

June 19, 2026

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Scrip Code: 523672

Subject: Submission of Annual Report 2025-26 under Regulation 34 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir(s),

In term of provisions of Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report including Financial Statements and other Statutory Reports for the Financial Year 2025-26. The same is also being sent through electronic mode to those Members whose e-mail IDs are registered with the Company/Registrar & Share Transfer Agent ('RTA')/Depository Participant(s) ('DPs').

Further, in accordance with the Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has initiated sending a letter to the Shareholders whose e-mail IDs are not registered with the Company/RTA/DPs, providing a web-link from where the Annual Report can be accessed on the website of the Company.

The Annual Report is also available on the website of the Company at https://www.flexfoodsltd.com/pdf/annual-report/36annualreport2025_26.pdf

You are requested to kindly take the same on record(s).

Thanking you,

Yours faithfully
For Flex Foods Limited

(Himanshu Luthra)
Company Secretary

Encl: as above

BRC CERTIFIED COMPANY



36th ANNUAL REPORT 2025-2026



FLEX FOODS LTD.

'Indian Produce, Global Delight'

FLEX FOODS LIMITED

(CIN L15133UR1990PLC023970)

**36th ANNUAL REPORT
2025-2026**

BOARD OF DIRECTORS

Ashok Chaturvedi
Chairman

Rahul Razdan
Whole Time Director & CEO

Rajeev Sharma
Non-Executive Director

Indu Liberhan
Independent Director

Pradeep Narendra Poddar
Independent Director

Arvind Mahajan
Independent Director

Mr. Paresh Nath Sharma
Independent Director
(w.e.f. May 19, 2026)

COMPANY SECRETARY

Himanshu Luthra

AUDITORS

Statutory Auditor

MJMJ & Associates, LLP
B-22, Sector 14
NOIDA-201301

Internal Auditor

M/S KAAP & Associates
89, Lower Ground Floor,
Gujrat Vihar,
Delhi 110092

Secretarial Auditor

M/S Mahesh Gupta & CO.
Wadhwa Complex, Chamber No. 110,
Ground Floor, D-288-289/10,
Laxmi Nagar, Delhi-110 092

BANKERS

Canara Bank
Indian Bank

CORPORATE OFFICE

A-108, Sector 4, Noida
Uttar Pradesh
Phone Nos. : 0120-4012345
E-mail : secretarial@flexfoodsltd.com

REGISTERED OFFICE

Lal Tappar Industrial Area,
P.O. Resham Majri,
Haridwar Road,
Dehradun (Uttarakhand)
Phone: (0135) 2499234, (0135) 2499262
Fax: (0135) 2499235

REGISTRAR AND SHARE TRANSFER AGENT

Beetal Financial & Computer Services Pvt. Ltd
Beetal House, 3rd Floor
99, Madangiri, Beind Local Shopping Centre
Near Dada Harsukhdas Mandir
New Delhi - 100062
Phone Nos.: 011 29961281 - 83
Fax No. : 011 29961284
E-mail : beetal@beetalfinancial.com

WORKS

Lal Tappar Industrial Area,
P.O. Resham Majri,
Haridwar Road, Dehradun
(Uttarakhand)

Devaganapalli,
Krishnagiri, Tamil Nadu

Chidderwala, Dehradun,
(Uttarakhand)

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DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting this 36th Annual Report together with Audited Financial Statements of the Company for the financial year ended 31st March, 2026.

FINANCIAL RESULTS:

The summarized financial results for the year ended 31st March, 2026 and for the previous year ended 31st March, 2025 are as follows:

[Rs. in Lacs]

	Year Ended 31.03.2026	Year Ended 31.03.2025
Revenue from Operations	19,188.86	15,001.20
Other Income	97.80	37.99
Total Revenue	19,286.66	15,039.19
Profit before Finance Cost, Depreciation & Tax	101.93	(374.66)
Finance Cost	2,542.77	2,279.71
Depreciation	1,770.91	1,665.78
Profit before Tax	(4,211.75)	(4,320.15)
Less: Tax Expenses	(1,032.57)	(1,070.49)
Profit for the year	(3,179.18)	(3,249.66)

During the year under review, your Company achieved total revenue and net profit of Rs 19,286.66 Lakhs and Rs. (3,179.18) Lakhs respectively, as against total revenue and Net Profit of Rs. 15,039.19 Lakhs and Rs (3,249.66) Lakhs respectively during the previous financial year ended 31st March, 2025.

The comprehensive details of performance of the Company have been given in the Management Discussion and Analysis Report appended hereto.

SHARE CAPITAL

The paid-up equity share capital outstanding as on 31st March, 2026 was Rs.12.45 Crore. During the year under review, the Company has neither issued Shares with Differential Voting Rights nor granted Stock Options nor Sweat Equity.

As on 31st March, 2026 none of the Directors of the Company except the following held shares or convertible instruments of the Company:

Mr. Ashok Chaturvedi – 7,610 Equity shares

TRANSFER OF UNCLAIMED DIVIDEND TO AUTHORITY

No amount was transferred to Investor Education and Protection Fund (IEPF) during the year under review.

TRANSFER OF UNCLAIMED SHARES TO AUTHORITY

As per the provision of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, there were no Equity Shares on which Dividend was not paid for more than seven years, hence, no Equity Shares were required to be transferred

to the Investor Education and Protection Fund (IEPF) during the year under review.

DIVIDEND

Due to losses, no dividend was recommended for FY 2025-26 by the Board of Directors.

CHANGE IN NATURE OF BUSINESS

There is no change in the nature of business of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Ashok Chaturvedi, Chairman (DIN: 00023452) of the Company retires by rotation and being eligible, offers himself for reappointment.

The Board of Directors of the Company, upon recommendation of the Nomination and Remuneration Committee at its meeting held on 19th May, 2026, have approved the following:

- The re-appointment of Mr. Pradeep Narendra Poddar as an Independent Director of the Company for a second term of five consecutive years commencing from 21st July, 2026 to 20th July, 2031 (both days inclusive).
- The appointment of Mr. Paresh Nath Sharma as an Additional Director (Independent) of the Company for the first term of three consecutive years commencing from 19th May, 2026 up to 18th May, 2029 (both days inclusive) who has attained the age of 75 years.

The re-appointment of Mr. Pradeep Narendra Poddar and the appointment of Paresh Nath Sharma, as aforesaid, are subject to the approval of the Shareholders to be obtained by way of Special Resolutions proposed to be passed at the ensuing Annual General Meeting of the Company.

None of the Director of the Company are disqualified under the provision of the Company's Act, 2013 or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the Independent Directors of your Company have given declarations inter-alia confirming that they meet the criteria of Independence as prescribed both under the Companies Act, 2013 and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, in the opinion of the Board, all the Independent Directors of the Company, are persons of integrity, expertise, proficiency and relevant experience.

RELATIONSHIP BETWEEN DIRECTORS INTER-SE

None of the Directors are related to each other within the meaning of the term "relative" as per Section 2(77) of the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

On the basis of representations received from the Executives of the Company, subject to disclosures in the Annual Accounts and on the basis of the discussion with the Statutory Auditors of the Company from time to time, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- that in the preparation of the Annual Accounts for the year ended 31st March, 2026, the applicable accounting

standards have been followed along with proper explanation relating to material departures, if any.

- b. that the Company has selected such accounting policies and applied consistently, and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2026 and of the Profit/Loss of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual accounts have been prepared on a going concern basis;
- e. that proper Internal Financial Controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

The Company's Internal Auditors have conducted periodic audit to provide reasonable assurance that the Company's established policies and procedures have been followed. The Audit Committee constituted by the Board reviewed the internal controls and financial reporting issues with Internal Auditors and Statutory Auditors.

DISCLOSURE RELATED TO SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

There were no subsidiaries, associates and joint ventures during the period under review. However, the Company is an Associate Company of Uflex Limited.

DEPOSITS

Your Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 and hence no details pursuant to Rule 8(5)(vi) of the Companies (Accounts) Rules, 2014 are reported.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans and Investments, if any during the financial year under review are given in the accompanying Financial Statements. Further, during the year under review there were no loans, Guarantee and investments.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The related party transactions entered during the financial year were on Arm's Length Basis and were in the ordinary course of business. Therefore, the provisions of section 188(1) of the Companies Act, 2013 are not applicable. However, suitable disclosure has been made in the notes to the Financial Statements.

Further, the policy on Related Party Transactions as approved by the Board is uploaded on the Company's website www.flexfoodsltd.com at the weblink <https://www.flexfoodsltd.com/pdf/Related-Party-Policy.pdf>.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with the requirements of Section 135 of the Companies Act, 2013, your Company has a Corporate Social Responsibility (CSR) Committee, which comprises of Mr. Rahul Razdan, (Chairman), Mrs. Indu Liberhan, (Member) and Mr. Pradeep Narendra Poddar, (Member). The terms of reference of the Corporate Social Responsibility (CSR) Committee are provided in the Corporate Governance Report and are as per the provisions of the Companies Act, 2013 and the rules framed thereunder. Your Company has also formulated a Corporate Social Responsibility Policy (CSR Policy) which is available on the website of the Company at <http://www.flexfoodsltd.com/pdf/CSRPoly.pdf>.

During the year, NIL meeting of the Corporate Social Responsibility (CSR) Committee was held. However, the average net profit during the 3 (three) immediately preceding financial years is Rs. (60.97) lakhs, the Company was not required to make any contribution towards CSR activities in FY 2025-26.

Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as "Annexure A" and forms part of this report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed as "Annexure B".

RISK MANAGEMENT POLICY

Risk Management is a very important part of any business. Company's Risk Management Policy divides Risk into two broad categories; one Risk Associated at the Transactional Level and the other Risk Associated at the Decision-Making Level.

In respect of the Risk Associated at Transactional Level, the company has appropriate control mechanism and operating effectiveness of the Internal Financial Controls and ensure Legal Compliance. The company has created appropriate structures with proper delegation of duties and responsibilities of employee at each level on enterprise basis for compliances thereof.

In respect of Risk Associated at Decision Making level like political, social & economic, market, technology, capital structure, foreign exchange & interest rate, they are evaluated before taking any strategic & financial decisions.

Adequacy and operative effectiveness of the Internal Financial Control and ensuring Legal Compliance are periodically reviewed by the Management, Internal Auditors, Statutory Auditors and the Audit Committee.

A detailed note has been provided under the Management Discussion and Analysis Report, which forms integral part of this report. The Policy on Risk Management in terms of Section 134(3)(n) of the Companies Act, 2013 read with Listing Regulations is in place and is available on the Company's website at https://www.flexfoodsltd.com/pdf/risk_management_policy.pdf.

INTERNAL FINANCIAL CONTROLS

A detailed note has been provided under Management Discussion and Analysis Report appended hereto.

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

Fraud-free and corruption-free work culture has been the core of the Company' functioning. In view of the potential risk of fraud and corruption due to rapid growth and geographical spread of operations, the company has put even greater emphasis on addressing this risk.

To meet this objective, a Whistle Blower Policy has been laid down. The said policy as approved by the Board was uploaded on the Company's website www.flexfoodsltd.com at weblink <http://www.flexfoodsltd.com/pdf/whistleblowerpolicy.pdf>.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by any Regulator or Court, which would impact the going concern status of the Company and its future operations.

STATUTORY AUDIT & AUDITORS

The Report given by M/s. MJMJ & Associates LLP, Chartered Accountants (Firm Registration No. 027706N/N400013)), Statutory Auditors on the financial statement of the Company for the year 2025-2026 is part of the Annual Report. There is no qualification, reservation or adverse remark or disclaimer in their Report.

During the year under review, the Statutory Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed to the Boards Report.

The Report of the Statutory Auditors on the financial statements including relevant notes on the accounts for the Financial Year ended 31st March, 2026 are self-explanatory and therefore do not call for any further comments.

INTERNAL AUDITORS

The Board of Directors of your Company has re-appointed M/s. KAAP & Associates, Chartered Accountants, Delhi (Firm Registration No. 019416N) as Internal Auditors pursuant to the provisions of Section 138 of the Companies Act, 2013 for the financial year 2026-2027.

SECRETARIAL AUDITORS

The Board has appointed M/s Mahesh Gupta & Co., Practicing Company Secretaries, Delhi as Secretarial Auditor pursuant to the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of the amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a term of five (5) consecutive years, commencing from financial year 2025-26 to financial year 2029-30 subject to the approval of the shareholders of the Company.

The Report of the Secretarial Auditors for the financial year 2025-2026 is annexed to the Directors Report as per "Annexure C".

EXPLANATION IN RESPONSE TO THE AUDITOR'S QUALIFICATIONS

There were no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report.

There were no qualifications, reservations or adverse remarks made by the Secretarial Auditor in their Secretarial Audit Report.

INDIAN ACCOUNTING STANDARDS

The annexed financial statements for the Financial Year 2025-26 and corresponding figures for 2024-25 comply in all material aspects with the Indian Accounting Standards notified under section 133 of the Companies Act, 2013 (the Act), the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act as modified from time to time.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)

There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the period under review.

