.	Ms. Richa Saraswat***	Senior General Manager - Sales (East & South)	59,60,909	Post Graduate Diploma in Human Resource Management from IMI, Delhi and Bachelor's in Science with Computers from Delhi University	17	28.04.2025	42	United Breweries Limited	NIL	N.A.

*Note: *Remuneration includes variable pay paid for the financial year 2025–26.*

***Left the organization on June 18, 2026*

****Joined with effect from April 28, 2025*

EMPLOYED THROUGHOUT THE YEAR:

S. No	Name	Designation	Remuneration (Rs.)*	Qualifications	Experience (In years)	Date of Commencement of employment	Age	Last employment	Percentage of equity shares held	Relationship with Directors
1.	Mr. Vipul Prakash	Managing Director and CEO	7,60,76,342	Mechanical Engineering - IIT, Delhi and PG Diploma in Management - IIM, Ahmedabad	27	01.08.2023	58	MakeMyTrip (India) Private Limited	Nil	N.A.
2.	Mr. Swayam Prakash Misra	Chief Sales Officer	1,66,54,393	Mechanical Engineer - National Institute of Technology, Rourkela and MBA - Xavier Institute of Management	25	19.06.2023	51	Shree Baidyanath Ayurved Bhawan Private Limited	Nil	N.A.
3.	Mr. Nikhil Mathur	Chief Financial Officer	1,81,71,962	PGDBM, CA	32	01.07.2021	59	Microsoft Corporation (India) Private Limited	Nil	N.A.
4.	Mr. Tankeswar Baishya	Chief Supply Chain Officer	1,75,19,250	Postgraduate in industrial engineering and B. Tech in Agricultural Engineering	29	30.12.2024	56	APAC & MEA Signify (Philips Lighting)	Nil	N.A.
5.	Mr. Nepal Singh	Chief R&D Officer	1,27,81,926	Ph.D. (Food Technology)	34	23.01.2020	62	Haldiram Snacks Private Limited	Nil	N.A.

*Note: *Remuneration includes variable pay paid for the financial year 2025–26.*

EMPLOYED FOR PART OF THE YEAR:

S. No	Name	Designation	Remuneration (Rs.)*	Qualifications	Experience (In years)	Date of Commencement of employment	Age	Last employment	Percentage of equity shares held	Relationship with Directors
Nil										

On behalf of the Board

Place: Mumbai

Sd/-

Date: July 15, 2026

Hemant Madhusudan Nerurkar

Chairman

ANNEXURE-5 TO DIRECTORS' REPORT

A) CONSERVATION OF ENERGY:

The Company remains firmly committed to the conservation of energy across all facets of its operations, recognizing its critical role in promoting environmental sustainability, operational efficiency and responsible resource utilization. During the financial year 2025-26, the Company undertook several strategic and high-impact initiatives aimed at optimizing energy consumption, improving equipment efficiency, reducing avoidable waste and lowering its overall environmental footprint. These initiatives form an integral part of the Company's broader sustainability and operational excellence agenda.

(i) Energy conservation measures undertaken during financial year 2025-26

During the financial year 2025–26, the Company continued to implement various energy conservation and process optimisation initiatives across its manufacturing facilities. The key measures undertaken during the year included:

- Optimisation of utility systems, including the overhaul of AHUs and the chiller plant, resulting in improved energy efficiency and enhanced operational performance.
- Replacement and modification of production line equipment, including the installation of energy-efficient, non-motorised conveyors and process improvements to reduce power consumption, minimise material wastage and improve equipment reliability.
- Capacity enhancement and process optimisation across manufacturing lines, leading to improved productivity, reduced changeover time and better utilisation of resources.
- Installation of a higher-capacity burner on the Fryer Line, improving thermal efficiency, increasing productivity and reducing energy consumption per unit of production.
- Strengthening of preventive maintenance and power management practices to minimise unplanned downtime and improve the overall efficiency and reliability of manufacturing operations.

These initiatives contributed to improved energy efficiency, enhanced manufacturing productivity and optimal utilisation of resources during the year.

(ii) Steps taken by the Company for utilizing alternate sources of energy

The Company has been successful in procuring electricity supply through an open access solar photovoltaic system for its Greater Noida facility. The Company intends to increase the usage of renewable electricity across other plants, subject to the availability and feasibility of such alternate sources. Further, the Company continues to use piped natural gas at its Noida and Ghaziabad manufacturing facilities and a biomass heat exchanger at the third-party co-pack plant at Kashipur as alternate and cost-efficient sources of energy.

(iii) Capital investment on energy conservation equipment:

The capital investment on energy conservation equipment forms part of the overall capital expenditure incurred by the Company during the year.

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

Over the years, the Company's factories have consistently worked towards enhancing operational efficiencies by minimising the use of natural resources and reducing water, energy and carbon dioxide emissions while maximising production output. Procurement of electricity through the solar photovoltaic system has contributed to reduction in carbon dioxide emissions. The impact of other initiatives has not been individually measured.

B) TECHNOLOGY ABSORPTION:

(i) Efforts made towards absorption, adaptation and innovation

The Company continuously evaluates, adopts and integrates relevant technologies to address evolving operational and business requirements. Investments in automation, process improvements and technology enhancements have supported improved

reliability, operational consistency and reduced dependence on imported products.

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

The initiatives undertaken have resulted in consistent output, enhanced innovation capability, improved labour and fuel efficiency, better product quality, reduction in material consumption and strengthening of process capability across manufacturing operations.

(iii) Details of imported technology:

During the financial year, the Company did not import any technology.

(iv) Expenditure incurred on Research and Development

The Company considers Research and Development as an important driver of innovation, product enhancement, value engineering and cost optimization. R&D efforts are integrated across relevant functions and contribute to new product development, process improvements, quality enhancement and customization for emerging channels. The expenditure on Research and Development has not been separately disclosed in the financial statements, as it forms part of the Company's overall manufacturing, quality and product development costs.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of foreign exchange earnings and outgo during the financial year are as under:

(INR in Lakhs)

Particulars	Amount
Foreign exchange earned in terms of actual inflows	Nil
Foreign exchange outgo in terms of actual outflows (accrual basis)	527.24

On behalf of the Board

Sd/-
Hemant Madhusudan Nerurkar
Chairman

Place: Mumbai

Date: July 15, 2026

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, 2026, 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, 2026, and profit (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.

(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, 2026 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2026 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 27 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, the Company has used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

Additionally, the audit trail of prior years has been preserved by the Company as per the statutory requirements for record retention.

3. In our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.

For M S K A & Associates LLP
(Formerly known as M S K A & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W/W101187

Sd/-
Sumit Verma
Partner
Membership No. 509426
UDIN: 26509426XKVRON8987

Place: Gurugram
Date: July 15, 2026

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 LLP
(Formerly known as M S K A & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W/W101187

Sd/-
Sumit Verma
Partner
Membership No. 509426
UDIN: 26509426XKVRON8987

Place: Gurugram
Date: July 15, 2026

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 Auditor's 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 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 Rs. 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 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, 2026, 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, 2026, 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	GST 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, money raised by way of term loans during the year have been applied for the purpose for which they were raised.

(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, 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.

(c) We have not received any whistleblower complaints during the year and thus having no impact 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 41 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 LLP
(Formerly known as M S K A & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W/W101187

Sd/-
Sumit Verma
Partner
Membership No. 509426
UDIN: 26509426XKVRON8987

Place: Gurugram
Date: July 15, 2026

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 Auditor's Report of even date to the Members of DFM Foods Limited on the Financial Statements for the year ended March 31, 2026]

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, 2026 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, 2026, 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 LLP
(Formerly known as M S K A & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W/W101187

Sd/-
Sumit Verma
Partner
Membership No. 509426
UDIN: 26509426XKVRON8987

Place: Gurugram
Date: July 15, 2026

Balance Sheet

as at March 31, 2026

(INR in Lakhs)

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
I. ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	2.1	**17,524**	17,254
(b) Capital work-in-progress	2.1	**30**	49
(c) Right-of-use assets	2.2	**4,933**	1,879
(d) Other intangible assets	2.3	**173**	73
(e) Financial assets	3		
(i) Investments	3.1	**96**	96
(ii) Other financial assets	3.2	**1,595**	823
(f) Deferred tax asset (net)	4	**904**	-
(g) Other non-current assets	5	**1,972**	1,215
Total non-current assets		**27,227**	**21,389**
2. Current assets			
(a) Inventories	6	**6,496**	4,873
(b) Financial assets			
(i) Investments	7.1	**-**	832
(ii) Trade receivables	7.2	**1,676**	817
(iii) Cash and cash equivalents	7.3	**24**	60
(iv) Other bank balances	7.4	**327**	266
(v) Other financial assets	7.5	**934**	579
(c) Current tax assets (net)	8	**68**	42
(d) Other current assets	9	**2,670**	727
Total current assets		**12,195**	**8,196**
Total assets		**39,422**	**29,585**
II. EQUITY AND LIABILITIES			
1. Equity			
(a) Equity share capital	10	**1,009**	1,009
(b) Other equity	11	**11,234**	7,951
Total equity		**12,243**	**8,960**
2. Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	12.1	**1,757**	616
(ii) Lease liabilities	12.2	**3,610**	1,068
(b) Provisions	13	**446**	168
Total non-current liabilities		**5,813**	**1,852**
3. Current liabilities			
(a) Financial liabilities			
(i) Borrowings	14.1	**4,018**	5,230
(ii) Lease liabilities	14.2	**922**	253
(iii) Trade payables	14.3		
(A) Total outstanding dues of micro enterprises and small enterprises;		**3,913**	2,288
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		**7,466**	6,626
(iv) Other financial liabilities	14.4	**1,920**	1,654
(b) Other current liabilities	15	**2,517**	2,210
(c) Provisions	16	**610**	512
Total current liabilities		**21,366**	**18,773**
Total equity and liabilities		**39,422**	**29,585**
See accompanying notes to the financial statements	1-49		

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

For M S K A & Associates LLP
(formerly Known as M S K A & Associates)
Chartered Accountants
Firm Registration Number: 105047W/W101187

Sd/-
Sumit Verma
Partner
Membership No. 509426
Place: Gurugram
Date: July 15, 2026

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: Manila, Philippines
Date: July 15, 2026

Sd/-
Sandeep Batra
Director
DIN: 00871843
Place: Mumbai
Date: July 15, 2026

Sd/-
Nikhil Mathur
Chief Financial Officer
Place: Noida
Date: July 15, 2026

Sd/-
Vaishali Singh
Company Secretary
Membership No: A15108
Place: Noida
Date: July 15, 2026

Statement of Profit and Loss

for the year ended March 31, 2026

(INR in Lakhs)

	Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025
1.	Revenue from operations	17	**91,596**	70,577
2.	Other income	18	**377**	268
	Total income		**91,973**	**70,845**
3.	**Expenses**			
	(a) Cost of materials consumed	19	**51,939**	42,682
	(b) Changes in inventories of finished goods	20	**(746)**	(897)
	(c) Employee benefits expenses	21	**9,746**	7,683
	(d) Finance costs	22	**833**	623
	(e) Depreciation and amortisation expenses	23	**2,275**	1,492
	(f) Other expenses	24	**26,509**	20,463
	Total expenses		**90,556**	**72,046**
4.	**Profit/(Loss) before tax**		**1,417**	**(1,201)**
5.	**Income tax expense**			
	(a) Current tax	26	**-**	-
	(b) Deferred tax (credit)/ charge	26	**(873)**	(735)
	Total income tax expense/ (credit)		**(873)**	**(735)**
6.	**Profit/(Loss) for the year (4 - 5)**		**2,290**	**(466)**
7.	**Other Comprehensive Income**			
	(i) Items that will not be reclassified to profit or loss			
	(a) Remeasurements gains/(loss) on defined benefit plans (Net)		**(122)**	(21)
	(b) Income effect on above item		**31**	-
	Total Other comprehensive income /(loss) for the year (net of tax)		**(91)**	**(21)**
8.	**Total comprehensive income for the year (6 + 7)**		**2,199**	**(487)**
9.	**Earning per equity share (face value INR 2/- each)**			
	(a) Basic	25	**4.54**	(0.92)
	(b) Diluted	25	**4.54**	(0.92)
	See accompanying notes to the financial statements	1-49		

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

For M S K A & Associates LLP
(formerly Known as M S K A & Associates)
Chartered Accountants
Firm Registration Number: 105047W/W101187

Sd/-
Sumit Verma
Partner
Membership No. 509426
Place: Gurugram
Date: July 15, 2026

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: Manila, Philippines
Date: July 15, 2026

Sd/-
Sandeep Batra
Director
DIN: 00871843
Place: Mumbai
Date: July 15, 2026

Sd/-
Nikhil Mathur
Chief Financial Officer
Place: Noida
Date: July 15, 2026

Sd/-
Vaishali Singh
Company Secretary
Membership No: A15108
Place: Noida
Date: July 15, 2026

Statement of Changes in Equity

for the year ended March 31, 2026

(INR in Lakhs)

Particulars	Equity Share Capital (A)	Other Equity (Refer Note 11)					Total Equity (A+B)
		Securities Premium	General Reserve	Share Options Outstanding Account	Retained Earnings	Total Other Equity (B)	
As at April 01, 2024	**1,009**	**701**	**3,314**	**879**	**3,033**	**7,927**	**8,936**
(Loss) for the year	-	-	-	-	(466)	(466)	(466)
Other comprehensive income during the year, net of tax	-	-	-	-	(21)	(21)	(21)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**(487)**	**(487)**	**(487)**
Recognition/(Reversal) of employee stock appreciation rights expenses	-	-	-	511	-	511	511
Exercise of options under employee stock appreciation rights plan	-	-	-	-	-	-	-
As at March 31, 2025	**1,009**	**701**	**3,314**	**1,390**	**2,546**	**7,951**	**8,960**
Profit for the year	-	-	-	-	2,290	2,290	2,290
Other comprehensive income/(loss) during the year, net of tax	-	-	-	-	(91)	(91)	(91)
Total comprehensive loss for the year	**-**	**-**	**-**	**-**	**2,199**	**2,199**	**2,199**
Recognition of employee stock appreciation rights expenses	-	-	-	1,084	-	1,084	1,084
As at March 31, 2026	**1,009**	**701**	**3,314**	**2,474**	**4,745**	**11,234**	**12,243**

See accompanying notes to the financial statements 1-49

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 LLP
(formerly Known as M S K A & Associates)
Chartered Accountants
Firm Registration Number: 105047W/W101187

Sd/-
Sumit Verma
Partner
Membership No. 509426
Place: Gurugram
Date: July 15, 2026

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: Manila, Philippines
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Place: Mumbai
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Sd/-
Nikhil Mathur
Chief Financial Officer
Place: Noida
Date: July 15, 2026

Sd/-
Vaishali Singh
Company Secretary
Membership No: A15108
Place: Noida
Date: July 15, 2026

Cash Flow Statement

for the year ended March 31, 2026

(INR in Lakhs)

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
A. Cash flow from operating activities			
Profit/ (loss) before tax		**1,417**	(1,201)
Adjustments for:-			
Depreciation and amortization expenses		**2,275**	1,492
Finance cost		**833**	623
Expense on employee stock appreciation rights		**1,084**	511
Net loss on disposal of property, plant and equipment		**2**	17
Gain on sale/revaluation of mutual fund		**(3)**	(67)
Interest income from financial assets carried at amortized cost on bank deposits		**(126)**	(80)
Income from government grant related to interest free loan		**(25)**	(51)
Provision no longer required written back		**(141)**	(12)
Provision for slow moving inventory		**636**	226
Operating Profit before working capital changes		**5,952**	**1,458**
Adjustment for changes in working capital:			
Movement in trade payables		**2,465**	971
Movement in provisions		**255**	105
Movement in other financial liabilities		**263**	233
Movement in other liabilities		**303**	696
Movement in inventories		**(2,257)**	(1,176)
Movement in trade receivables		**(719)**	(479)
Movement in other financial assets		**(9)**	92
Movement in other assets		**(1,954)**	(137)
Cash generated from operations		**4,299**	**1,763**
Income tax paid (net of refunds)		**(26)**	278
Net cash generated from operating activities	**(i)**	**4,273**	**2,041**
B. Cash flow from Investing Activities			
Purchase of Property, plant and equipment (including Capital work in progress)		**(2,416)**	(647)
Purchase of intangible assets		**(159)**	(33)
Proceeds from sale of investments		**832**	400
Proceeds from sale of assets		**-**	10
Investement in maturity of fixed deposit (net)		**(1,188)**	(48)
Interest received		**126**	80
Net cash (used in) / generated from investing activities	**(ii)**	**(2,805)**	**(238)**

Cash Flow Statement

for the year ended March 31, 2026

(INR in Lakhs)

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
C. Cash flow from Financing Activities			
Dividend transfer to Investor Education Protection Fund		**(8)**	(13)
Finance cost paid		**(433)**	(590)
(Repayment of)/Proceeds from current borrowings (net)		**(245)**	1,205
Proceeds from/(Repayment of) of non current borrowings		**174**	(2,212)
Payment towards lease liabilities (including interest)		**(992)**	(362)
Net cash used in Financing Activities	**(iii)**	**(1,504)**	**(1,972)**
Net decrease in cash and cash equivalents during the year	**(i+ii+iii)**	**(36)**	(169)
Cash and Cash equivalents at the beginning of the year		**60**	229
Cash and Cash equivalents at the end of the year		**24**	**60**
Components of cash and cash equivalents (Refer note 7.3)			
(a) Cash on hand		**1**	**1**
(b) Bank balances:			
-In current accounts		**23**	**59**
Total cash and cash equivalents		**24**	**60**
See accompanying notes to the financial statements	1-49		

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 LLP
(formerly Known as M S K A & Associates)
Chartered Accountants
Firm Registration Number: 105047W/W101187

Sd/-
Sumit Verma
Partner
Membership No. 509426
Place: Gurugram
Date: July 15, 2026

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: Manila, Philippines
Date: July 15, 2026

Sd/-
Sandeep Batra
Director
DIN: 00871843
Place: Mumbai
Date: July 15, 2026

Sd/-
Nikhil Mathur
Chief Financial Officer
Place: Noida
Date: July 15, 2026

Sd/-
Vaishali Singh
Company Secretary
Membership No: A15108
Place: Noida
Date: July 15, 2026

Notes forming part of the Financial Statement

for the year ended March 31, 2026

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 5, 2023, the 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 15, 2026.