SETTLEMENT WITH BANK OR FINANCIAL INSTITUTION

There was no instance of one-time settlement with any Bank or Financial Institution.

ANNUAL RETURN

The draft Annual Return of the Company as on 31st March, 2026 is available on the Company's website and can be accessed at <https://www.flexfoodsltd.com/b2c-annual-return.php>

MEETINGS

During the year under review, four Board Meetings, four meetings of Audit Committee, one meeting of Nomination and Remuneration Committee, no meeting of CSR Committee and one meeting of Stakeholders Relationship Committee were convened and held, the details of which are given in Corporate Governance Report appended hereto.

COMPOSITION OF AUDIT COMMITTEE

The Audit Committee comprises of Mrs. Indu Liberhan as the (Chairperson), Mr. Pradeep Narendra Poddar, (Member), Mr. Arvind Mahajan, (Member), and Mr. Rahul Razdan, (Member). More details about the Committee are given in the Corporate Governance Report appended hereto.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO

WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There has been no material change and commitments occurred, between the end of the financial year of the Company i.e., 31st March, 2026 and the date of this report affecting financial position of the Company.

POLICY ON REMUNERATION

The company has Nomination and Remuneration Policy for Directors, Key Management Personnel and Senior Management Personnel. The said policy is available at https://www.flexfoodsltd.com/pdf/Nomination_Remuneration_Policy.pdf

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. Member interested in obtaining a copy thereof, may write to the Company Secretary in this regard.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as per "Annexure D".

DISCLOSURE OF COST RECORD

The provisions of maintenance of cost records specified by the Central Government under subsection-(1) of section 148 of the Company's Act, 2013 for the products dealt/manufacture by the Company are not applicable to the Company.

BOARD EVALUATION

Pursuant to the Provisions of the Companies Act, 2013 and under Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an Annual Performance Evaluation of its own performance and that of its committees and all the Directors individually.

The evaluation of Non-Independent Directors, Chairman and the Board as a whole was done at a separate meeting by the Independent Directors.

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with the provisions of Corporate Governance as prescribed under the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 with the Stock Exchanges.

A separate Report on Corporate Governance along with Report on Management Discussion and Analysis is enclosed as part of this Report as "Annexure E & F".

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

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. No complaint was received from any employee during the financial year 2025-2026 and hence no complaint is outstanding as on 31st March, 2026 for redressal.

COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961

The Company fully adheres to all requirements of the Maternity Benefit Act, 1961, ensuring compliance with its provisions for eligible employees.

PERSONNEL

Personnel relations with all employees remained cordial and harmonious throughout the year. Your Directors wish to place on record their sincere appreciations for the continued, sincere and devoted services rendered by all the employees of the Company.

ACKNOWLEDGEMENT

The Directors express their gratitude and thanks to all the Institutions & Banks, Government Authorities where company's operations are carried out, Shareholders, Customers, Suppliers and other Business Associates for their continued co-operation and patronage.

For & On behalf of the Board

Ashok Chaturvedi
Chairman
(DIN: 00023452)

Place : NOIDA
Dated : 19th May, 2026

ANNEXURE - A
FLEX FOODS LIMITED
CSR REPORT FOR THE FY 2025-26

1	Brief outline on CSR Policy of the Company	Flex Foods Limited strives to be a socially responsible company and strongly believes in development which is beneficial for the society at large. As a Corporate Citizen receiving various benefits out of society, it is our co-extensive responsibility to pay back in return to the society in terms of helping needy people by Promoting education and keeping the environment clean and safe for the society by adhering to the best industrial practices and adopting best technologies, and so on. It is the Company's intent to make a positive contribution to the society in which the Company lives and operates.				
2	Composition of CSR Committee:					
	Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year	
	1.	Mr. Rahul Razdan	Chairperson / Executive Director	0	0	
	2.	Mrs. Indu Liberhan	Member / Independent Director	0	0	
	3.	Mr. Pradeep Narendra Poddar	Member / Independent Director	0	0	
3	Provide the web-links where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.			https://www.flexfoodsltd.com/pdf/CSRPolicy.pdf		
4	Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.			NOT APPLICABLE		
5	(a)	Average net profit of the company as per sub-section (5) of section 135.		Rs. (3,048,43) Lakhs		
	(b)	Two per-cent of average net profit of the company as per sub-section (5) of Section 135.		NIL		
	(c)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.		0.18 Lakhs		
	(d)	Amount required being set-off for the financial year, if any.		NIL		
	(e)	Total CSR obligation for the financial year [(b)+(c)-(d)].		NIL		
6	(a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).		NIL		
	(b)	Amount spent in Administrative Overheads.		NIL		
	(c)	Amount spent on Impact Assessment, if applicable.		N.A.		
	(d)	Total amount spent for the Financial Year [(a)+(b)+(c)].		NIL		
	(e)	CSR amount spent or unspent for the Financial Year:				
Total Amount Spent for the Financial Year (Rs. in Lacs)		Amount Unspent (Rs. in Lakhs)				
		Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.			Amount transferred to any fund specified under Schedule VII as per second proviso to sub section (5) of Section 135	
		Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
NIL		N.A.			N.A.	

(f)	Excess amount for set-off, if any:	
S. No.	Particular	Amount (In Rs. Lakhs)
(1)	(2)	(3)
(i)	Two per-cent of average net profit of the company as per sub-section (5) of section 135	NIL
(ii)	Total amount spent for the Financial Year	NIL
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	0.18 Lakhs
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.18 Lakhs

7. Details of Unspent CSR amount for the preceding three financial years:								
1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under sub section (6) of Section 135 (In Rs.)	Balance Amount in Unspent CSR Account under sub section (6) of Section 135 (In Rs.)	Amount spent in the reporting Financial Year (In Rs.)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any.		Amount remaining to be spent in succeeding Financial Years (In Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of transfer		
-	-	-	-	-	-	-	-	-

8.	Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:						
	Yes		√ No				
	If Yes, enter the number of Capital assets created/ acquired					Not Applicable	
	Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable						
Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
	(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and the area of the immovable property as well as boundaries)						
9.	Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135.					Not Applicable	
(ASHOK CHATURVEDI) Chairman DIN: 00023452				(RAHUL RAZDAN) Chairperson of CSR Committee DIN: 09290572			

Place : Noida
Dated : 19th May, 2026

ANNEXURE - B

Information regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo pursuant to Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988, forming part of Directors Report.

Energy Conservation Measures Taken

Keeping in mind social accountability, efforts were undertaken to reduce energy consumption & emission of pollutants. Steam generation and consumption, electricity & water consumption patterns were studied & optimized for various processes.

Knowledge of energy consumption for each product & process, measuring & analyzing data on steam generation, distribution & consumption, measuring & analyzing data on electricity & consumption, process analysis & improvement, Identifying & eliminating distribution system loss, frequent inspection & cleaning programs. Air drying unit Herbs waste is being utilized as biofuel in Boiler leading to reduction in briquette consumption at Dehradun plant.

Further, the Company has following certifications:

- Global Standard for Food safety (BRC) and IFS & FSMA(USA)
- Global Gap version 6 & GRASP
- SEDEX-SMETA (SEDEX Members Ethical Trade Audit)
- ISO 22000:2018 & Global Gap certification for Mushroom Farm & Herbs,
- Kosher certificate
- Organic NPOP
- USDA-NOP -COER (Canada equivalency)
- Organic-EU
- HALAL
- HAACP certification-Canning unit
- SEDEX audit for Wall Mart.

For full plant utilization at Hosur plant, the Company has imported 30 trolleys with trays from China and made a Freezing Tunnel & Ante room.

The Company has not made any major capital investments during FY 2025-26.

ABSORPTION TECHNOLOGY

Research & Development (R&D)

(i) Specific areas in which R&D carried out by the Company

The company has prioritized and carried out R&D work in the process and product development of the Company as listed below:

- FD Wheat Grass
- FD Neem Juice
- FD Choti Changeri
- FD Renogrit juice
- FD Livogrit juice
- FD Swasari juice
- FD Platogrit juice
- Freeze Dried Peri Peri Peas,
- FD Achari Peas
- FD flavored Sweet Corn
- FD Papaya
- FD Dragon fruit
- FD Watermelon
- FD Sweet Potato slice
- FD Pickled Cucumber

- FD Coffee
- FD Cauliflower Dices
- FD whole strawberry

(ii) **Benefits derived as a result of R&D**

The supply of FD coffee have been started and some are in pipeline. Furthermore, a new initiative taken by Company for use of by-product, IQF Coriander stems supplies have started.

Future Plan of Action.

- a) Supplies to be initiated for the products considered for new product development.
- b) Training program has been initiated at the plant location for EMS (Environment Management system) and for farmers for growing Organic & Conventional herbs for Good Agricultural Practices (GAP) to grow herbs & vegetables as per US and EU norms.
- c) Backward integration for growing of herbs with increased area of cultivation for sustained and quality supply of fresh herbs for the Hosur, Tamil Nadu plant.
- d) Certification of GRASP along with updated version-6 of Global GAP.
- e) Reuse of treated effluent so that the Company can reduce water drawing from bore well as it will minimize treated water discharge.
- f) Raw material waste utilization for briquette manufacturing for utilization as Boiler fuel.
- g) Upgradation of process of refrigeration to reduce future repair and maintenance cost as well as power consumption optimization.
- h) Revalidate and improve FD banana and strawberries yield by standardization of freeze-drying process.
- i) Optimization of manpower with time motion steady.
- j) Implementation of 5S concept to improve current manufacturing practices and food safety management system.

The Company has not made any major expenditure on R&D during the FY 2025-26.

FOREIGN EXCHANGE EARNING AND OUTGO

Activities related to Exports

Initiatives were taken to increase exports, development of new export markets for products and services. The company is at present exporting its products to North America and Europe. The company is continuously exploring possibilities of exporting new and enhanced quantities of existing product mix to existing and new prospective markets.

During the year, the Company exported manufactured goods calculated on FOB basis amounting Rs. 15,096.29 lakhs. The expenditure incurred in Foreign Exchange (including value of imports) during the year amounted to Rs. 1,011.73 lakhs.

For & On behalf of the Board

Place : NOIDA
Dated : 19th May, 2026

Ashok Chaturvedi
Chairman
(DIN: 00023452)

ANNEXURE - C

FORM NO. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026**

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

To
The Members
FLEX FOODS LIMITED
(CIN: L15133UR1990PLC023970)
Lal Tappar Industrial Area,
PO-Resham Majri, Haridwar Road,
Dehradun, Uttarakhand

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **FLEX 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 **31st March, 2026** 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 31st March, 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;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (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'):-
 - 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- **Not Applicable as the Company did not issue any securities during the financial year under review.**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable as the Company has not granted any Options to its employees during the financial year under review.**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not applicable as the Company has not issued any debt securities during the financial year under review.**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- **Not Applicable as the Company is not registered as Registrars to an Issue and Share Transfer Agents during the financial year under review.**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not Applicable as the Company has not got delisted its equity shares from any stock exchange during the financial year under review.**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable as the Company has not bought back any of its securities during the financial year under review.**
 - (vi) The management has identified and informed the following laws as being specifically applicable to the Company:
 - 1. Indian Boilers Act, 1923 and Rules made thereunder
 - 2. Indian Explosives Act, 1984 and all other Acts and Rules Applicable
 - 3. Water (Prevention and Control of Pollution) Act, 1974 and Rules made thereunder
 - 4. Air (Prevention and Control of Pollution) Act, 1981
 - 5. Environment (Protection) Act, 1986 and Rules made thereunder
 - 6. Legal Metrology Act, 2009 and Rules made thereunder
 - 7. Food Safety and Standards Act, 2006

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreement entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review, the Company has complied with all the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above and also filed all the required E-forms / Returns with the appropriate authorities from time to time.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

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, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meeting and Committee meetings are carried out unanimously and the views of dissenting members,

if any, are captured and recorded as part of the minutes of Board of Directors or Committees of the Board, as the case may be.

We further report that based on the compliance mechanism established by the Company and on the basis of the Certificates issued by the management and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has 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 there are no major actions having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. above have taken place.