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 IndAS 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, 2026

(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

Notes forming part of the Financial Statement

for the year ended March 31, 2026

costs are recognized in the Statement of Profit 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	5-25
Office Equipment's	5
Furniture and Fixtures	10
Computers	3
Vehicles	5

The estimated useful lives, residual values and depreciation methods 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.

All assets costing INR 5,000 or less are fully depreciated in the year of purchase.

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.

Estimated useful lives of the intangible assets are as follows:

Assets	Useful life (Years)
Trademarks	10
Computer Software	3
Product Development costs	3

Amounts capitalized in Intangible assets under development include the total cost of any external products or services and labour 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.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

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. 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 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 we 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.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

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.

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.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

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.

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	2-30
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 Company'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

Notes forming part of the Financial Statement

for the year ended March 31, 2026

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 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.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

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.

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

Notes forming part of the Financial Statement

for the year ended March 31, 2026

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 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 NEW AND AMENDED STANDARDS

The Ministry of corporate Affairs ("MCA") notified amendments on May 7, 2025 and August 13, 2025 under the Companies (Indian Accounting Standards) Amendment Rules, 2025 and the Companies (Indian Accounting Standards) Second Amendment Rules, 2025, respectively, which is effective from annual reporting periods beginning on or after April 1, 2025.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

(a) Amendment to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangement: The amendments to Ind AS 7 'Statement of Cash Flows' and Ind AS 107 'Financial Instruments: Disclosures' clarify the characteristics of supplier finance arrangements and require additional disclosures for such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The Company does not have any supplier finance arrangements during the reporting period.

(b) Amendment to Ind AS 1 - Classification of liabilities as current or non-current and non-current liabilities with covenants: The amendment specifies the requirements for classifying liabilities as current or non-current in the balance sheet, and clarifies the following:

a) An entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period. The classification of a liability as current or non-current is unaffected by the likelihood that the entity will exercise its right to defer settlement.

b) If an entity's right to defer settlement of a liability is subject to covenants, such covenants affect whether that right exists at the end of the reporting period only if the entity is required to comply with the covenant on or before the end of the reporting period.

c) In case of a liability that can be settled, at the option of the counterparty, by the transfer of the entity's own equity instruments, such settlement terms do not affect the classification of the liability as current or non-current only if the option is classified as an equity instrument.

These amendments have no effect on the measurement of any items in the financial statements of the Company. The Company did not make retrospective adjustments as a result of adopting the amendments to Ind AS 1.

c) Amendment to Ind AS 12 – Pillar-Two Tax Reforms The Company is not within the scope of the OECD Pillar Two Model Rules, as Pillar Two legislation has not yet been enacted in any of the jurisdiction in which the Company operates.

d) Amendment to Ind AS 21-Lack of exchangeability The Amendments introduces requirement to assess when a currency is exchangeable into another currency and when it is not. The amendment requires an entity to estimate the spot exchange rate when it concludes that a currency is not exchangeable into another currency. These amendments had no effect on the financial statements of the Company.

The below amendments are notified but not yet effective

Amendment to Ind AS 1 'Presentation of Financial Statements'- Classification of Liabilities as current or non-current and non-current liabilities with covenants:

The amendment includes specific provisions that will take effect for reporting periods beginning on or after 1 April 2026, retrospectively, as outlined below:

a) Breach of material covenant for long-term loan arrangement on or before end of reporting period with effect that liability becomes payable on demand as on reporting date, then it shall be classified as current liability, if lender agreed after reporting period and before approval of financial statements to not demand payment as a consequence of breach.

b) Classify as non-current liability, if lender agreed by end of reporting period to provide grace period ending at least 12 months after reporting period within which entity can rectify the breach provided lender does not demand immediate repayment.

c) Disclose information about the timing of settlement to understand the impact of the liability on the financial statements.

The Company does not expect this amendment to have an impact on its operations or financial statements.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

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, 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**
Add: Additions during the year	101	1,314	25	199	28	-	1,667
Less: Disposals/Adjustments during the year	-	(16)	-	-	(32)	(62)	(110)
Balance as at March 31, 2026	**5,732**	**20,812**	**232**	**490**	**225**	**-**	**27,489**
II. Accumulated depreciation							
Balance as at April 01, 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**
Add: Depreciation expense for the year	184	986	2	199	24	-	1,395
Less: Disposal during the year	-	(14)	-	-	(32)	(62)	(108)
Balance as at March 31, 2026	**1,837**	**7,336**	**158**	**463**	**171**	**-**	**9,965**
III. Net carrying amount (I-II)							
As at March 31, 2026	**3,895**	**13,476**	**74**	**27**	**54**	**-**	**17,524**
As at March 31, 2025	**3,978**	**13,150**	**49**	**27**	**50**	**-**	**17,254**

Notes:

1. Refer note 35 for information on property, plant and equipment pledged as security.
2. Refer note 28 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 1, 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, 2026	As at March 31, 2025
Opening balance	**49**	**70**
Addition during the year	1,648	676
Capitalised during the year	(1,667)	(697)
Closing balance	**30**	**49**

Notes forming part of the Financial Statement

for the year ended March 31, 2026

(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, 2026	**30**	**-**	**-**	**-**	**30**
As at March 31, 2025	49	-	-	-	49

(b) There are no projects as Capital Work in Progess as at March 31, 2026 and March 31, 2025, 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	Total
I. Gross carrying amount			
Balance as at April 01, 2024	**1,925**	**1,175**	**3,100**
Add: Addition during the year	-	-	-
Adjustments*	**(883)**	**883**	**-**
Balance as at March 31, 2025	1,042	2,058	3,100
Add: Addition during the year	-	3,875	3,875
Balance as at March 31, 2026	**1,042**	**5,933**	**6,975**
II. Accumulated depreciation			
Balance as at April 01, 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
Add: Depreciation for the year	10	811	821
Balance as at March 31, 2026	**262**	**1,780**	**2,042**
III. Net carrying amount (I-II)			
As at March 31, 2026	**780**	**4,153**	**4,933**
As at March 31, 2025	**790**	**1,089**	**1,879**

*The gross block and accumulated depreciation as on April 1, 2024 for leasehold land amounting to INR 883 lakhs and INR 221 lakhs respectively have been reclassified to buildings and machinery.

For details of Ind AS 116 disclosure refer Note 31.

#The lease agreements are duly executed in favour of the Company and immovable properties of land whose title deeds have been pledged as security for loans, are held in the name of the Company (refer note 35).

Notes forming part of the Financial Statement

for the year ended March 31, 2026

2.3 Other intangible assets

(INR in Lakhs)

Description of Assets	Know-how^	Computer Software	Total
I. Gross carrying amount			
Balance as at April 01, 2024	**-**	**200**	**200**
Add: Addition during the year	-	33	33
Balance as at March 31, 2025	**-**	**233**	**233**
Add: Addition during the year	96	63	159
Balance as at March 31, 2026	**96**	**296**	**392**
II. Accumulated depreciation			
Balance as at April 01, 2024	**-**	**109**	**109**
Add: Amortization for the year	-	51	51
Balance as at March 31, 2025	**-**	**160**	**160**
Add: Amortization for the year	8	51	59
Balance as at March 31, 2026	**8**	**211**	**219**
III. Net carrying amount (I-II)			
As at March 31, 2026	**88**	**85**	**173**
As at March 31, 2025	**-**	**73**	**73**

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, trademarks and know-how, which contribute to its intellectual property portfolio and provide value in its business operations.
3. ^Know how represents expenditure incurred on product being developed internally.

3 Financial assets

3.1 Investments (Non-current)

(INR in Lakhs)

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of units	Amount	No. of units	Amount
Investment in other entity				
Unquoted Equity Shares (measured at fair value through profit and loss)				
Upendra Singh Multi Transmission Private Limited (Fully paid-up of face value INR 10 per share)	2,07,522	96	2,07,522	96
Total	**2,07,522**	**96**	**2,07,522**	**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.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

3.2 Other financials assets

(Unsecured, considered good) - **Non-current** (INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Other financial assets at amortised cost: Non-current		
Security deposits	138	131
Bank deposits with remaining maturity of more than 12 months*	1,457	692
Total	**1,595**	**823**

*The above stated bank deposits include deposits pledged with:-

i. National Power Corporation Limited INR 3 lakhs (March 31, 2025 : INR 3 lakhs).

ii. Upendra Singh Multi Transmission Private Limited INR 86 lakhs (March 31, 2025: INR 86 lakhs).