**For Mahesh Gupta & Co.
Company Secretaries**

Mahesh Kumar Gupta
Proprietor

FCS No.: 2870::C P No.: 1999

Peer review certificate no. 6470/2025

UDIN NO.: F002870H000398826

Place :Delhi

Date:19th May,2026

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

ANNEXURE - A

To

The Members

FLEX FOODS LIMITED

(CIN: L15133UR1990PLC023970)

Lal Tappar Industrial Area,

PO-Resham Majri, Haridwar Road,

Dehradun, Uttarakhand

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- 5) Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
- 6) The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Mahesh Gupta & Co.
Company Secretaries**

Mahesh Kumar Gupta
Proprietor

FCS No.: 2870::C P No.: 1999

Peer review certificate no. 6470/2025

UDIN NO.: F002870H000398826

Place :Delhi

Date:19th May,2026

ANNEXURE - D
PARTICULARS OF REMUNERATION
Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014

The information required under Section 197(12) of the Act and the Rules made there-under, in respect of the Company as follows: -

- (a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

Non-Executive Director	Ratio to Median Remuneration
Mr. Ashok Chaturvedi	0.64
Mrs. Indu Liberhan	1.00
Mr. Rajeev Sharma	0.73
Mr. Arvind Mahajan	0.91
Mr. Pradeep Narendra Poddar	8.16
Executive Director	
Mr. Rahul Razdan	42.47

- (b) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Name of Person	% Increase in Remuneration
Mr. Ashok Chaturvedi	16.67
Mrs. Indu Liberhan	-35.29
Mr. Arvind Mahajan	-9.09
Mr. Rajeev Sharma	-27.27
Mr. Pradeep Narendra Poddar	-35.71
Executive Directors	
Mr. Rahul Razdan	13.84
Key Managerial Personnel (KMP)	
Mr. Shekhar Tiwari (CFO) ^	56.70
Mr. Himanshu Luthra (Company Secretary)	8.55

^ Mr. Shekhar Tiwari was appointed as Chief Financial Officer of the Company w.e.f. 12.11.2024 therefore, % increase in his remuneration during 2025-26 is exponential.

- (c) **the percentage increase in the median remuneration of employees in the financial year:** -11.83
- (d) **the number of permanent employees on the rolls of company**

Calculation of median remuneration of the employee is 509.

- (e) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;**

Average increase in salary of employees in 2025-26 was 7.0%. Percentage increase in the managerial remuneration for the year was 13.84%

- (f) **Affirmation that the remuneration is as per the remuneration policy of the company.**

The company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavours to attract, retain, develop and motivate a high-performance staff. The Company follows a compensation mix of fixed pay, benefits and performance base variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the company.

ANNEXURE - E

**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED
31ST MARCH, 2026**

Corporate Governance

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“the Listing Regulations”) the Company submits the Report on Corporate Governance followed by the Company.

1. Company’s Philosophy on Code of Governance

The Company’s philosophy on Corporate Governance is to ensure the best possible management team with adequate numbers of professional experienced people. The Company firmly believes that sound practices adopted in the governance of its affairs based on openness, transparency, capability and accountability is *sine-qua-non* for long-term success, building the confidence of its stakeholders, its functioning and conduct of business.

2. Board of Directors

(a) Composition and Category of the Board (As on March 31, 2026)

The Board of Directors of the Company comprises of Six Directors with One Executive Director and Three Independent Non-Executive Directors including a Woman Director and two Non-executive Directors. The Chairman of the Company is Non-executive Director.

The Board consists of eminent persons with considerable professional experience in the field of business, industry, finance, audit and law and public enterprises. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed Companies and where any Independent Director is serving as a Whole-time Director in any listed company, such Director is not serving as an Independent Director in more than three listed Companies. All the Directors have made disclosures regarding their directorship and memberships on various Committees across all Companies in which they are directors and/or members.

The composition and category of Directors as on March 31, 2026 are as follows:

S. No.	Name of Directors	DIN	Designation	Category
1.	Mr. Ashok Chaturvedi	00023452	Chairman	Promoter – Non-Executive Director
2.	Mr. Rahul Razdan	09290572	Whole-time Director & CEO	Executive Director & CEO
3.	Mr. Rajeev Sharma	08789214	Director	Non- Executive Director
4.	Mrs. Indu Liberhan	03341420	Director	Independent, Non-Executive Director
5.	Mr. Pradeep Narendra Poddar	00025199	Director	Independent, Non-Executive Director
6.	Mr. Arvind Mahajan	02410540	Director	Independent, Non-Executive Director

(b) Board Meetings and attendance record of each Director

The composition of the Board is in conformity with Regulation 17 of the Listing Regulations and the Companies Act, 2013. Where Four Board Meetings were held during the financial year 2025-2026. The dates on which the meetings were held are 16th May, 2025, 12th August, 2025, 12th November, 2025, and 6th February, 2026.

i) Attendance of each Director at the Board Meetings, last Annual General Meeting and number of other Directorship and Chairmanship/Membership of Committees of each Director in various Companies are as follows:

Name of the Directors	Attendance Particulars	
	Board Meetings	Last AGM
Mr. Ashok Chaturvedi	4	No
Mr. Rahul Razdan	4	Yes
Mr. Rajeev Sharma	4	Yes
Mrs. Indu Liberhan	4	Yes
Mr. Pradeep Narendra Poddar	3	No
Mr. Arvind Mahajan	4	No

- (ii) **Directorships and Committee Membership/Chairmanships in other Public Limited Companies / name of Listed Entities where the person is a director and category of Directorship as on 31st March, 2026.**

Name of Director	No. of other Directorship and Committee Membership / chairmanship			Name of Listed Entities where the person is Director and the category of Directorship
	Other Directorship in Public Companies @	No. of Membership of board Committee in other Companies #	No. of Chairmanship of board Committee in other Companies #	
Mr. Ashok Chaturvedi	1	-	-	Uflex Limited (Chairman & Managing Director)
Mr. Rahul Razdan	-	-	-	-
Mr. Rajeev Sharma	1	1	-	-
Mrs. Indu Liberhan	-	-	-	-
Mr. Arvind Mahajan	-	-	-	-
Mr. Pradeep Narendra Poddar	1	-	-	Sampre Nutritions Limited.

@ Excludes Directorships of Foreign Companies and Dormant Companies.

Includes only Audit Committee and Stakeholders' Relationship Committee. As per declarations received, none of the Directors serve as an Independent Director in more than 7 Listed Companies. Further, the Whole-time Director does not serve as an Independent Director in any other entity.

- (c) **Disclosure of relationships between directors inter-se:**

None of the Directors are related to each other within the meaning of the term 'relative' as per section 2(77) of the Companies Act, 2013.

- (d) **Number of shares and convertible instruments held by Non-Executive Directors:**

As on 31st March, 2026, none of the Directors of the Company held any shares or convertible instruments of the Company, except Mr. Ashok Chaturvedi, Chairman, who held 7,610 equity shares.

- (e) **Board Procedure:**

The Board of directors forms the apex decision making body for overall control and governance of the company. For the purpose of better governance and effective discharge of its duties and in compliance with statutory requirement, the Board has constituted various Committees. The Board generally meets once in each quarter. Additional Board Meetings are convened as and when necessitated by giving appropriate notice. The agenda is finalized by the Chairman of the Board and the Company Secretary after consultation with the other concerned team members of the senior management and is structured in a fashion so as to disseminate all material information to the Board in a detailed manner to facilitate a focused discussion on the topic. All important matters concerning the working of the Company along with requisite details are placed before the Board.

- (f) **Information supplied to the Board:**

The Board has complete access to all information related to the Company, including, but not limited to, the information required to be presented before the Board under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Important decisions taken at the Board or Board Committee meetings are promptly communicated to the relevant Departments and Divisions to ensure timely implementation and follow-up.

- (g) **Skills / Expertise / Competence of the Board of Director (serving as at 31-03-2026):**

The Company being in cultivation and processing of Mushroom, Herbs, Fruits and Vegetables business, the skills/expertise/competence of the Board of Directors required are to solve issues concerning processing of foods products in various area such as cultivation, procurements, sales, quality assurance, operation, marketing, environmental science, and logistics apart from finance and administrative.

The Board of Directors of the Company comprises highly qualified members, possessing required skills, expertise, and competence in making effective contributions towards the growth of the Company. Leadership, operational experience,

strategic planning, industry experience, research & development, innovation, consumer insights, marketing, supply chain management and branding are the key core skill / expertise / competence, in the context of the Company's business apart from governance, finance, taxation and regulatory affairs functions. In the opinion of the Board, these skills are available with the Member of the Board of Directors and is best demonstrated with the following chart / matrix:

S. No.	Name of Director(s)	Skills / expertise / competence
1.	Mr. Ashok Chaturvedi	Leadership, Business Strategy, Industry Experience specially in Flexible Packaging Industry, Sales & Marketing, Strategic Planning, Product Innovation, etc.
2.	Mr. Rahul Razdan	Strategic Planning, Industry Experience in Food Processing Technology, Product Innovation, Sales & Marketing.
3.	Mr. Rajeev Sharma	Project Planning, Management & Execution, Supply Chain Management and liaisoning.
4.	Mrs. Indu Liberhan	Finance Management, Banking, Taxation and Capital Markets, Corporate Governance, etc.
5.	Mr. Pradeep Narendra Poddar	Strategic Planning, Business Operations, Industry Experience, Risk Management, Consumer insights & Supply Chain Management & Branding
6.	Mr. Arvind Mahajan	Finance Management, Law, Sales, Marketing, Administration, Research, Corporate Governance, Technical operations, etc.

(h) **Compensation or Profit Sharing**

No employee including Key Managerial personnel or Directors, or promoters of the company has entered into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

(i) **Compliance reports of all applicable laws to the Company**

The periodical reports submitted by the Internal Auditors and by the concerned executives of the Company with regard to compliance of all laws applicable to the Company including steps taken by the Company to rectify instances of non-compliances, if any, are reviewed by the Audit Committee and the Board.

(j) **Independent Directors**

Independent Directors play a crucial role in the governance processes of the Board. They bring valuable expertise and diverse perspectives to Board deliberations, enriching the decision-making process and ensuring a balanced approach that minimizes conflicts of interest.

The appointment of Independent Directors follows a structured process. The Nomination and Remuneration Committee identifies potential candidates based on specific criteria, considering the diversity of the Board. The terms and conditions of appointment of Independent Directors are available on the Company's website at www.flexfoodsltd.com. (weblink: https://www.flexfoodsltd.com/pdf/terms-and-condition-of-appointment-of-independent-directors/Terms_and_Condition_Appointment_of_Independent_Directors.pdf).

The Independent Directors of your Company have confirmed that:

- they meet the criteria of Independence as prescribed under Section 149 read with relevant rules of the Act and Regulation 16 of the Listing Regulations, and
- they are not aware of any circumstance or situation, which could impair or impact their ability to discharge duties with an objective independent judgement and without any external influence.

Further, in the opinion of the Board, the Independent Directors fulfil the conditions prescribed under the Act, the Listing Regulations and are independent of the management of the Company.

(k) **Separate Meetings of Independent Directors**

As stipulated in the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate Meeting of the Independent Directors of the Company was held on 17th March, 2026 to review the performance of Non-Independent Directors, Chairman and the Board as whole. The Independent Directors also reviewed the quality, quantity, and timeliness of the flow of information between the Management and the Board and its Committee which is necessary to effectively and reasonably perform and discharge their duties.

During the year, none of the Independent Directors of the Company resigned before the expiry of their respective tenure(s).

(l) Familiarization Programme for Independent Directors

The Independent Directors of Flex Foods Limited are eminent personalities having wide experience in the field of business, finance, education, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions. Independent Directors are appointed considering management expertise and wide range of experience. The Independent Directors appointed by the Board are given induction and orientation with respect to the Company’s vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations by having one-to-one meetings. Independent Directors are also requested to access the necessary documents / brochures, Annual Reports and internal policies available at our website www.flexfoodsltd.com to enable them to familiarize with the Company’s procedures and practices. Periodic presentations are made by Senior Management, Statutory and Internal Auditors at the Board/Committee meetings on business and performance updates of the Company, global business environment, business risks and its mitigation strategy, impact of regulatory changes on strategy, etc. Updates on relevant statutory changes encompassing important laws are regularly intimated to the Directors.

Further, the company has a familiarization programme for Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company etc. The familiarization programme along with details of the same imparted to the Independent Directors during the year are available on the website of the Company (weblink: <https://www.flexfoodsltd.com/pdf/Familiarization-Program-for-Independent-Directors/Familiarization-Program-for-Independent-Directors-2025-2026.pdf>)

3 Audit Committee

During the year, the Audit Committee comprises of viz. Mrs. Indu Liberhan, Mr. Arvind Mahajan, Mr. Pradeep Narendra Poddar and Mr. Rahul Razdan. Mrs. Indu Liberhan is the Chairperson of the Audit Committee. All the members of the Audit Committee are Non-Executive Independent Directors except Mr. Rahul Razdan who is Whole-time Director & CEO of the Company. Majority of the members of Audit Committee have accounting and financial management expertise. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

Mrs. Indu Liberhan (Chairperson of Audit Committee) was present at the last Annual General Meeting dated 21st August, 2025.

The terms of reference, roles, and powers of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These are reviewed and updated by the Board of Directors from time to time to ensure alignment with applicable statutory and regulatory requirements.

Details of Meetings and Attendance

In accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee met four times during the financial year on 16th May, 2025, 12th August, 2025, 12th November, 2025, and 6th February, 2026. The attendance of each Committee members is as under:

Name of Members	No. of Meeting held	Meeting attended
Mrs. Indu Liberhan	4	4
Mr. Arvind Mahajan	4	4
Mr. Rahul Razdan	4	4
Mr. Pradeep Narendra Poddar	4	3

The Head of Finance, Internal Auditors and Statutory Auditors are permanent invitees to the Audit Committee Meetings. Further, representatives from various departments of the Company also attend the meetings as and when desired by the members of the Committee to answer and clarify questions raised at the Audit Committee. The Company Secretary acts as the Secretary to the Committee.

4) Nomination and Remuneration Committee.

Terms of Reference

The terms of reference of Committee includes responsibility of recommend/review the remuneration of Executive Directors and Senior Management Personnel after taking into consideration, inter-alia, various factors such as qualification, experience, expertise of the Director/Senior Manager Personnel prevailing remuneration in the corporate world and financial positions of the company etc., formulate criteria for performance evaluation of Independent Directors and the Board and to carry out evaluation of every Director’s performance, Identifying persons who are qualified to become Director and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal etc. and formulate criteria for determining qualifications, positive attitude and independence of a Director and

recommend to the Board a policy relating to the remuneration in whatever form for the Directors, Key Managerial Personnel and other employees.

Composition and details of Meetings

The Company has a Nomination and Remuneration Committee comprising of three members viz Mrs. Indu Liberhan, Mr. Arvind Mahajan and Mr. Pradeep Narendra Poddar. All the members of the Nomination and Remuneration Committee are Non-Executive and Independent. Mrs. Indu Liberhan (Chairperson of the Nomination and Remuneration Committee) attended the last Annual General Meeting held on 21st August, 2025. The Company Secretary acts as the Secretary to the Committee.

During the year, the Nomination and Remuneration Committee met once on 17th March, 2026.

The attendance of each Committee member is as under:

Name of Members	No. of Meeting held	Meeting attended
Mrs. Indu Liberhan	1	1
Mr. Arvind Mahajan	1	1
Mr. Pradeep Narendra Poddar	1	1

5. Performance Evaluation for Independent Director

The criteria for performance evaluation cover the areas relevant to the functioning as Independent Directors such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the directors who were subject to evaluation had not participated.

6. Remuneration to Directors

Details of Remuneration paid to Whole-time Director for the year ended 31.03.2026 is given below:

(in INR)

Name	Salary (Rs.)	Perquisites & Allowances (Rs.)	Commission paid (Rs.)	Bonus paid (Rs.)	Total (Rs.)	Service Term
Mr. Rahul Razdan	1,00,18,416	6,85,135	-	10,00,000	1,17,03,551/-	3 years

For any termination of contract, the Company or the Executive Director is required to give notice as per the Policy formulated by the Company.

The company does not have any stock option scheme.

None of the Directors of the Company, except the Whole-time Director has any pecuniary relationship with the Company except to the extent of receipt of sitting fee for meetings of the Board/Committee(s) of Directors attended by them.

Sitting fee is paid to Non-Executive Directors for attending each meeting of the Board and Committees thereof. The criteria for making payment to Non-Executive Directors is available at the Company's website www.flexfoodsltd.com (weblink:

<https://www.flexfoodsltd.com/pdf/CRITERIA%20FOR%20MAKING%20PAYMENT%20TO%20NON-EXECUTIVE%20DIRECTORS.pdf>)

Details of Sitting Fees paid to the Directors during the financial year are as follows:

(In INR)

Name	Board meetings	Committees Meetings*	Total
Mr. Ashok Chaturvedi	1,00,000.00	75,000.00	1,75,000.00
Mrs. Indu Liberhan	1,00,000.00	1,75,000.00	2,75,000.00
Mr. Rajeev Sharma	1,00,000.00	1,00,000.00	2,00,000.00
Mr. Arvind Mahajan	1,00,000.00	1,50,000.00	2,50,000.00
Mr. Pradeep Narendra Poddar	75,000.00	1,50,000.00	2,25,000.00

* It includes fees paid for separate meeting of Independent Directors

7. Stakeholders' Relationship Committee

The Company has a Stakeholders' Relationship Committee comprising of Mr. Rajeev Sharma, Mrs. Indu Liberhan and Mr. Pradeep Narendra Poddar. Mr. Rajeev Sharma is the Chairman of the Stakeholders' Relationship Committee. The Committee, *inter-alia*, approves issue of duplicate certificates and oversees & reviews all matters connected with the

securities transfers. The Committee also looks into redressal of shareholders'/investors' grievances. The Committee oversees the performance of the Registrar and Transfer Agent and recommends measures for overall improvement in the quality of investor services.

In order to expedite the process of share transfers/ transmission, the Board of Directors have nominated a committee of three officers, who normally attend to the transfer, non-receipt of Annual Report, Dividend and other related matters within the timelines as stipulated in the guidelines. The Committee of Officers operates subject to overall supervision and directions of Stakeholders' Relationship Committee.

The terms of reference of the Stakeholders' Relationship Committee are in line with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

During the year, the Stakeholders' Relationship Committee met one time on 25th February, 2026. The attendance of each Committee member is as under:

Name of Members	No. of Meeting held	Meeting attended
Mr. Rajeev Sharma	1	1
Mr. Indu Liberhan	1	1
Mr. Pradeep Narendra Poddar	1	1

Mr. Rajeev Sharma (Chairman of the Stakeholders' Relationship Committee) was present in the last Annual General Meeting held on 21st August 2025.

The total number of complaints received during the year was NIL and resolved during the year was NIL and the outstanding complaints as on 31.03.2026 were NIL. There was no valid share transfer pending for registration for more than 10 days as on the said date.

Mr. Himanshu Luthra , Company Secretary and Compliance Officer, acts as Secretary to the Committee.

8. Prohibition of Insider Trading

With a view to regulate Trading in Securities by the Directors and Designated Employees, the Company has adopted a "Code of Conduct for Prohibition of Insider Trading".

9. Corporate Social Responsibility (CSR) Committee

The CSR committee has three members comprising of Mr. Rahul Razdan (Chairman), Mrs. Indu Liberhan and Mr. Pradeep Narendra Poddar. Mr. Rahul Razdan is the Chairman of the Corporate Social Responsibility Committee of the Company.

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating, monitoring and implementation of the framework of 'Corporate Social Responsibility Policy'. The Committee's constitution and terms of reference meet the requirements of the Companies Act, 2013.

Mr. Rahul Razdan (Chairman of Corporate Social Responsibility Committee) was present in the last Annual General Meeting dated 21st August, 2025.

The terms of reference of the committee include formation and recommendation to the Board, a Corporate Social Responsibility Policy indicating activities to be undertaken by the Company in compliance with provision of the Companies Act, 2013 and rules made thereunder; recommending the amount of expenditure to be incurred on CSR activities and monitoring the CSR Policy of the Company from time to time as specified in Schedule VII of the Companies Act, 2013.the CSR Policy is available on the website of the company www.flexfoodsltd.com at weblink <https://www.flexfoodsltd.com/pdf/CSRPolicy.pdf>.

No meeting of Corporate Social Responsibility Committee was held during the financial year 2025-26.

The Company Secretary acts as the secretary of the CSR Committee.

10. Particulars of Senior Management Personnel and changes since the close of previous financial year (i.e., 31st March, 2025).

Sl. No.	Name of Senior Management as Per SEBI regulations	Designation	Department
1	Mr. Shekhar Tiwari	CFO-KMP	Finance & Accounts
2	Mr. Himanshu Luthra	CS-KMP	Secretarial
3	Mr. Sanjeev Kumar Nigam	Asst. Vice President	Manufacturing
4	Mr. Vishnu Dutt Tyagi	General Manager	HR & A
5	Mr. S A Parthasarathy	Dy. General Manager	Sales

During the FY 2025-26, following changes were done:

SI. No.	Name of Senior Management as per SEBI regulations	Changes
1	Mr. Pankaj Sunny Pattam	Cessation

11. Subsidiary Companies

The Company does not have any Subsidiary Company.

12. General Body Meetings

(a) The details of General Body Meetings held in the last 3 years are as under:

AGM/EGM	Day, Date & Time	Venue	Special Resolutions Passed
33 rd	Friday, 18 th August, 2023 at 3:30 P.M.	Through Video Conferencing/ Other Audio-Visual Means (VC/OAVM)	<ul style="list-style-type: none"> Appointment of Mr. Pradeep Narendra Poddar as an Independent Director of the Company for a term of 3 years w.e.f. 21st July, 2023.
34 th	Tuesday, 27 th August, 2024 at 3:30 PM	Through Video Conferencing/ Other Audio-Visual Means (VC/OAVM)	<ul style="list-style-type: none"> Re-appointment of Mr. Rahul Razdan (DIN: 09290572) as Whole-time Director & CEO of the Company.
35 th	Thursday, 21 st August, 2025 at 12:30 PM	Through Video Conferencing/ Other Audio-Visual Means (VC/OAVM)	-

(b) (i) Whether Special Resolutions were put through Postal Ballot?

During the period under review, there was no postal ballot conducted by the Company.

(ii) Whether any Special Resolution is proposed to be passed through Postal Ballot?

Special Resolution(s) as may be considered necessary/required would be passed through Postal Ballot.

(iii) Procedure of Postal Ballot

In terms of the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2020 (collectively the “MCA Circulars”), the Postal Ballot Notice was sent by email to all the members of the Company who have registered their email addresses with the company or depository / depository participants and the communication of assent / dissent of the members took place only through the remote e-voting system.

13. Means of Communication

The quarterly un-audited financial results duly approved by the Board of Directors are sent to the Stock Exchange where the Company's shares are listed immediately after the Board Meeting. The same are also published along with QR code in widely circulated Newspapers such as 'Financial express'(English) and 'Jansatta'(Hindi) newspapers in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within the stipulated period and in the format as prescribed by the Stock Exchanges and the Company posts its financial results for all quarters on its own website i.e. www.flexfoodsltd.com at weblink <https://www.flexfoodsltd.com/b2c-financial-results.php> and that of stock exchange i.e., BSE Limited

14. BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):

BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

Any presentation made to Institutional Investors and Analyst are also posted on the Company's website, if any.

15. CEO/CFO Certifications

Mr. Rahul Razdan, Whole-time Director & CEO and Mr. Shekhar Tiwari, Chief Financial Officer give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at its meeting held on 19th May, 2026.

16. General Shareholders Information

(a) Annual General Meeting to be held

Date: 16th July, 2026

Day: Thursday

Time: 12:30 P.M. (Annual General Meeting through video conferencing /other audio-visual means (VC/OAVM)) facility
Deemed venue for meeting: Registered Office of the Company at Lal Tappar Industrial Area, P.O. Resham Majri,
Haridwar Road, Dehradun, Uttarakhand

(b) Tentative Financial Calendar

- Results for quarter ending 30.06.2026: By mid of August, 2026
- Results for quarter ending 30.09.2026: By mid of November, 2026
- Results for quarter ending 31.12.2026: By mid of February, 2027
- Results for quarter ending 31.03.2027: By 30th May, 2027

Financial year of the Company is for a period of 12 months commencing from 1st April and ending on 31st March.

(c) Book Closure date

Saturday, 11th July, 2026 to Thursday, 16th July, 2026 (both days inclusive).

(d) Dividend payment date

No dividend was declared for the financial year 2025-2026.

(e) Listing of Equity Shares on Stock Exchanges

The equity shares are listed with the BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.

Note: Annual Listing fee has been duly paid to BSE Limited for the Year 2026-2027.

(f) Demat ISIN Number in NSDL & CDSL: INE 954B01018

(g) Address for correspondence for Shares transfer and related matters:

For shares held in physical form:

The Company's Registrar & Share Transfer Agent (RTA), address at:
Beetal Financial & Computer Services Pvt. Ltd.
(Unit: Flex Foods Ltd.)
Beetal House
3rd Floor, 99, Madangir
Behind Local Shopping Centre
Near Dada Harsukhdas Mandir
New Delhi – 110062
Tel. No. 011-29961281, Fax No. 011 – 29961284

For shares held in Demat form:

To the Depository Participants (DP)

(h) Share Transfer System

As per the directives issued by SEBI, it is compulsory to trade in the Company's equity shares in dematerialized form. Effective April 1, 2019, transfer of shares in physical form has ceased. Shareholders who had lodged their request for transfer prior to March 31, 2019 and have received the same under objection can re-lodge the transfer request after rectification of the documents. Share Transfer System. In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended from time to time, transfer (including transfer of shares under special window of lodgment open upto February 4, 2027), transmission and transposition of securities shall be effected only in dematerialized form. Members can contact the Company or RTA, Beetal Computer and Financial Services Private Limited, for assistance in this regard.

Member may also note that SEBI vide its circular bearing number SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated: March 16, 2023 has mandated furnishing of Income Tax PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities in the prescribed forms. Any service requests or complaints received from the member will not be processed by RTA till the aforesaid details / documents are provided to RTA. On or after October 01, 2023, in case any of the above cited documents / details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.flexfoodsltd.com.

Members are advised to refer the latest SEBI guidelines/circular issued for all the holder holding securities in listed companies in physical form from time to time and keep their KYC detail updated all the time to avoid freezing their folio as prescribed by SEBI.

Special Window for lodgment of share transfer request: Pursuant to the SEBI Circular dated January 30, 2026, the Company has enabled a special window to facilitate lodgment of transfer requests executed before April 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible Shareholders are encouraged to submit the requisite documents to the Company/RTA before February 4, 2027. Securities transferred through this mechanism shall be credited only in demat form and will remain under a one-year lock in, during which they cannot be transferred, lien marked or pledged. A newspaper advertisement has been published in this regard which can be accessed here. The FAQs are available on the Company’s website.