4. Deferred tax assets (net)

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Tax effect of items constituting deferred tax assets		
- On Provision for employee benefits	266	171
- On Leases liabilities	1,141	332
- On Provision for doubtful advances	-	18
- On carry forward business losses and unabsorbed depreciation	2,512	1,749
- On Others	87	95
Less: Tax effect of items constituting deferred tax liabilities		
- On property, plant and equipment and intangible assets	(2,057)	(2,047)
- On Investment in mutual funds	-	(43)
- On Right to use Assets	(1,045)	(275)
Deferred tax assets / (liabilities) (net) (also refer note 26(c))	**904**	**-**

During the year ended March 31, 2026, considering the reasonable certainty of generating sufficient future taxable income, the Company has recognized deferred tax assets on unabsorbed depreciation, carried forwarded tax losses and other deductible temporary differences. The management believes that adequate future taxable profits will be available for utilization of such deferred tax assets.

5. Other non-current assets

(Unsecured, considered good)

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Advance for property, plant and equipment's	**944**	**165**
Amount paid under protest		
- Balances with government authorities - Goods and services tax receivable* (refer note no. 27)	1,013	1,030
Prepaid expenses	15	20
Total	**1,972**	**1,215**

Notes forming part of the Financial Statement

for the year ended March 31, 2026

6. Inventories (At cost or net realizable value, whichever is lower)*

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Raw materials and packing material	**2,985**	**2,226**
Finished goods	2,995	2,249
Stores and spares	516	398
Total	**6,496**	**4,873**

Notes:

i. Carrying amount of inventories are pledged as security refer note 35.

ii. Finished goods includes goods in transit of INR 1,341 lakhs (March 31, 2025 INR 960 lakhs).

iii. Provision for slow moving/non-moving inventory including INR 240 lakhs (March 31, 2025 INR 236 lakhs).

7.1 Investments (Current)

(INR in Lakhs)

Particulars	As at March 31, 2026		As at March 31, 2025	
	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)	-	-	64,75,712	832
Total	**-**	**-**	**64,75,712**	**832**

7.2 Trade receivables

(Unsecured considered good, unless otherwise stated) (INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables considered good - Unsecured	**1,676**	**817**
Trade receivables - credit impaired	-	79
Less: Provision for credit impaired	-	(79)
Total	**1,676**	**817**

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 37.1.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

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	1,139	514	23	-	-	-	1,676
(ii)	Undisputed Trade receivable - which have significant risk in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
(iv)	Disputed trade receivables considered goods	-	-	-	-	-	-	-
(v)	Disputed Trade receivable - which have significant risk in credit risk	-	-	-	-	-	-	-
(vi)	Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
	Less: Allowance for receivables	-	-	-	-	-	-	-
	Balance as at March 31, 2026	**1,139**	**514**	**23**	**-**	**-**	**-**	**1,676**

	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	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**

7.3 Cash and cash equivalents

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Cash on hand	1	1
Bank balances:		
- In current accounts	23	59
Total	**24**	**60**

7.4 Other bank balances

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Bank balances:		
- In current accounts (Unpaid dividend accounts)	11	19
- In deposit accounts (Includes amount in deposits with banks with original maturity of more than 3 months but less than 12 months)	316	247
Total	**327**	**266**

Notes forming part of the Financial Statement

for the year ended March 31, 2026

7.5 Other financial assets (Current)

(Unsecured considered good, unless otherwise stated) (INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Financial assets carried at amortised cost:		
Banks deposits with original maturity of more than 12 months and residual maturity less than 12 months	883	529
Security deposit	25	18
Others	26	32
Total	**934**	**579**

* Balances with banks helds as margin money are as follows : -

INR Nil lakhs (March 31, 2025 INR 178 lakhs) against bank guarantee issued in favour of 'The Pradeshiya Industrial and Investment Corporation of Uttar Pradesh Limited (PICUP).

8. Current tax assets (net)

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Advance tax including tax deducted at source (net)	68	42
Total	**68**	**42**

9. Other current assets

(Unsecured considered good, unless otherwise stated) (INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with government authorities		
-Goods and service tax receivable	1,912	420
Prepaid expenses	101	78
Advance to vendors		
-Considered good	657	229
-Considered doubtful	-	110
Less : Provisions for doubtful advances	-	(110)
	657	**229**
Total	**2,670**	**727**

10. Share capital

(INR in Lakhs)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of shares	Amount	Number of shares	Amount
(a) Authorized				
Equity shares of INR 2/- each	6,50,00,000	1,300	6,50,00,000	1,300
10% Cumulative convertible preference shares of INR 10 /- each	20,00,000	200	20,00,000	200

Notes forming part of the Financial Statement

for the year ended March 31, 2026

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of shares	Amount	Number of shares	Amount
(b) Issued, Subscribed and Paid up#				
Equity shares of INR 2/- each fully paid up	5,04,10,865	1,009	5,04,10,865	1,009
Total		**1,009**		**1,009**

#Refer to note (i) to (vii) below

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, 2024	5,04,10,865	1,009
Issued during the year		-
Balance as at March 31, 2025	**5,04,10,865**	**1,009**
Issued during the year	-	-
Balance as at March 31, 2026	**5,04,10,865**	**1,009**

(ia) Shares held by promoters at the end of the year##

(INR in Lakhs)

Promoter name	As at March 31, 2026		Percentage Change	As at March 31, 2025	
	Number of shares	Amount		Number of shares	Amount
AI Global Investments (Cyprus) PCC Limited	4,87,10,110	96.63	-	4,87,10,110	96.63

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	4,87,10,110	96.63	0.15	4,86,35,292	96.48

(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.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

(iii) Shares held by the Holding Company:

Name of shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of shares	% Holding	Number of shares	% Holding
AI Global Investments (Cyprus) PCC Limited	4,87,10,110	96.63	4,87,10,110	96.63

(iv) Details of shares held by each shareholder holding more than 5% shares:

Name of shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of shares	% Holding	Number of shares	% Holding
AI Global Investments (Cyprus) PCC Limited	4,87,10,110	96.63	4,87,10,110	96.63

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 34.

(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.

11. Other Equity

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
A. General reserve		
Opening Balance	3,314	3,314
Closing Balance	**3,314**	**3,314**
B. Securities premium		
Opening Balance	701	701
Closing Balance	**701**	**701**
C. Share Options outstanding account		
Opening Balance	1,390	879
Employee stock appreciation rights expenses	1,084	511
Closing Balance	**2,474**	**1,390**
D. Retained Earnings		
Opening Balance	2,546	3,033
Profit/(Loss) for the year	2,290	(466)
Other comprehensive income during the year, net of tax	(91)	(21)
Closing Balance	**4,745**	**2,546**
Total	**11,234**	**7,951**

Notes forming part of the Financial Statement

for the year ended March 31, 2026

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.distribution made to shareholders.

12.1 Borrowings (Non-current)

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Term loans - secured (At amortized cost)		
From Banks	2,397	1,858
From others (refer note 39)	-	366
Less: Amount disclosed as current maturities of long term borrowings (Refer note 14.1)		
From Banks	640	1,242
From others (refer note 39)	-	366
Term loans - Non Current Portion		
From Banks	1,757	616
From others (refer note 39)	-	-
Total	**1,757**	**616**

Note: Refer note 35 B for nature of security and terms of repayment of borrowings, including current maturities of long term debts.

12.2 Lease liabilities (Non-current)

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Lease liability (refer note no. 31)	3,610	1,068
Total	**3,610**	**1,068**

Notes forming part of the Financial Statement

for the year ended March 31, 2026

13. Provisions (Non-current)

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Provion for Gratuity (refer note no. 30(ii))	446	168
Total	**446**	**168**

14.1 Borrowings (Current)

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Loans repayable on demand (secured) (Refer Note 35 B)		
i. Bill Discounting	2,348	2,151
ii. Bank overdraft	1,030	1,471
(b) Current maturities of long-term debt (secured) (Refer Note 35 B and 12.1)		
- From banks (Refer Note 35 B)	640	1,242
- From others (Refer Note 35 B and 39)	-	366
Total	**4,018**	**5,230**

14.2 Lease liabilities (Current)

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Lease liabilities (refer note 31)	922	253
Total	**922**	**253**

14.3 Trade payables

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
- Total outstanding dues of micro enterprises and small enterprises^	3,913	2,288
- Total outstanding dues of creditors other than micro enterprises and small enterprises	7,466	6,626
Total	**11,379**	**8,914**

Note: Trade payables principally comprise amounts outstanding for trade purchases. The average credit period taken for trade purchases ranges from 7 to 30 days.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

^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, 2026	As at March 31, 2025
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	3,910	2,273
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	3	15
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
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.	3	7
Further interest remaining due and payable for earlier years	15	8

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	-	2,653	1,248	12	-	-	3,913
(b) Others	3,873	2,095	1,313	94	54	37	7,466
(c) Disputed dues - MSME	-	-	-	-	-	-	-
(c) Disputed dues - Others	-	-	-	-	-	-	-
Balance as at March 31, 2026	**3,873**	**4,748**	**2,561**	**106**	**54**	**37**	**11,379**
(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**

^Unbilled trade payables shall include accruals which are not classified as provisions under Ind AS 37.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

14.4 Other financial liabilities (at amortised cost)

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Creditors for capital goods	24	13
Unclaimed dividend	11	19
Security deposits	911	1,034
Employee related payable	974	588
Total	**1,920**	**1,654**

15. Other current liabilities

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Advance from customers	2,236	1,688
Statutory dues	281	501
Deferred government grant related to interest free loan (Refer note 39)	-	21
Total	**2,517**	**2,210**

16. Current provisions

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employees benefits:		
- Compensated absences	609	512
Total	**609**	**512**

17. Revenue from operations

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue from sale of products:		
- Sale of manufactured food products	91,395	70,413
Other operating revenue		
- Scrap Sales	201	164
Total	**91,596**	**70,577**

Reconciliation of revenue recognised with contract price for sale of foods products

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Contract price (Gross)	97,151	75,103
Adjustments for:-		
Trade discounts and incentives	(5,756)	(4,690)
	91,395	**70,413**

Notes forming part of the Financial Statement

for the year ended March 31, 2026

Timing of revenue recognition

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Goods transferred at a point in time	91,596	70,577
Total	**91,596**	**70,577**

Primary geographical markets

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
India	91,596	70,577
Outside India	-	-

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).

18. Other income

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest income on bank deposits	126	80
Gain on sale/revaluation of mutual fund	3	67
Income from government grant (Refer note 39)	25	51
Provision no longer required written back	141	12
Miscellaneous income	82	58
Total	**377**	**268**

19. Cost of material consumed

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Raw material consumed		
Opening stock	2,226	2,182
Add: Purchase of raw material	52,698	42,726
	54,924	**44,908**
Less : Closing Stock	(2,985)	(2,226)
Net consumption	**51,939**	**42,682**

Notes forming part of the Financial Statement

for the year ended March 31, 2026

20. Changes in inventories of finished goods

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Finished goods at the beginning of the year	2,249	1,352
Less: Finished goods at the end of the year	(2,995)	(2,249)
(Increase)/ Decrease in finished goods	**(746)**	**(897)**

21. Employee benefit expenses

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries and wages	7,902	6,569
Contribution to provident and other funds (Refer Note 30(i))	432	368
Gratuity expense (Refer Note 30(ii))	156	89
Employee stock appreciation rights expenses (Refer Note 34)	1,084	511
Workmen and staff welfare expenses	172	146
Total	**9,746**	**7,683**

22. Finance costs

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest expense on borrowings	433	400
Interest expense on government grant (Unwinding of cost) (Refer note 39)	56	56
Interest on lease liabilities (Refer note 31)	327	132
Other borrowing costs	17	35
Total	**833**	**623**

23. Depreciation and amortization expenses

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation of Property, plant and equipment (Refer Note 2.1)	1,395	1,180
Depreciation of Right-of-use assets (Refer Note 2.2)	821	261
Amortization of Intangible assets (Refer Note 2.3)	59	51
Total	**2,275**	**1,492**

Notes forming part of the Financial Statement

for the year ended March 31, 2026

25. Other expenses

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Consumption of stores and spares	603	388
Delivery and freight expenses	8,245	6,672
Power and fuel charges	1,484	1,263
Sub-contracting charges	1,055	1,276
Rent expenses	282	222
Repair and maintenance		
- Buildings	30	30
- Machinery	214	119
- Others	211	122
Selling and marketing expenses	7,197	4,865
Rates and taxes	123	16
Insurance expenses	100	105
Payment to auditors (refer note (i) below)	80	54
Manpower charges	2,024	1,514
Commission expenses	872	666
Travelling expenses	813	697
Legal and professional charges	1,932	1,788
Provision for slow moving inventory	636	226
Loss on property, plant & equipment	2	17
Miscellaneous expenses	606	423
Total	**26,509**	**20,463**

Note (i) The following is the breakup of auditor remuneration (excluding applicable taxes)

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Payments to the auditors includes :*		
Statutory audit	50	50
Certification	2	-
Limited review	24	-
Reimbursement of expenses	4	4
Total	**80**	**54**

25. Earning per equity share

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit/(Loss) attributable to equity shareholders (INR in lakhs) (A)	2,290	(466)
Weighed average number of equity shares (Nos.) (B)	5,04,10,865	5,04,10,865
Basic and diluted earning per share (face value of INR 2 each) (A/B)	4.54	(0.92)

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.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

26. Tax expenses

(a) Income tax expense charged to the statement of profit or loss

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Current tax	-	-
Total	**-**	**-**
Deferred tax (credit)/charge	(873)	(735)
Total deferred tax (credit)/charge	**(873)**	**(735)**
Total	**(873)**	**(735)**

(b) Income tax expense charged to Other Comprehensive Income

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Remeasurements of defined benefit plans	31	-
Total	**31**	**-**

(c) Reconciliation of tax expense and the accounting profit

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit/(Loss) before tax	**1,417**	**(1,201)**
Rate	25.168%	25.168%
Income tax expense calculated at above rate	**357**	**(302)**
Tax effect of deduction / adjustment not considered in determining tax liability:		
- On unabsorbed loss and unabsorbed depreciation (to the extent of not recognised in earlier years)	(1,261)	(433)
Total	**(904)**	**(735)**

During the year ended March 31, 2026, considering the Company's taxable profits during the year and the reasonable certainty of generating sufficient future taxable income, the Company has recognized deferred tax assets on unabsorbed depreciation and other deductible temporary differences. The management believes that adequate future taxable profits will be available for utilization of such deferred tax assets.

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, 2026	As at March 31, 2025
Losses for which no deferred tax asset is recognised #	-	4,770
Total	**-**	**4,770**

#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.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

27. Contingent liabilities (to the extent not provided for)

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Claims against the Company disputed and not acknowledged as debt		
A. Goods and Services Tax (GST) matter* (refer below note a and b)	54,702	51,392
B. Income Tax matter (refer below note c)	119	110
C. Others (refer below note d)	164	164
Total	**54,985**	**51,666**

The Company has engaged professional advisors to protect its interests and has received legal advice that it has a strong legal position against the above mentioned matters. The Company is confident that it will receive a favourable order in these matters and no outflow of resources is expected.

(INR in Lakhs)

A.	Goods and Services Tax (GST)		As at March 31, 2026	As at March 31, 2025
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, 2025: INR 1,008 lakhs) has been paid under protest. The appeal was disposed of on July 5, 2024 by Commissioner (Appeals), Central Goods and Services tax, Meerut, confirming the demand against the Company. During the current year, the Company has filed writ petition before the hon'ble Allahabad High Court. The order is awaited.	Tax Amount : 10,075 Interest : 12,458 Penalty : 10,075	Tax Amount : 10,075 Interest : 10,645 Penalty : 10,075
	ii.	During the FY 2024-25, Office of Joint commissioner, Central Goods and Services tax, Ghaziabad issued Show Cause Notice dated December 05, 2024 for the period April 2021 to March 2024 relating to the same classification matter as described above, demanding GST amounting to INR 8,331 lakhs with applicable interest and penalty. During the FY 2025-26 the Joint Commissioner Corporate Circle, Ghaziabad confirmed the demand of INR 8,331 Lakhs. During the current year, the Company filed a Writ Petition before the Allahabad High Court. The hon'ble high court was pleased to grant a stay on the demand.	Tax Amount : 8,331 Interest : 5,316 Penalty : 8,331	Tax Amount : 8,331 Interest : 3,819 Penalty : 8,331
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 appellate authority on March 23, 2024 and an amount of INR 5 lakhs (March 31, 2025 INR 5 lakhs) has been paid under protest.	Tax Amount : 114	Tax Amount : 114
	ii.	During the FY 2024-25 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 0.1 lakhs (March 31, 2025 INR 0.1 lakhs) has been paid under protest.	Tax Amount : 2	Tax Amount : 2
			54,702	**51,392**

Notes forming part of the Financial Statement

for the year ended March 31, 2026

(INR in Lakhs)

B.	Income Tax matter		As at March 31, 2026	As at March 31, 2025
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: 21	Tax Amount: 33 Interest Amount: 16
	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.	Tax Amount: 47 Interest Amount: 18	Tax Amount: 47 Interest Amount: 14
			119	**110**

(INR in Lakhs)

C.	Others	As at March 31, 2026	As at March 31, 2025
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**

28. Capital commitments (to the extent not provided for)

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Capital Commitments		
Estimated value of contracts in capital account remaining to be executed (net of advances)	3,947	491
Total	**3,947**	**491**