SEBI w.e.f. April 2, 2026, has dispensed with the requirement of Letter of Confirmation (LOC) and enabled direct credit of verified securities to investors’ demat accounts.

Apart from the necessary mandated documents, the following additional documents are to be submitted by the Shareholders/Claimants:

- a. Form ISR-4
- b. Demat Conversion Request Form (“DCRF”) - NSDL or Demat Request Form (“DRF”) - CDSL, as provided by the Depositories.
- c. Latest Client Master List (“CML”) of the demat account in the same order of names, not older than two months and duly attested by the Depository Participant (“DP”) where the demat account is held.
- d. Signature of Beneficiary owner(s) of the demat account required to be attested by the DP on DCRF/DRF as applicable and CML.

The Company has aligned its processes with these regulatory changes to ensure faster and more efficient handling of Shareholder requests.

(i) **Distribution of Shareholding as on 31.03.2026**

FLEX FOODS LIMITED				
Distribution of Shareholding as on 31 st March, 2026				
No. of Equity Shares held	No. Shareholders	% of Shareholders	No. of Shares	% to Total Shares
Upto 500	8348	90.190	916428	7.3609
501 - 1000	425	4.592	341343	2.7417
1001 - 2000	208	2.247	314018	2.5222
2001 - 3000	83	0.897	207323	1.6652
3001 - 4000	50	0.540	179411	1.4411
4001 - 5000	25	0.270	117155	0.9410
5001 - 10000	52	0.562	374517	3.0082
10001 & above	65	0.702	9999805	80.3197
** TOTAL **	9256	100.000	12450000	100.0000

(j) **Categories of Shareholders as on 31.03.2026**

Category Code	Category	No. of Shareholders	No. of shares held	% of shareholding
(A)	Shareholding of Promoters & Promoter Group			
1	Indian	9	74,51,191	59.85
2	Foreign	0	0	0
	Total Shareholding of Promoter and Promoter Group	9	74,51,191	59.85
(B)	Public Shareholding			
1	Institution	1	100	0.00
2	Non-Institution	9246	49,98,709	40.15
	Total Public Shareholding	9,247	49,98,809	40.15
(C)	Non-Promoter-Non-Public	--	--	--
(C1)	Share Underlying DRs	--	--	--
(C2)	Shares /held by Employee Trusts	--	--	--
	Total (A+B+C)	9,256	1,24,50,000	100.00

(k) Dematerialization of Shares and liquidity

Nearly, 98.06% of total equity share capital is held in dematerialized form as on 31st March, 2026 with NSDL/CDSL. The shares of the Company are listed on BSE Limited, which provide sufficient liquidity to the investors.

(l) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company does not deal in future and options related to commodities and therefore disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given. The Company is exposed to foreign exchange risks arising from transactions entered into foreign currency. However, the Company has not undertaken any hedging activity during the year.

(m) Outstanding ADRs / GDRs / Warrants

No ADRs/GDRs/ Warrants or any convertible instrument has been issued by the Company. Hence there were no outstanding ADRs. GDRs as on 31.03.2026.

(n) Plant Locations

- (i) Lal Tappar Industrial Area, P.O. Resham Majri, Haridwar Road, Dehradun, Uttarakhand.
- (ii) Devaganapalli, Krishnagiri, Tamil Nadu.
- (iii) Chidderwala, Haridwar Road, Dehradun, Uttarakhand.

(o) Address for Correspondence

The shareholders may address their communication/grievances/queries/ suggestions to:

Beetal Financial & Computer Services Pvt. Ltd.
 (Unit Flex Foods Ltd.)
 BEETAL House
 3rd Floor, 99, Madangir
 Behind Local Shopping Centre
 Near Dada Harsukhdas Mandir
 New Delhi – 110062
 Tel. No.011- 29961281
 E-mail: beetal@beetalfinancial.com
 Fax No.011- 29961284

Flex Foods Limited
 A-108, Sector-IV,
 Distt. Gautam Budh Nagar,
 Noida-201301,
 Uttar Pradesh,
 India
 Tel. No.0120-4012345
 E-mail: secretarial@flexfoodsltd.com

(p) Credit Rating

The India Rating & Research (Ind-Ra) has given Long-term and short-term rating as below:

Instrument Type	Rating
Fund-based and non-fund-based working capital limits	IND BB/Stable/IND A4+
Term loan	IND BB/Stable

17. Disclosures

a) Materially Significant Related Party Transactions

None of the transactions with any of related parties were in potential conflict with the Company's interest at large. Suitable disclosure as required by the Indian Accounting Standard (Ind AS-24) has been made in the notes to the Financial Statements.

All related party transactions are on ordinary course of business and negotiated on an arm- length basis and are intended to further the Company's interests.

The Board has approved a policy for Related Party Transactions which has been uploaded on the Company's website. (Weblink: <https://www.flexfoodsltd.com/pdf/Related-Party-Policy.pdf>)

b) Whistle Blower / Vigil Mechanism Policy

Fraud-free and corruption-free work culture has been the core of the Company' functioning. In view of the potential risk of fraud and corruption due to rapid growth and geographical spread of operations, the company has put even greater emphasis to address this risk. It is affirmed that no personnel have been denied access to the Audit Committee

To meet this objective, a Whistle Blower Policy has been laid down. The policy as approved by the Board was uploaded on the Company's website www.flexfoodsltd.com at weblink <https://www.flexfoodsltd.com/pdf/whistleblowerpolicy.pdf>

c) Weblink where policy for determining “Material” subsidiaries

Presently, the Company is not having any subsidiary. However, in terms of requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has framed a policy for determining “Material” subsidiaries. The policy as approved by the Board was uploaded on the Company’s website www.flexfoodsltd.com at weblink https://www.flexfoodsltd.com/pdf/Policy_for_Determining_Material_Subsiidiaries.pdf.

d) Accounting Treatment

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards (Ind AS), notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, by the Ministry of Corporate Affairs (MCA), the provision of the Companies Act, 2013, Guidance / Advisory issued by the Institute of Chartered Accountants of India (ICAI) and the guidelines issued by the Securities and Exchange Board of India (SEBI).

e) Disclosures of Risk Management

The Company has laid down procedures to inform the members of the Board about risk assessment and minimization procedures. The Company has framed the risk assessment and minimization procedure, which is periodically reviewed by the Board.

f) Proceeds from public issue, rights issue, preferential issue, FCCB issue.

During the year, the Company has not raised any funds from public issue, rights issue, preferential issue and FCCB issue.

g) Particulars of Directors to be appointed/re-appointed

Information pertaining to particulars of Directors to be appointed/re-appointed at the forthcoming Annual General Meeting is included in the Notice convening the Annual General Meeting.

h) Management Discussion and Analysis

A Management Discussion and Analysis Report is annexed and forms part of the Annual Report.

i) Details of Non-compliance, Penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority

No penalties or strictures have been imposed on the Company by /stock Exchange or SEBI or any other statutory authority on any matter related to capital market.

j) Disclosures of compliance with mandatory requirements and adoption / non-adoption of non-mandatory requirements

The Company has complied with all the mandatory requirements of Corporate Governance.

The Company has adopted the following non-mandatory requirements of Corporate Governance:

- The Company’s statutory audit report is without any modified opinion for the Financial Year ended 31st March, 2026; and
- The Internal Auditor directly reports to the Audit Committee

k) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries –

Not Applicable

l) Code of conduct

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the directors and senior management. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been put on the Company’s website (www.flexfoodsltd.com) (Weblink <https://www.flexfoodsltd.com/pdf/Code%20of%20Conduct.pdf>). The Code has been circulated to all the members of the Board and Senior Management, and its compliance is affirmed by them.

A declaration signed by the Company’s Whole-time Director is published in this Report.

m) Review of Directors’ Responsibility Statement

The Board in its Report to the Members of the Company have confirmed that the Annual Accounts for the year ended March 31, 2026 have been prepared as per applicable Indian Accounting Standards (Ind AS) and policies and that sufficient care has been taken for maintaining adequate accounting records.

- n) The Company has complied with the conditions of Corporate Governance requirements as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

- o) Company has obtained a Certificate from M/s Mahesh Gupta & Co., Company Secretary in practice, that none of directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by Board/Ministry of Corporate Affairs or any such statutory authority. The required certificate is attached to the report on Corporate Governance as Annexure E-1.
- p) The Board of Directors of the Company has accepted the recommendations of all the Committee made recommendations.
- q) Total fees for all services paid by the Company to Statutory Auditor, M/s MJMJ & Associates LLP, Chartered Accountants is Rs 27.15 Lakhs.
- r) Disclosers in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been made elsewhere in Directors Report.
- s) Disclosure by the Listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount – This Clause is not applicable to the Company as the Company did not provide any Loans / advances in the nature of loans to the firms/companies in which directors are interested.
- t) Details of utilization of funds raised through preferential allotment or qualified institutional placement (QIP) as specified under Regulation 32(7A) - This Clause is not applicable to the Company as the Company did not raise any fund through preferential allotment and / or QIP.

18. Other Requirements - Compliance with the Discretionary Requirements

(i) The Board

The Chairman of the Company is the Non-Executive Chairman, and no expenses are incurred by the Company for the maintenance of the Chairman's office.

All the Directors including Independent Directors are appointed/ re-appointed by the Board from time to time.

(ii) Shareholders' Rights

The quarterly, half-yearly and annual financial results of the Company are published in the newspapers and are also posted on the Company's website www.flexfoodsltd.com (weblink <https://www.flexfoodsltd.com/b2c-financial-results.php>). The complete Annual Report is sent to each and every shareholder of the Company.

(iii) Audit Qualifications

There are no Qualifications from the Auditors on the Company's financial statements for the year under reference.

(iv) Reporting of Internal Auditors

The Internal Auditors directly report to the Audit Committee.

19. Disclosure with respect to Suspense Escrow Demat Account

The status of equity shares in the Suspense Escrow Demat Account is as follows:

Sl. No.	Particulars	No. of Share-holders	No. of Equity share held
1	Aggregate number of shareholders and the outstanding shares in the suspense escrow demat account lying in the beginning of the year.	4	410
2	Number of shareholders who approached the Company for transfer of shares from suspense escrow demat account during the year	1	200
3	Number of shareholders to whom shares were transferred from suspense escrow demat account during the year	1	200
4	Number of shareholders whose shares were transferred to suspense escrow account during the year	1	200
5	Aggregate number of shareholders and the outstanding shares in the suspense escrow demat account lying at the end of the year.	4	410

20. Disclosure of certain types of agreements binding listed entities

There are no agreements as mentioned under clause 5A of paragraph A of Part A of Schedule III of SEBI (LODR) Regulations, 2015 for the year under reference.

21. Compliance Certificate

Compliance Certificate for Corporate Governance from Statutory Auditors of the Company is annexed herewith.

The above report has been placed before the Board at its meeting held on 19th May, 2026 and the same was approved.

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
FLEX FOODS Limited

We have examined the compliance of conditions of Corporate Governance by FLEX FOODS LIMITED ('the Company'), for the year ended 31st March, 2026 as per Regulations 17, 17A, 18, 19, 20, 22, 23, 24A, 25, 26, 26A, 27 and clause(b) to (i) and (t) of the Regulation 46(2) and paragraph C, D, E, F & G of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an Expression of Opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17, 17A, 18, 19, 20, 22, 23, 24A, 25, 26, 26A, 27 and clause(b) to (i) and (t) of the Regulation 46(2) and paragraph C, D, E, F & G of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

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

FOR MJMJ & ASSOCIATES LLP.
CHARTERED ACCOUNTANTS
FIRM'S REGISTRATION NO. 027706N / C400013

DATED :19.05.2026
PLACE :NOIDA

MANISH JAIN
PARTNER
MEMBERSHIP NO. 510945
Udin No.- 26510945KGBTWD4147

DECLARATION

To
The members of
Flex Foods Limited

I, Rahul Razdan, Whole Time Director of the Company, hereby certify that the Board Members and Senior Management Personnel have affirmed compliance with the rules of Code of Conduct for the financial year ended 31st March, 2026 pursuant to the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Flex Foods Limited

Place: NOIDA
Dated: 19th May, 2026

Rahul Razdan
Whole-Time-Director & CEO
DIN: 09290572

ANNEXURE - E1
CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
FLEX FOODS LIMITED
(CIN: L15133UR1990PLC023970)
Lal Tappar Industrial Area,
P.O. Resham Majri,
Haridwar Road,
Dehradun (Uttarakhand)

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Flex Foods Limited having **CIN L15133UR1990PLC023970** and having registered office at **Lal Tappar Industrial Area, P.O. Resham Majri, Haridwar Road, Dehradun (Uttarakhand)** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Mr. Ashok Chaturvedi	00023452	05-02-1990
2	Mrs. Indu Liberhan	03341420	16-08-2019
3	Mr. Rajeev Sharma	08789214	14-07-2020
4	Mr. Rahul Razdan	09290572	24-08-2021
5	Mr. Arvind Mahajan	02410540	24-08-2021
6	Mr. Pradeep Narendra Poddar	00025199	21-07-2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Delhi
Date: 19th May, 2026