29. 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 years are:

A. Names of related parties and nature of relationship:

Ultimate Holding Company: Advent International GPEIX Limited

Holding Company: AI Global Investments (Cyprus) PCC Limited

Notes forming part of the Financial Statement

for the year ended March 31, 2026

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

(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

C. Disclosure of transactions during the year and outstanding balances as at March 31, 2026

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Transactions during the year		
Managerial remuneration*		
(i) Vipul Prakash	760	582
Sitting fees		
(i) Hemant Madhusudan Nerurkar	19	13
(ii) Anil Kumar Chanana	7	8
(iii) Dipali Hemant Sheth	18	9
(iv) Sandeep Barta	18	3
Salary*		
(i) Nikhil Mathur	182	151
(ii) Vaishali Singh	49	47
Balance outstanding at the end of the year		
Salary payable		
(i) Vipul Prakash	371	197
(ii) Nikhil Mathur	37	25
(iii) Vaishali Singh	8	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.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

30. 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, 2026	For the year ended March 31, 2025
Employer's contribution to provident fund	424	361
Employer's contribution to employee state insurance	8	7

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, 2026	For the year ended March 31, 2025
(i) Discount rate	6.77%	6.40%
(ii) Expected rate on increase in salary	8.00%	8.00%
(iii) Attrition rate		
a) Senior management	20.00%	15.00%
b) Management	30.00%	15.00%
c) Supervisors	35.00%	30.00%
d) Staff & workers	15.00%	5.00%
(iv) Expected average remaining working life of employees (year)	23.46	22.98

B. Amount recognized in the statement of profit and loss

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) Defined benefit obligation recognised in profit or loss:		
- Current service cost	99	80
- Interest cost on defined benefit obligation	11	9
- Past Service Cost - Recognized	46	
- Expected interest income on plan assets	-	-
Defined benefit obligation recognised in profit or loss (A)	**156**	**89**

Notes forming part of the Financial Statement

for the year ended March 31, 2026

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(b) Remeasurements of defined benefit obligation:		
- Actuarial (gains)/losses from changes in financial assumptions	(7)	12
- Actuarial (gains)/losses from experience adjustments	172	11
- Actuarial (gains)/losses from Demographic Assumptions	(46)	-
- Return on plan assets (higher) / lower that discount rate	3	(2)
Remeasurements of defined benefit obligation recognised in other comprehensive income (B)	**122**	**21**
Total amount recognized in the Statement of Profit and Loss (A+B)	**278**	**110**

C. Net liabilities recognized in the Balance Sheet

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Net defined benefit obligation at the beginning of the year	**169**	**191**
Current service cost	99	80
Interest cost	11	9
Past Service Cost - Recognized	46	
Remeasurement (gains) / losses	122	21
Benefit paid directly by the Company	-	(132)
Net defined benefit obligation at the end of the year	**446**	**169**
- Non-current liability	446	169
- Current liability	-	-

D. Change in Defined Benefit Obligation (DBO)

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Present value of defined benefit obligation at the beginning of the year	**455**	**457**
Current service cost	99	80
Interest cost	30	27
Past Service Cost - Incurred During the Period	46	-
Remeasurement (gains) / losses	119	23
Benefit paid	(126)	(1)
Benefits paid directly by the Company	-	(131)
Present value of defined benefit obligation at the end of the year	**623**	**455**

E. Change in plan assets

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Plan assets at the beginning of the year	287	266
Expected return on plan assets	19	19
Remeasurement gain / (loss) on return on plan assets	(3)	2
Benefit paid	(126)	(1)
Plan assets at the end of the year	**177**	**287**

Notes forming part of the Financial Statement

for the year ended March 31, 2026

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, 2026	For the year ended March 31, 2025
Sensitivity analysis of gross defined benefit obligation as mentioned above, in case of change in significant assumptions:		
Discount rate		
(i) Rate - 50 basis points	21	13
(ii) Rate + 50 basis points	(19)	(12)
Salary increase rate		
(i) Rate - 100 basis points	(24)	(25)
(ii) Rate + 100 basis points	26	28

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 Indian Assured Lives Mortality (2012-14) Ultimate as on March 31, 2026 (IAL 2006-08 as at March 31, 2025).

K Expected benefit payments for the year ending:

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Within 1 year	130	85
Between 1 and 2 year	119	72
Between 2 and 3 year	115	83
Between 3 and 4 year	81	76
Between 4 and 5 year	70	100
Beyond 5 years	294	492

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.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

31. 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 2-9 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.

(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, 2026	As at March 31, 2025
Leasehold Land	780	790
Building and Machinery	4153	1,089
Total	**4,933**	**1,879**

(INR in Lakhs)

Movement of Right-of-use assets	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening Balance	1,879	2,140
Add: Addition	3,875	-
Less: Depreciation	(821)	(261)
Closing Balance	**4,933**	**1,879**

(INR in Lakhs)

Movement of lease liabilities	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening Balance	1,321	1,551
Add: Addition	3,875	-
Add: Accretion of Interest (Refer Note no. 22)	327	132
Less: Payments (including adjustments refer note iv below)	(992)	(362)
Closing Balance	**4,532**	**1,321**

(INR in Lakhs)

Maturity analysis of lease liabilities (Actual expected cashflows)	As at March 31, 2026	As at March 31, 2025
Within one year	1,083	363
Later than one year but not later than five years	3,034	1,170
Later than five years	479	78
Total	**4,596**	**1,612**

Notes forming part of the Financial Statement

for the year ended March 31, 2026

(INR in Lakhs)

Lease Liabilities	As at March 31, 2026	As at March 31, 2025
Current	922	253
Non-Current	3610	1068
Total	**4,532**	**1,321**

(INR in Lakhs)

(ii) Amounts recognised in statement of Profit and Loss account	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest expense (included in finance cost)	327	132
Expense relating to short term (included in Other Expenses)	282	222

(iii) The total cash outflow for leases (including interest) for the year ended March 31, 2026 were INR 992 Lakhs (March 31, 2025: INR 362 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.

32. 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.

33. 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, 2026 and March 31, 2025.

34. Share based payments

A. 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.

34. Share based payments(contd.)

B. Details about employee stock options granted, outstanding and other information:

(INR in Lakhs)

Grant Number	Grant Date	Share Price on Grant Date	Expercise price	Grant During the year	Forfeited/lapsed during the year	Number of Options outstanding	
						March 31, 2026	March 31, 2025
1	May 18, 2020	203.50	249.50	-	-	52,093	52,093
1	May 18, 2020	203.50	499.00	-	-	77,590	77,590
1	August 10, 2020	223.00	249.50	-	-	14,488	14,488
3	July 1, 2021	395.10	384.00	-	-	1,32,386	1,32,386
4	July 13, 2021	397.65	397.65	-	8,176	5,247	13,423
8	November 2, 2021	341.65	341.65	-	-	60,936	60,936
	November 29, 2021	291.85	291.85	-	-	12,826	12,826
12	February 4, 2022	302.15	302.15	-	17,787	12,213	30,000
18	August 1, 2023	351.96	297.90	-	-	11,57,341	11,57,341
	September 20, 2023	351.96	297.90	-	-	30,000	30,000
19	September 25, 2023	351.96	297.90	-	55,000	3,70,000	4,25,000
20	January 5, 2024	347.80	297.90	-	15,000	50,000	65,000
21	February 1, 2024	347.80	297.90	-	-	1,97,000	1,97,000
22	February 22, 2024	347.80	297.90	-	-	23,000	23,000
23	March 09, 2024	347.80	297.90	-	-	50,000	50,000
25	December 7, 2024	441.91	301.55	-	65,000	90,000	1,55,000
26	January 10, 2025	441.91	301.55	-	-	1,80,000	1,80,000
27	April 11, 2025	448.92	301.55	1,58,000	15,000	1,43,000	-
28	April 28, 2025	448.92	301.55	75,000	-	75,000	-
29	June 2, 2025	448.92	301.55	60,000	-	60,000	-
30	July 4, 2025	448.92	301.55	25,000	-	25,000	-
31	July 17, 2025	448.92	301.55	10,000	-	10,000	-
32	August 1, 2025	448.92	301.55	10,05,625	-	10,05,625	-
33	August 7, 2025	448.92	301.55	72,000	-	72,000	-
34	November 14, 2025	448.92	301.55	45,000	-	45,000	-
35	December 9, 2025	448.92	301.55	50,000	-	50,000	-
36	December 16, 2025	448.92	301.55	30,000	-	30,000	-
37	December 29, 2025	448.92	301.55	15,000	-	15,000	-
38	January 21, 2026	448.92	301.55	1,65,000	-	1,65,000	-
Total				**17,10,625**	**1,75,963**	**42,10,746**	**26,76,084**

C. Expense recognized for employee services received during the year are as below:

(INR in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Employee stock appreciation rights expenses (Refer Note 21)	1,084	511
Closing Balance	**1,084**	**511**

D. The Fair Value of the Stock options is measured using Black-Scholes/MCS valuation model.

Grant Number	Grant Date	Fair Value on Grant date	Weighted average fair value at grant date per option	Expected life of share options (years)	Historical Volatility (%)	Interest Rate (%)	Dividend yield (%)
1	May 18, 2020	203.50	95.37	3.5 - 7.5	50.25 - 53.19	5.15 - 6.12	0.37
1	May 18, 2020	203.50	69.39	3.5 - 7.5	50.25 - 53.19	5.15 - 6.12	0.37
1	August 10, 2020	223.00	108.66	3.5 - 7.5	50.74 - 52.85	4.93 - 5.97	0.37
3	July 1, 2021	395.10	210.54	3.5 - 7.51	49.77 - 52.20	5.31 - 6.39	0.22
4	July 13, 2021	397.65	208.71	3.5 - 7.51	49.75 - 51.65	5.29 - 6.41	0.22
8	November 2, 2021	341.65	160.12	3.5 - 7.51	42.17 - 42.78	5.23 - 6.39	0.22
	November 29, 2021	291.85	138.62	3.5 - 7.51	42.25 - 48.65	5.17 - 6.31	0.22
12	February 4, 2022	302.15	145.05	3.5 -7.51	42.92 - 44.12	5.59 -6.83	0.22
18	August 1, 2023	351.96	299.32	3.50 - 7.50	37.9 - 37.2	7.10 - 7.14	-
	September 20, 2023	351.96	298.35	3.50	40.00	7.10	-
19	September 25, 2023	351.96	298.35	3.50	40.00	7.10	-
20	January 5, 2024	347.80	298.35	3.00	40.00	6.95	-
21	February 1, 2024	347.80	298.35	3.00	40.00	6.95	-
22	February 22, 2024	347.80	298.35	3.00	40.00	6.95	-
23	March 9, 2024	347.80	298.35	3.00	40.00	6.95	-
25	December 7, 2024	441.91	128.47	2.25	40.00	6.35	-
26	January 10, 2025	441.91	128.47	2.25	40.00	6.35	-
27	April 11, 2025	448.92	94.84	1.50	40.00	5.56	-
28	April 28, 2025	448.92	94.84	1.50	40.00	5.56	-
29	June 2, 2025	448.92	94.84	1.50	40.00	5.56	-
30	July 4, 2025	448.92	94.84	1.50	40.00	5.56	-
31	July 17, 2025	448.92	94.84	1.50	40.00	5.56	-
32	August 1, 2025	448.92	94.84	1.50	40.00	5.56	-
33	August 7, 2025	448.92	94.84	1.50	40.00	5.56	-
34	November 14, 2025	448.92	94.84	1.50	40.00	5.56	-
35	December 9, 2025	448.92	94.84	1.50	40.00	5.56	-
36	December 16, 2025	448.92	94.84	1.50	40.00	5.56	-
37	December 29, 2025	448.92	94.84	1.50	40.00	5.56	-
38	January 21, 2026	448.92	94.84	1.50	40.00	5.56	-

Note:-

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, 2026

35. 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, 2026	As at March 31, 2025
Non-Current Assets	**12,283**	12,031
Property, plant and equipment	**769**	777
Right to Use Assets (land)	**13,052**	12,808
Non-Current Assets (A)		
Total Current Assets (B)	**12,195**	**8,196**
Total assets (A+B)	**25,247**	**21,004**

(INR in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Term loans - secured (At amortized cost) (refer Note 12.1)		
From Banks (refer below note B1 to B5)	**2,397**	1,858
From Others (refer below note B6)	**-**	366
	2,397	2,224

B. Details of nature of security and terms of repayment:

Nature of security

(INR in Lakhs)

Borrowings from banks: Term Loan	As at March 31, 2026	As at March 31, 2025
1. Term loan from bank are secured by:	**1,780**	-
Primary Security		
a) Pari-Passu hypothecation charge over Moveable Fixed Assets (MFA) present as well as future at below locations :-		
1. Plot No. 49, 50, 53 and 54 Ecotech Extension-I, Greater Noida, Gautam Budh Nagar (UP).		
2. Plot No. D-98 to D-101, E-211 to E-215, Industrial area, Karkhiyaon, Agro park, Phoolpur, Varanasi- 221206.		
3. Sy. No. 96, Banda Mailaram Village, Mulugu Mandal, Siddipet Dist., Telangana -502336		
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 18 quarterly instalments, Interest paid on monthly rest. Due within 1 year INR 192 lakhs (March 31, 2025: INR Nil lakhs).		
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: Term Loan	As at March 31, 2026	As at March 31, 2025
2. Term loan from bank are secured by:	**86**	173
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 4 equal quarterly instalments, Interest paid on monthly rest. Due within 1 year INR 86 lakhs (March 31, 2025: INR 87 lakhs).		
2. The purpose of loan is to acquire plant & machinery.		
3. Term loan from bank are secured by:	**-**	810
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. No balance is repayable , Interest paid on monthly rest. Due within 1 year INR Nil lakhs (March 31, 2025: INR 810 lakhs).		
2. The purpose of loan is to acquire plant & machinery.		
4. Term loan from bank are secured by:	**531**	847
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 6 quarterly instalments, Interest paid on monthly rest. Due within 1 year INR 362 lakhs (March 31, 2025: 317 lakhs).		
2. The purpose of loan is to acquire plant & machinery.		
5. Term loan from bank are secured by:	**-**	28
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.		
Terms of repayment		
1. No balance is repayable , Interest paid on monthly rest. Due within 1 year INR Nil lakhs (March 31, 2025: INR 28 lakhs).		
2. The purpose of loan is to acquire plant & machinery.		
Total term loan from Bank (A)	**2,397**	**1,858**

Notes forming part of the Financial Statement

for the year ended March 31, 2026

Borrowings from banks: Term Loan	As at March 31, 2026	As at March 31, 2025
6. Long term loans from others: Term loan	-	366
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. (Refer note 39)		
Terms of repayment		
1. Balance is repayable in full after seven years from the date of disbursement.		
2. The purpose of loan is to acquire plant & machinery.		
Total term loan from others (B)	**-**	**366**
Total term loan (A+B)	**2,397**	**2,224**
7. Loans repayable on demand (secured) (refer note 14.1)		
Bill Discounting (refer below note B7)	2,348	2,151
Bank overdraft (refer below note B7)	1,030	1,471
	3,378	**3,623**
Loans repayable on demand (secured) (refer note 14.1)		
Purchase bill discounting.	**2,348**	**2,151**
Over draft limit from bank.	**1,030**	**1,471**
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.		
	3,378	**3,623**

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..

36. Financial instruments

36.1 Capital Management

The Company endeavours to optimize debt and equity balance and provide adequate strength to the balance sheet.

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.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

The Company monitors capital on the basis of debt equity ratio. Refer note 41 for Debt Equity ratio as on March 31, 2026.

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.

36.2 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, 2026		As at March 31, 2025	
	Amortised cost	FVTPL	Amortised cost	FVTPL
Financial assets				
Investments - Mutual funds	-	-	-	832
Investments - Equity shares	-	96	-	96
Trade and other receivables	1,676	-	817	-
Cash and cash equivalents	24	-	60	-
Other bank balances	327	-	266	-
Other financial assets	2,529	-	1,402	-
Total financial assets	**4,556**	**96**	**2,545**	**928**
Financial liabilities				
Borrowings	5,775	-	5,846	-
Lease Liabilities	4,532	-	1,321	-
Trade payables	11,379	-	8,914	-
Other financial liabilities	1,920	-	1,654	-
Total financial liabilities	**23,606**	**-**	**17,735**	**-**

Financial value of (Trade and other receivables, cash and cash equivalents, Other bank balances and other current financial assets) approximately equals to the carrying amount because of the short term nature of these financial instruments.

37. 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.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

37.1 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, 2026	For the year ended March 31, 2025
Balance at beginning of the year	79	91
Add: Provision no longer required written back	-	(12)
Less: Amount unilised	(79)	-
Balance at the end of the year	**-**	**79**

37.2 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, 2026	As at March 31, 2025
Total committed working capital limits from banks	4,500	4,500
Utilized working capital limit (Refer note: 35)	(3,378)	(3,622)
Unutilized working capital limit	**1,122**	**878**

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities. The amount disclosed in the table are the undiscounted cash flow.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

(INR in Lakhs)

Particulars	Upto -1 year	Between 1 year - 5 years	Over 5 years	Total
As at March 31, 2026				
Borrowings	4,018	1,757	-	**5,775**
Lease Liabilities# (Actual cashflow expected)	1,278	4,101	222	**5,601**
Trade payables	11,379	-	-	**11,379**
Other financial liabilities	1,920	-	-	**1,920**
Total liabilities	**18,595**	**5,858**	**222**	**24,675**
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**

37.3 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, 2026	As at March 31, 2025
Variable rate borrowings		
Long term	1,757	616
Short term (Including current maturities of long term loans)	4,018	4,864
Total variable rate borrowings	**5,775**	**5,480**
Note:-		
The Company 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 39)	-	366
Total Borrowings	**5,775**	**5,846**

Notes forming part of the Financial Statement

for the year ended March 31, 2026

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, 2026	For the year ended March 31, 2025
Interest rate - increase by 100 basis points*	58	55
Interest rate - decrease by 100 basis points*	(58)	(55)

*Holding all others variables constant

(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, 2026	As at March 31, 2025
Payables for capital goods (GBP)	-	£ 13,712
Payables for capital goods (INR in lakhs)	-	13

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, 2026	For the year ended March 31, 2025
Exchange rate - increase by 500 basis points*	-	0.65
Exchange rate - decrease by 500 basis points*	-	(0.65)

*Holding all other variables constant.