For Mahesh Gupta & Co.
Company Secretaries

Mahesh Kumar Gupta
Proprietor
FCS No.: 2870::C P No.: 1999
Peer review certificate no. 6470/2025
UDIN NO.: F002870H000398837

ANNEXURE -F MANAGEMENT DISCUSSION AND ANALYSIS REPORT

FORWARD-LOOKING STATEMENTS

Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

MACROECONOMIC OVERVIEW

After withstanding higher trade barriers and elevated uncertainty last year, global activity now faces a major test from the outbreak of war in the Middle East. Assuming that the conflict remains limited in duration and scope, slowdown in growth and increase in inflation are expected to be particularly pronounced in emerging market and developing economies. Downside risks dominate the outlook. A longer or broader conflict, worsening geopolitical fragmentation, a reassessment of expectations surrounding artificial-intelligence-driven productivity, or renewed trade tensions could significantly weaken growth and destabilize financial markets. Elevated public debt and eroding institutional credibility further heighten vulnerabilities. At the same time, activity could be lifted if productivity gains from AI materialize more rapidly or trade tensions ease on a sustained basis

GLOBAL ECONOMIC OUTLOOK

The global economy has shown resilience despite elevated trade tensions and policy uncertainty. Growth in 2025 was underpinned by transitory factors, notably pre-tariff stockpiling, strong financial-market sentiment, and a surge in investment related to artificial intelligence. However, the recovery since the 2020 recession has been uneven, with many EMDEs, especially low-income and fragile states – continuing to lag. This resilience is currently weakening as higher tariffs, persistent uncertainty, and softer foreign investment weigh on trade, business confidence, and job creation. Global growth is projected to slow to 2.6 percent in 2026 (Source: *World Bank Global Economic Prospects, January 2026*), with the ongoing Middle East conflict creating additional headwinds. Trade is expected to decelerate further as inventories unwind and the impact of tariff intensifies, posing significant structural challenges for EMDEs with rapidly expanding labor forces.

ENERGY MARKET DISRUPTIONS

Since late February, the closure of significant energy infrastructure and a near-halt in shipments through the Strait of Hormuz have disrupted the global flow of crude oil, oil products, and liquefied natural gas (LNG). Key facts:

- Oil and oil product exports through the Strait represented approximately 20% of global production in 2025 and 25% of global seaborne oil trade (Source: International Energy Agency).
- For LNG, approximately 93% of Qatar's exports and 96% of the UAE's exports transited through the Strait —

representing nearly one-fifth of global LNG trade, with no viable alternative routes.

- The most immediate impact is concentrated in Asia, where many countries are heavily dependent on energy imports from the region. However, given the interconnected nature of global energy markets, disruptions are expected to spread quickly.

Elevated energy prices and supply chain disruptions will increase inflationary pressures, dampen private consumption, and erode investor confidence globally. Notwithstanding these challenges, upside potential remains as firms realign supply chains and as broader AI adoption begins to support productivity. Coordinated global action — particularly to stabilize trade and ease financing pressures for EMDEs — remains essential. (Source: www.oecd.org)

INDIAN ECONOMIC OVERVIEW

Over the last two decades, India has been among the world's fastest growing large economies. Its robust GDP per capita growth has mostly been driven by total productivity and capital accumulation. Labor utilization contributed to a lesser extent due to persistently low labour force participation rates, particularly among women.

Despite the increase in US tariffs on India's merchandise exports from August 2025, the Indian economy continued to lead among major economies. Growth accelerated to 7.6% in FY 2025–26, up from 7.1% in FY 2024–25, reflecting robust domestic demand supported by low inflation, income tax and GST cuts, and more accommodative monetary conditions. Manufacturing and services performed strongly on the supply side, while net exports contributed negatively to GDP growth as import growth accelerated.

In FY 2026–27, growth is projected at 6.6%, reflecting headwinds from the Middle East conflict. While India's strong macroeconomic buffers — including healthy foreign exchange reserves and a resilient financial sector — offer some protection against downside risks, the conflict underscores the importance of energy diversification, prudent fiscal management, and trade diversification. (Source: www.worldbank.org)

STRUCTURAL CONSTRAINTS

Structural constraints continue to hinder faster growth in India's labour productivity. Inadequate infrastructure disrupts business operations and limits access to broader markets and technologies. High informality and underrepresentation of women in skilled employment represent a missed opportunity to fully harness the country's human capital. Trade and investment barriers hold back India's integration into global value chains.

Further, the year 2025 marked an inflection point: Policy overhauls across Western economies particularly in trade, investment, and industrial policy triggered spillover effects across all major global markets. India was not immune to these shifts. Intricately connected to global value chains, India, the world's fourth largest economy and a major global trading partner, faced external shocks and acute effects from these global policy changes, including tariff escalations and volatile capital flows.

The Indian economy is expected to sustain its growth momentum, supported by strong structural fundamentals, favourable demographics and continued policy reforms. Robust domestic demand sustained public infrastructure spending and improving private investment sentiment are expected to provide a stable foundation for expansion. Policymakers are therefore expected to maintain a calibrated approach that supports growth while preserving price stability, ensuring adequate liquidity and safeguarding financial stability across the system.

INDUSTRY SCENARIO AND DEVELOPMENT

India, a South Asian nation, is the seventh largest country by area, the most populous country with over 1.46 billion people, and the most populous democracy in the world. India boasts of an immensely rich cultural heritage, including numerous languages, traditions, and people and remains one of the world’s fastest growing major economies although it faces challenges common to many other countries such as inflationary pressures, commodity price volatility, supply chain vulnerabilities, and global geopolitical and demand risks, as well as challenges common to developing economies such as weak IPR enforcement and a wide range of other regulatory and non-regulatory barriers to doing business in the country.

The country holds its uniqueness in its diversity and hence has adapted itself to international changes with poise and comfort. While the economy has welcomed international companies to invest in it with open arms since liberalization in the 1990s, Indians have been prudent and proactive in adopting global approaches and skills. Indian villagers have proudly taken up farming, advanced agriculture, and unique handicrafts as their profession on one hand, while the modern industries and professional services sectors are coming up in a big way on the other.

Thus, the country is attracting many global majors for strategic investments owing to the presence of a vast range of industries, investment avenues, and a supportive Government. A huge population, mostly comprising the youth, is a strong driver for demand and an ample source of workforce.

Flex Foods Limited is a premier Indian manufacturer specializing in high-quality freeze-dried, air-dried, and IQF (Individually Quick Frozen) mushrooms, herbs and fruits & vegetables, serving a diverse global clientele for over three decades, serves a diversified customer base across the food processing segments, delivering cost-effective consumer needs. The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year. In India, the food sector has emerged as a high-growth and high-profit sector due to its immense potential for value addition, particularly within the food processing industry.

Food Processing Industry Trends

The global food processing sector is experiencing steady growth, driven by evolving consumer lifestyles, growing demand for convenience foods, and increasing awareness of food safety and quality. Urbanization and the increasing number of working hours are pushing consumers to opt for ready-to-eat, ready-to-cook, and packaged food products which provide convenience without compromising on taste and nutritional value. The increasing adoption of modern retail, online grocery shopping platforms, and quick-service

restaurants is further fueling the demand for standardized and shelf-stable food products.

India’s food processing industry in 2026 continues to demonstrate steady expansion, supported by strong domestic demand, export orientation, and sustained policy intervention. The food processing market in India is projected to grow at a CAGR of 6.8% during 2025-2031, driven by the rising disposable income and consumer spending in the country. With the increased health consciousness among urban consumers, processed foods are becoming more popular as they provide convenience and assurance of quality. Additionally, factors such as changing lifestyle trends, rapid urbanization, growth of online channels for distribution and an increase in foreign investments are expected to further drive the demand for processed foods over the forecast period. Moreover, initiatives taken by government bodies aimed at boosting domestic production capability has helped create new opportunities for players operating within this space.

Key Market Drivers:

- *Rising Disposable Income & Increasing Consumer Spending:* The rising disposable income combined with increasing consumer spending on food products have led to a surge in demand for convenience food items such as breads and ready-to-eat meals which can be easily accessed from supermarkets or eCommerce platforms.
- *Changing Lifestyle Trends & Rapid Urbanization:* Owing to changing lifestyle trends along with rapid urbanization in recent times there has been a shift towards convenience foods that can be quickly prepared at home or outdoors without compromising on taste or nutrition values.
- *Growth of Online Channels for Distribution:* Growing internet penetration and advances in digital payments have enabled FMCG companies to expand beyond traditional retail, reaching previously inaccessible rural markets and creating significant growth potential.

Key Market Trends:

- *Increasing Focus on Premium Products:* The premium segment has witnessed remarkable growth, driven by a rise in affluent households seeking healthy, nutritious options — including organic produce, frozen or pre-cooked meals, and high-value branded offerings.
- *Emergence of Plant-Based Alternatives:* Growing consumer awareness of environmental and health impacts has fueled the emergence of plant-based alternatives to dairy, eggs, and meat — catering to a rising vegan and vegetarian population and spurring significant product innovation.

India’s food and beverage packaging market size in 2026 is estimated at USD 40.73 billion, growing from 2025 value of USD 38.27 billion with 2031 projections showing USD 55.67 billion, growing at 6.44% CAGR over 2026-2031. Rising processed-food penetration, mandatory recycled-content rules, and e-commerce expansion are reinforcing steady demand for packaging that stretches shelf life and meets safety norms. Government incentives such as the Production Linked Incentive Scheme, worth INR 10,900 crores, are stimulating capital investment in automated lines and cold-chain infrastructure. Flexible formats still dominate volumes,

yet rigid options are gaining traction because premium beverages and export-oriented ready meals need stronger protection. Input price volatility compressed converter margins to a decade-low 8% in 2024, but recycle supply bottlenecks and capacity additions in rigid formats point to widening opportunities for vertically integrated firms. (Source: <https://www.mordorintelligence.com>)

BUSINESS OVERVIEW

The Company is thriving in the highly favorable business environment for the Indian food processing industry, capitalizing on the increasing demand for Culinary Herbs, Mushrooms, Fruits and Vegetables and catering its products to the Domestic and International markets mainly in Europe, USA, Canada & Australia. Among its product portfolio, the Company offers a wide range of Vacuum Freeze Dried, Air-Dried, Frozen and IQF (Individually Quick Frozen) product range of mushrooms, herbs, spices and fruits / vegetables, meeting strict quality & hygiene standards. Canned button mushrooms in various shapes and sizes are also available as per the customer requirement. It has two manufacturing facility in Dehradun, Uttarakhand and Krishnagiri, Tamil Nadu for freeze drying, air drying, individually quick-frozen processing caters to the growing global demand for the large variety of mushroom, fruits & vegetables. The Company provides a wide range of products including:

- **Freeze Dried Products**

Freeze drying is a widely adopted preservation method that retains the original texture, colour, flavour, aroma, and nutritional value of food products. Key advantages include a long shelf life without compromising quality, and significantly reduced weight for ease of transport and storage. As demand for lightweight, nutrient-dense food grows, freeze-dried products have emerged as a preferred choice among health-conscious consumers globally. The Company's freeze-dried products preserve flavour more effectively than conventional dehydrating methods, resulting in brighter, fresher-tasting results. The Company's range under this category includes freeze-dried herbs, fruits, vegetables, and mushrooms.

- **Air Dried Products**

Air-dried food products are gaining rapid popularity as consumers increasingly seek minimally processed, additive-free options. Air drying preserves a high proportion of natural nutrients, minerals, and flavours without the use of artificial additives — positioning these products as a desirable alternative to conventionally processed foods. The growing global air-dried food market reflects increased consumer health consciousness and a willingness to pay a premium for natural, high-quality food products.

- **Individual Quick Frozen (IQF) Products**

IQF technology extends the shelf life of food products, reducing food waste and allowing for greater distribution and storage flexibility. The increasing demand for convenient and ready-to-eat food products is driving industry growth. Consumers are seeking frozen food options that require minimal preparation and offer longer shelf life. Further, the trend towards plant-based diets and meat alternatives has led to a surge in demand for IQF frozen fruits, vegetables, and plant-based proteins

to cater to the growing vegan and vegetarian consumer base.

PRODUCT CATEGORIES

a) **Mushroom Business**

The Company produces premium quality Champignon Mushrooms throughout the year strictly under controlled atmospheric conditions. The Company's enhanced Freeze Dried technique ensures that the product retains the color, shape, flavor and nutritional value better than other drying methods. World class manufacturing facilities with "state-of-the-art" technology, GMP & Quality systems make the Company a leading player in the category.

The global mushroom market is principally influenced by elevating customer need for functional as well as plant-derived foods, pertaining to their highly beneficial medical and nutritional value. Rapid augmentation in health awareness has further accelerated the consumption of variety of mushrooms as a nutrient-rich, low-calorie food source. In addition to this, proliferating applications in key segments, majorly encompassing dietary supplements, pharmaceuticals, or cosmetics, further impact market dynamics positively, boosted by bioactive compounds present in mushroom. Besides this, innovations in cultivation methodologies, like controlled environment agriculture (CEA), have significantly improved production quality as well as efficacy. Increase in popularity of organic and sustainable products aids mushroom market share expansion, aligning with environmental and health trends worldwide.

The global mushroom market size was valued at USD 76.0 Billion in 2025. Looking forward, IMARC Group estimates the market to reach USD 123.7 Billion by 2034, exhibiting a CAGR of 5.57% during 2026-2034. Europe currently dominates the market, holding a significant market share of over 41.9% in 2025. This market is witnessing stable expansion in the region, which is impacted by a growing customer base with health-conscious that are appealed by mushroom's nutritional benefits, culinary versatility, and proliferating uses in both nutraceuticals and pharmaceuticals. (Source: <https://www.imarcgroup.com>)

b) **Fruits and Vegetables**

The global fruit and vegetable market is undergoing a period of profound transformation driven by a combination of shifting consumer demands, innovative processing technologies, and rapidly evolving distribution methods. In recent years, this market has become increasingly complex due to a blend of traditional agricultural practices and modern retail approaches that cater simultaneously to sustainability and health-focused trends.

The global frozen fruits and vegetables market size reached USD 28.2 Billion in 2025. Looking forward, IMARC Group expects the market to reach USD 34.6 Billion by 2034, exhibiting a growth rate (CAGR) of 2.20% during 2026-2034. The market is majorly driven by the increasing health consciousness, rising demand for convenience foods, continual advancements in freezing technology, expanding e-commerce platforms, rising

demand for nutritious and long-lasting alternatives to fresh produce, and an enhanced focus on reducing food waste. (Source: <https://www.imarcgroup.com>)

c) Herbs and Spices

Herbs and spices are extensively used in food and beverages as flavor enhancers and to give a special aroma to foods and beverages to appease the changing taste preferences and flavor profiles of individuals worldwide. In addition, the usage of different herbs and spices is rising as an increasing number of individuals are trying to replicate the restaurant-style flavor in the dishes they make at home. The growing product demand in the food and beverage (F&B) sector, widespread adoption of spices for medicinal purposes, government support, sustainable sourcing, continuous innovation, and introduction of new blends are some of the major factors propelling the market.

The global herbal supplements market size reached USD 41.6 Billion in 2025. Looking forward, IMARC Group expects the market to reach USD 69.3 Billion by 2034, exhibiting a growth rate (CAGR) of 5.65% during 2026-2034. The increasing awareness of the health benefits of herbal supplements, a growing preference for natural and organic products, the rise of e-commerce platforms facilitating accessibility, the influence of traditional medicine systems, and advancement in research and development (R&D) activities are some of the factors supporting market growth. (Source: <https://www.imarcgroup.com>)

The global spices and seasonings market size was valued at USD 29.9 Billion in 2025. Looking forward, IMARC Group estimates the market to reach USD 45.1 Billion by 2034, exhibiting a CAGR of 4.53% from 2026-2034. Asia Pacific currently dominates the market, holding a market share of over 78.5% in 2025. The increasing interest in international cuisines, culinary diversity, the rising consumer demand for natural and healthier flavor enhancers, and the inflating disposable incomes of individuals are some of the leading market growth factors in this region. (Source: <https://www.imarcgroup.com>)

PRODUCT-WISE PERFORMANCE

Sale of Finished Goods

Description	Current Year		Previous Year	
	Quantity (In MTS)	Value (Rupees in Lacs)	Quantity (In MTS)	Value (Rupees in Lacs)
Processed Foods	2,004.88	17,444.65	1,969.00	13,343.03
Other	1,315.48	1,560.22	1,315.39	1,517.02
Total	3,320.36	19,004.87	3,284.39	14,860.05

OPPORTUNITIES AND THREATS

Food processing industry in India sits at the centre of three powerful forces: rising consumer demand, agricultural transformation, and policy-driven industrialisation. What was once a fragmented, low-margin extension of farming has become a strategic manufacturing sector — one that connects

farmers to markets, reduces food wastage, creates rural jobs, and supplies both domestic and global consumers. It is no longer limited to basic milling or packaging. It now includes ready-to-eat foods, dairy processing, frozen products, beverages, snacks, marine processing, and value-added agri-products. In 2026, the industry is growing steadily, but the real story is formalisation and value addition, not just scale.

Opportunities

- Quantity of raw material available**

Agriculture is one of the cornerstones of India’s economy and society, providing a livelihood to nearly 55% of the population. With the world’s second-largest agricultural land area, India is a global leader in farm output and is the 2nd largest producer of Fisheries, Fruits & Vegetables, Cereals, etc.
- High-yield Varieties (HYV) of Food**

High-yield varieties (HYV) of food like horticulture, dairy, etc have low shelf life. This is where FPI can come into play and subsequently increase farmers’ income.
- Diversity**

India has a variety of raw materials available which can help develop a host of innovative food products from the diverse raw materials.
- Expansion potential**

India currently processes only 10% of its food material, compared to the US at 65% and China at 23%. India also has a cheap workforce which can be upskilled as necessary.
- Ensuring Nutritional Security**

Processed foods when fortified with vitamins and minerals can reduce the nutritional gap in the population.
- Large Consumption Economy**

With rising incomes and standard of living, demand for items immediately available to eat or cook and safe processed food
- High value addition**

The 10% of processed food in India is 1/3 of the total food market by value.
- Supportive Policy and Investment Environment**

Government has taken various steps for the promotion of FPIs such as up to 100% FDI under the automatic route, incentives under various government schemes and PLI in the FPI sector in India.

Threats

- Infrastructure Bottlenecks:** Inadequate cold chain and storage facilities result in more than 30% of agricultural produce being lost post-harvest. Poor connectivity and the absence of all-weather roads further disrupt perishable supply chains and increase costs.
- Limited Technology Access for SMEs:** Small and medium enterprises often lack access to modern processing equipment and technology. High upgrade costs restrict innovation and competitiveness relative to larger firms.
- Regulatory and Export Compliance Challenges:** Diverse regulations across government ministries create inconsistencies in food safety standards, complicating

compliance with the international quality requirements needed to sustain and grow export business.

- **Skilled Labour Shortage and R&D Gaps:** The industry faces a shortage of trained labour and a relative lack of research and development investment — limiting the pace of innovation and technology adoption.

To fully harness the sector's potential, addressing infrastructure challenges, increasing processing levels, and improving supply chain integration are imperative. Embracing technological advances and meeting global quality standards will not only mitigate threats but also position the Indian food processing sector for sustained growth and global competitiveness.

FUTURE OUTLOOK

Food processing industry is of mammoth significance for India's development because it links two pillars of the economy, industry and agriculture. This industry needs agricultural products for further value addition. Promoting food processing is a key to enhance farm incomes in India, as it raises the demand for agricultural produce.

The food processing sector in India is essential for the diversification of agricultural activities, enhancing value addition, and producing surplus agro-food products for export. This sector bridges agriculture and industry, boosting the value of agricultural produce, ensuring better prices for farmers, and generating global demand for Indian agricultural products. India's food and beverage packaged industry is witnessing significant growth. The market size is expected to rise from \$33.7 billion in 2023 to \$46.3 billion by 2028. This growth is driven by rising consumer demand for packaged products due to changing consumption habits and lifestyles, increased awareness, economic growth, demographic shifts, a growing working population, and the expansion of retail and e-commerce sectors.

The food processing industry in India is at the threshold of a major transformation due to a host of reasons: growing urbanization, changing consumer preferences, and above all, a government framework that is supportive of business pursuits. As the domestic processing capacity has reached 20 million metric tonnes since 2014, there are ample opportunities open for innovation as well as investment. The introduction of the PLI Scheme is proving to be a turning point in modernizing the agro-industry ecosystem by incentivizing the manufacturing of ready-to-eat products, processed fruits, and vegetables; and dairy products, among others, thereby creating infrastructure, attracting technology, enhancing exports, and positioning India as a competitive player in the food market globally.

The industry, besides being relevant for ensuring economic growth, provides opportunities for gainful employment, thus supporting the livelihood of millions of people across the country. Recent statistics reveal that the sector has achieved an AAGR of around 7.26% in the past seven years, thus transforming it into a vital segment of the country's economy.

• Fruit Snacks Market

According to the latest report by IMARC Group, titled "Fruit Snacks Market Report by Product Type (Sweet and Savory Chips, Fresh Cuts and Slices, Candies and Bars, Dairy-Based, and Others), Fruit Type (Apple, Mango, Banana, Pineapple, Berries, Mixed, and Others), Distribution Channel (Supermarkets and Hypermarkets,

Convenience Stores, Specialty Food Stores, Online Stores, and Others), and Region 2026-2034," the global fruit snacks market reached a value of USD 7.3 Billion in 2025. Fruit snacks refer to processed confectioneries that are prepared using fruit juice and pulp. They are commonly made by using several fruits, such as apple, mango, banana, berries and pineapple, along with sugar, gelatin, corn syrup and fruit concentrate. These fruits are usually preserved by freeze-drying the fresh products that aid in retaining their natural flavor and nutritional value. They are further fortified using thickening agents, preservatives and natural and artificial flavoring agents. Widely characterized by extended shelf life and convenience of storage, they are available in the forms of dips, fruit chips and chunks, popsicles, jellies, gummies and smoothies. (Source: <https://www.imarcgroup.com>)

Global Fruit Snacks Market Trends:

The global market is primarily driven by considerable growth in the food and beverages sector. With the shifting dietary patterns of the masses and the growing preference toward healthy snacking options, there has been a rise in the demand for fruit snacks across the globe. This is also supported by the inflating disposable income levels of individuals and easy product availability through online and offline organized retail channels. The market is further driven by the launch of fruit snacks in exotic and tropical variants, which are gaining widespread prominence among the masses. Numerous manufacturers are also introducing product variants that are prepared using organic and non-genetically modified (GMO) ingredients to cater to the shifting preferences of their consumers. Some of the other factors contributing to the market include aggressive promotional activities by vendors and extensive research and development (R&D) activities in production technologies. Looking forward, IMARC Group expects the market to reach USD 12.5 Billion by 2034, exhibiting a growth rate (CAGR) of 5.91% during 2026-2034. (Source: <https://www.imarcgroup.com>)

The Company is making efforts to explore the Global Fruit Snacks Market.

RISKS AND CONCERNS

Food processing industries cover a wide range of processes and techniques to convert raw agricultural products into edible food items. They increase their shelf life, safety, and quality. The food processing industry is important because it takes perishable products and stabilizes them for longer, making food easier to obtain and more wholesome for consumption. It encompasses several activities such as cleaning, grading, sorting, preservation, packaging, and even advanced processing methods including refining, fermenting, and freezing. Through food security and waste reduction, the Food Processing Industry plays a key role in the agricultural economy and livelihood generation. Furthermore, it serves as an important link between agriculture and the consumer market to catalyze economic growth and modernization in the economy.

The products that the Company manufactures or processes are subject to risks such as contamination, adulteration and product tampering during their manufacturing, transport or storage. Inherent business risks exist in form of product liability or recall claims if products fail to meet the required quality standards or are alleged to result in harm to customers. Such

risks may be controlled, but not eliminated, by adherence to good manufacturing practices and finished product testing. Although the Company has product liability insurance cover for domestic and international markets for businesses, it cannot assure that this insurance coverage is adequate or that any losses will be adequately compensated by the insurers in the event of a product liability claim.

Further, the Company having its presence in the global food processing industry is exposed to a number of risks such as economic, regulatory, taxation, currency fluctuation and environmental risks. However, the Company has appropriate control mechanism and operating effectiveness to evaluate and mitigate these risks that arise in the natural course of business. Further, exports to specific regions may be severely impacted by protective trade barriers in the form of crippling import duties, anti-dumping duties, countervailing duties or sanctions as the case may be and our export volumes to specific markets could get majorly affected by such restrictive impositions. The Company aims to meet highest quality levels and achieve customer satisfaction by providing premium quality products, fully grown and processed in best natural ways.

INTERNAL CONTROL SYSTEM, THEIR ADEQUACY AND OPERATIVE EFFECTIVENESS

Internal control is an essential part of the corporate governance and management of the Company. The Company has defined the operating principles for internal control. The Audit Committee of the Company monitors the effectiveness and efficiency of the internal control systems and the correctness of the financial reporting. The aim of internal control is to ensure reliability of financial reporting, effectiveness and efficiency of operations as well as compliance with laws and regulations. Control of financial reporting assures that financial statements are prepared in a reliable manner. The aim is also to ensure that all financial reports published and other financial information disclosed by the Company provide a fair view on the Company's financial situation. Control of operations is aimed at ensuring effectiveness and efficiency of operations and achievement of the Company's strategic and financial objectives. Control of compliance ensures that the Company follows applicable laws and regulations.