38. 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 and financial liabilities 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).

Notes forming part of the Financial Statement

for the year ended March 31, 2026

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 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 disclosure of fair value measurement hierarchy

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, 2026 and March 31, 2025.

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, 2026				
Financial assets				
Investment in equity share capital	-	-	96	**96**
Trade receivables	-	-	1,676	**1,676**
Cash and cash equivalents	-	-	24	**24**
Other bank balances	-	-	327	**327**
Other financial assets	-	-	2,529	**2,529**
Total Financial assets	**-**	**-**	**4,652**	**4,652**
Financial liabilities				
Borrowings	-	-	5,775	**5,775**
Lease liabilities	-	-	4,532	**4,532**
Trade payables	-	-	11,379	**11,379**
Other financial liabilities	-	-	1,920	**1,920**
Total Financial liabilities	**-**	**-**	**23,606**	**23,606**
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**

Notes forming part of the Financial Statement

for the year ended March 31, 2025

Particulars	Level 1	Level 2	Level 3	Total
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**

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.

39. Disclosures related to government grant

(INR in Lakhs)

Nature of Grant	Income/ Expense	For the year ended March 31, 2026	For the year ended March 31, 2025
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 Nil lakhs (March 31, 2025: INR 387 lakhs). Which is secured by bank guarantee. Out of which INR Nil lakhs (March 31, 2025: INR 366 as short term borrowings and balance INR Nil lakhs (March 31, 2025: INR 21 lakhs lakhs) is outstanding as deferred government grants.	Income from government grant related to interest free loan.	25	51

40. Disclosure of changes in liabilities arising from financing activities, including both cash and non-cash changes:

(INR in Lakhs)

Particulars	As at April 01, 2025	Additions during the year			Payments during the year		As at March 31, 2026
		Non-cash changes		Cash flow from financing activities	Non-cash changes	Cash flow used in financing activities	
		Additions	Finance cost		Adjustment		
Unclaimed dividends	19		-	-	-	(8)	11
Short term borrowings	3,623		-	-	-	(245)	3,378
Lease Liability	1,321	3,875	327	-	-	(992)	4,532
Long term borrowings*	2,224	-	-	-	-	174	2,398

(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	
		Additions	Finance cost		Adjustment		
Unclaimed dividends	32	-	-	-	-	(13)	19
Short term borrowings	2,418	-	-	1,205	-	-	3,623
Lease Liability	1,551	-	132	-	-	(362)	1,321
Long term borrowings*	4,505	-	-	-	(69)	(2,212)	2,224

*including current maturity of long term debts and deferred government grant related to interest free loan.

41. Financial Ratios

Particulars	Numerator	Denominator	As at March 31, 2026	As at March 31, 2025	% Variance	Remarks (+/->25%)
(a) Current Ratio	Current assets	Current liabilities	0.57	0.44	31%	Note (a)
(b) Debt Equity Ratio	Total Debt (including lease liabilities)	Shareholder's Equity	0.84	0.80	5%	Not applicable
(c) Debt-service coverage ratio	Earning available for debt service***	Debt service *	3.08	0.73	(323%)	Note (b)
(d) Return on Equity Ratio (%)	Net profits after taxes	Average Shareholder's Equity	21.60%	(5.20%)	515%	Note (c)
(e) Inventory turnover ratio	Cost of goods sold (including consumption of stores and spares)	Average Inventory	9.11	9.59	(5%)	Not applicable
(f) Trade receivables turnover ratio	Revenue from operations	Average Trade receivables	73.48	123.49	(40%)	Note (d)
(g) Trade payables turnover ratio	Net credit purchases (viz. purchases and other relevant expenses)	Average Trade Payables (including payables for expenses)	7.74	7.47	4%	Not applicable
(h) Net Capital turnover ratio	Revenue from operations	"Working Capital = current asset - current liabilities"	(9.99)	(6.67)	50%	Note (e)
(i) Net Profit ratio (%)	Net profits after taxes	Revenue from operations	2.50%	(0.66%)	479%	Note (f)
(j) Return on capital employed (%)	Earnings before interest and taxes (EBIT).	Capital employed ##	12.46%	(3.90%)	419%	Note (g)
(k) Return on investment (%)	Earnings on investments	Weighted avearge investment	1.94%	6.43%	(70%)	Note (h)

* Debt service = Finance Costs + Principal repayments of long term borrowings + Payment of lease liability.

##Capital Employed = Tangible Net Worth + Total Debt + Lease laibilities

*** Earning Available For Debt Service = Net profit before tax + Non cash operating expenses like depreciation, amounts written off/provided for and other amortisations + finance cost.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

Notes:

(a) Majorly due to increase in inventory, fixed deposits and trade receivables and reduction in short term borrowings.

(b) Majorly due to increase in revenue from operations and corresponding increase in earnings.

(c) Majorly due to increase in revenue from operations and corresponding increase in earnings.

(d) Majorly due to increase in sale of e-com which has credit sales.

(e) Majorly due to increase in revenue from operations and corresponding increase in earnings.

(f) Majorly due to increase in revenue from operations and corresponding increase in earnings.

(g) Majorly due to increase in revenue from operations and corresponding increase in EBIT.

(h) Majorly due to decrease in investments of mutual funds.

42. During the year ended March 31, 2026, the Company has earned before tax of INR 1,417 lakhs (March 31, 2025: loss before tax of INR 1,201 lakhs). As at March 31, 2026, the Company's current liabilities exceed its current assets by INR 9,171 lakhs (as at March 31, 2025: INR 10,578 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 12,243 lakhs as at March 31, 2026 (March 31, 2025 INR 8,960 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.

43. 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, 2026 the Company has obtained waiver from banks in this regard.

(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 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.

Notes forming part of the Financial Statement

for the year ended March 31, 2026

(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.

44 (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.

44 (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 by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

45. Based on Company's assessment of the accounting software used for maintaining the books of account, including its capability to record an audit trail (edit log) for each and every transaction, and evaluation of the results of such assessment, management conclude that the Company has used accounting software that contains a feature of recording an audit trail (edit log) facility. Further, the audit trail feature has been enabled and operated throughout the financial year for all relevant transactions recorded in the accounting software.

Further, the Management believes that audit trail feature was not being tampered during the year.

46. No significant subsequent events have been observed which may require an adjustments to the financial statements.

47. Dividends that are not claimed for a period of 7 (Seven) years from the date of transfer to the Company's Unpaid Dividend Accounts have been transferred to the Investor Education and Protection Fund ("IEP Fund") 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 8 lakhs (March 31, 2025: INR 13 lakhs) to IEP Fund.

48. The previous year's figures have been regrouped /reclassified to confirm with the current year requirements.

49. On November 21, 2025, the Government of India notified the four Labour Codes-namely the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 consolidating 29 existing labour laws. The Ministry of Labour and Employment has issued draft Central Rules and FAQs to facilitate assessment of the financial impact arising from the changes in regulations.

The Company has evaluated the applicability and financial impact of the Labour Codes based on the draft Central Rules and FAQ's and in accordance with the guidance issued by the Intitute of Chartered Accountants of India. Based on such assessment, the Company's existing wage structure is largely aligned with the definition of wages prescribed under the Labour Codes. Accordingly, the implementation of Labour Codes does not

Notes forming part of the Financial Statement

for the year ended March 31, 2025

have any material financial impact on the Company for year ended March 31, 2026.

However, the Company continues to monitor further notifications on the final Central and State Rules and any further clarifications issued by the Government and will assess and account for the impact, if any, arising from such developments as and when they occur.

As per our report of even date.

For M S K A & Associates LLP
(formerly Known as M S K A & Associates)
Chartered Accountants
Firm Registration Number: 105047W/W101187

Sd/-
Sumit Verma
Partner
Membership No. 509426
Place: Gurugram
Date: July 15, 2026

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: Manila, Philippines
Date: July 15, 2026

Sd/-
Sandeep Batra
Director
DIN: 00871843
Place: Mumbai
Date: July 15, 2026

Sd/-
Nikhil Mathur
Chief Financial Officer
Place: Noida
Date: July 15, 2026

Sd/-
Vaishali Singh
Company Secretary
Membership No: A15108
Place: Noida
Date: July 15, 2026

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