The internal control framework of the Company is commensurate with the type, size, scope, and complexity of operations. The framework enables strict adherence to regulatory compliance and proper documentation of all transactional information. To ensure that transactions are properly authorised, documented and reported the Company has robust and effective internal financial control mechanisms in place. To ensure robustness of operations, the Company conducts internal audits and evaluates them regularly. To guarantee smooth and effective operations, the audit committee is entrusted with the responsibility of establishing and maintaining suitable internal financial controls. The Committee reviews the various issues and material weaknesses highlighted by the Internal and Statutory Auditors, on a periodic basis. Prompt and adequate corrective actions are undertaken as deemed fit to mitigate any risks.

HUMAN RESOURCES/INDUSTRIAL RELATIONS

The Company has amicable employee relations at all locations and would like to place on record its sincere

appreciation for the unstinted support it continues to receive from all its employees. The Company also continued to focus on manpower productivity and efficiency during the Financial Year under review and hence drives various learning and development interventions in this regard, in line with the organizational objectives. The Company is also committed to foster employee engagement and connect, while maintaining a safe and healthy workplace. The Company has several policies formulated for the benefit of employees, which promote gender diversity, equal opportunity, prevention of sexual harassment, safety and health of employees. The Company's industrial relations continued to be harmonious during the year under review.

ENVIRONMENT, OCCUPATIONAL HEALTH AND SAFETY

The Company constantly strives to make this world a better place. As a responsible corporate citizen, the Company will continue to make efforts towards reducing its environmental impact and work towards well-being & inclusive development of the society. Further, the Company gives utmost importance to the health and safety of its workers and the environment it operates in. The Company provides a clean, hygienic and safe working environment to its employees and provides them with appropriate training to carry out their duties safely. Prevention of safety-related incidents is one of Company's highest priorities. The Company strictly adheres to all EHS-related laws and regulations. Specialized teams are responsible for monitoring workplace safety at production facilities. Open communication enables the Company to ensure zero hazards at the workplace.

ANALYSIS OF FINANCIAL AND OPERATIONAL PERFORMANCE

The accompanying financial statements have been prepared in accordance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles and Accounting Standards prevailing in India.

A. FINANCIAL CONDITIONS

The composition and growth of assets was as under:

[Rs. in lacs]

Particulars	March 31, 2026	March 31, 2025	Growth %
Land & Investment Property	1,396.64	1,397.81	-0.08%
Buildings	8,706.23	8,701.70	0.05%
Plant & Equipment's	26,047.25	25,650.51	1.55%
Electrical Fittings & Installations	1,562.25	1,562.25	0.00%
Office Equipment's	422.48	420.60	0.45%
ERP Software	32.49	32.49	0.00%
Furniture & Fixtures	106.88	106.88	0.00%
Vehicles	228.04	228.04	0.00%
Right of use assets	272.41	272.41	0.00%
Total	38,774.67	38,372.69	-
Less: Acc. Depreciation	14,196.97	12,435.54	-
Add: CWIP	74.74	51.14	-
Net Fixed Assets	24,652.44	25,988.29	-

B. RESULTS OF OPERATIONS

The summary of operating performance for the year under review is given below:

(Rs.in lacs)

Particulars	Year ended March 31, 2026		Year ended March 31, 2025	
	Amount	%	Amount	%
INCOME				
Revenue from operations	19,188.86	99.49	15,001.20	99.75
Other income	97.80	0.51	37.99	0.25
Total Revenue	19,286.66	100.00	15,039.19	100.00
EXPENDITURE				
Raw Material Consumed	6,150.39	31.89	4,601.80	30.60
Purchase of Stock in Trade	11.57	0.06	10.50	0.07
(Increase)/Decrease in stock	(593.27)	(3.08)	248.80	1.65
Change in Inventory of Biological Assets	6.98	0.04	9.14	0.06
Gain in Change in fair value of Biological Assets	(14.39)	(0.07)	(2.04)	(0.01)
Manufacturing Exp.	6,608.69	34.27	5,362.21	35.65
Payment & Benefit to Emp.	2,880.00	14.93	2,722.56	18.10
Administrative, Selling & Other Expenses	4,134.76	21.44	2,460.88	16.36
OPERATING EXPENSES	19,184.73	99.47	15,413.85	102.49
EBDIT	101.93	0.53	(374.66)	(2.49)

C. SIGNIFICANT CHANGES IN FINANCIAL RATIOS

During the year the significant changes in the financial ratios of the Company, which are more than 25% as compared to the previous year are summarized below:

Financial Ratio	FY 2025-26	FY 2024-25	Change	Reason for change
Debt Equity Ratio	33.36	6.71	397.2%	The Ratio is adversely impacted by the losses incurred by the company primarily due to the losses on account of foreign currency exchange losses on its outstanding foreign currency loans and the outstanding unsecured loans secured by the company from its related parties within the promoter group for stabilization of the new project at Krishnagiri, Tamil Nadu.
Debt Service Coverage Ratio	(0.08)	(0.25)	(68.00%)	The improvement in the ratio is primarily attributable to improved EBITDA performance during the year. However, the Company has also availed unsecured loans, resulting in higher finance costs on account of additional borrowings.
Return on Equity	(1.25)	(0.56)	124.4%	The Ratio is adversely impacted by the losses incurred by the company primarily due to the losses on account of foreign currency exchange losses on its outstanding foreign currency loans leading to further reduction in shareholders fund in current year. Further, due to increase in consumption of raw material on account of increase in sales in current year as compared to previous year.

ANNEXURE G
SECRETARIAL COMPLIANCE REPORT OF FLEX FOODS LIMITED
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2026

I, **Maresh Kumar Gupta**, have examined:

all the documents and records made available to me and explanation provided by **FLEX FOODS LIMITED**

- a) (the “Listed Entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this Report, for the financial year ended **31st March, 2026** (“Review Period”) in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulations) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

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

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable as the Company did not issue any securities during the year under review.**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not applicable as the Company has not bought back any of its securities during the year under review.**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;–**Not applicable as the Company has not granted any Options to its employees during the year under review.**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **Not applicable as the Company has not issued any Non-Convertible Securities during the year under review.**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

And circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

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

Sr. No.	Com-pliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regu-lation/ Circular No.	Devia-tions	Action Taken by	Type of Action	Details of Violation	Fine Amount	Obser-vations/ Remarks of the Practicing Company Secretary	Manage-ment Response	Re- marks
--	--	--	--	--	Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	--	--	--	--	--

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

Sr. No.	Observations/ Remarks of the Practicing Com-pany Secretary in the previous report	Observations made in the Secretarial Compliance Report for the year ended..... (The year to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comment of the PCS on the actions taken by the listed entity
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(c) I, hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	--YES--	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	--YES-- --YES--	
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	--YES— --YES--	
4.	Disqualification of Director: None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013..	--YES--	
5.	Details related to Subsidiaries of listed entities : <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries. 	--NA-- --NA--	There is no subsidiary/ Material Subsidiary of the Company
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	--YES--	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	--YES--	
8.	Related Party Transactions: <ul style="list-style-type: none"> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit Committee. 	--YES— --NA--	There is no such transaction
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed thereunder.	--YES--	

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	--YES--	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The action taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	--YES--	
12	Resignation of Statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by the listed entities.	--NA--	There is no resignation of Auditor
13	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/ guidance note etc. except as reported above	--YES--	

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place :Delhi
Date:19th May,2026

For Mahesh Gupta & Co.
Company Secretaries

Mahesh Kumar Gupta
Proprietor
FCS No.: 2870::C P No.: 1999
Peer review certificate no. 6470/2025
UDIN NO.: F002870H000398815

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
FLEX FOODS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of FLEX FOODS LIMITED ("The Company"), which comprise the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including material accounting policy information and other explanatory information.

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 the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of the affairs of the Company as at 31st March, 2026, and the losses and total 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 Companies Act, 2013. 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 independence 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No	Key Audit Matters	Auditor response
1.	<p>Evaluation of uncertain tax positions</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Notes 32 to the Financial Statements</p>	<p>Principal Audit Procedures</p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2026 from management.</p> <p>We also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2025 to evaluate whether any change was required to management's position on these uncertainties.</p>
2.	<p>Revenue Recognition</p> <p>The Revenues of the Company consists primarily of sale of products.</p> <p>The Company assesses the activities promised in a contract and identifies distinct performance obligations in the contract, where applicable. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables involves significant judgment.</p>	<p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> Evaluation and testing of the design and operating effectiveness of the relevant business process controls, inter-alia controls over the capture, measurement, and authorization of revenue transactions. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls.

Sr. No	Key Audit Matters	Auditor response
		<ul style="list-style-type: none"> • Selected a sample of continuing and new contracts and performed the following procedures: • Tested, on a sample basis, sales transactions to the underlying supporting documentation which includes goods dispatch notes and shipping documents. • Read, analysed and identified the distinct performance obligations in these contracts. • Compared these performance obligations with that identified and recorded by the Company. • Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. • Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. <p>Considering any trade discount/volume discount given to the customer as adjustment to sales consideration and verifying the control process adopted by the company in recognizing the same in financial statement in accordance with Ind AS 115.</p>

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management’s Responsibility for the Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act,2013 (“the Act”) with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015.

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 Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the Company’s financial reporting process.

Auditor's Responsibility

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.

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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system 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.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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.

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

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 the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 Flows dealt with by this Report are in agreement with the relevant Books of Account.
- d) In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder.
- e) On the basis of the written representations received from the directors as on 31st March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) There is no matter or transaction that in our opinion may have any adverse effect on the functioning of the Company;
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 32 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; and
 - 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 source or kind of funds) by the company to or in any other persons or entities, including foreign entities with the understanding, whether recorded in writing or otherwise that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any other persons or entities, including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise that the company shall whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries and
 - c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (b) contain any material mis-statement.
 - (v) The final dividend proposed in the previous year, declared and paid by the company during the year, is in compliance with Section 123 of the Act.
 - (vi) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has 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, where the audit trail (edit log) facility was enabled in the previous year, the audit trail has been preserved by the Company as per the statutory requirements for record retention.
3. As required by The Companies (Amendment) Act, 2017, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the company to its director during the year is in accordance with the provisions of section 197 of the Act, read with Schedule V of the Act.

**FOR MJMJ & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 027706N/C400013**

**MANISH JAIN
PARTNER**

**PLACE: NOIDA
DATED: 19.05.2026**

**MEMBERSHIP NO. 510945
UDIN- 26510945XUWNME2227**

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT OF “FLEX FOODS LIMITED” ON THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2026

Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date of “FLEX FOODS LIMITED” (‘the Company’) for the year Ended on **31st March 2026**, we report that:

- i. **In respect of Property, Plant and Equipment and Intangible assets of the Company:**
 - a) A. According to information and explanation given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
 - B. According to information and explanation given to us, the Company has maintained proper records showing full particulars of Intangible Assets.
 - b) According to information and explanation given to us, the Property, Plant & Equipment of the Company have been physically verified by the Management at reasonable intervals and no material discrepancies were noticed on such verification as compared to books of accounts.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) including investment property are held in the name of the Company.
 - d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company hasn’t revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year as the company follows Cost model.
 - e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings that have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. **In respect of Inventories of the Company:**
 - a) According to the information and explanation given to us, Physical verification of inventory has been conducted at reasonable intervals by the Management of the Company, In our opinion the coverage and procedure of such verification by the management is appropriate and No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
 - b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed by the company with banks or financial institution are in agreement with the books of account of the company.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company hasn’t made investments in, 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 during the year.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The company has not accepted any deposits. Therefore, the provision of clause (v) of Para 3 of the Companies (Auditor’s Report) Order, 2020 is not applicable to the company.
- vi. The Provisions of maintenance of cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the products dealt / manufactured by the company are not applicable to the company. Therefore, the provisions of clause (vi) of Para 3 of the Companies (Auditor’s Report) Order, 2020 are not applicable to the company.
- vii. a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee’s State Insurance, Income Tax, Goods and Service Tax, Customs duty, Cess and any other material statutory dues as applicable with the appropriate authorities.

And according to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, Employees’ state insurance, income tax, duty of customs, Cess, Goods and Service Tax and other applicable statutory dues were in arrears as at 31st March 2026 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no pending dues in respect of Sales Tax, Service tax, Value added tax, Goods and Service Tax and Cess which has not been deposited on account of any dispute except dues of customs and central excise which have not been deposited as at 31 March 2026 on account of dispute are given below:
- (i) Disputed Customs and Central Excise Dues:- Aggregate Duty of Rs. 14.70 lakhs pending before Commissioner (Appeals) CGST Dehradun for the period 2015-16.
 - (ii) Disputed Goods and service tax dues:- Aggregate Liability of Rs. 619.30 Lakhs, pending before Appellate Authority(Appeal) for the FY 2018-2025.
- viii. According to the information and explanations given to us and the records of the Company examined by us, the company has not surrendered or disclosed any transaction previously unrecorded as income in the books of account in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. a) According to the information and explanations given to us and the records of the Company examined by us the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) According to the information and explanations given to us and the records of the Company examined by us the Company has not been declared as a willful defaulter by bank, financial institution or other lender;
- c) According to the information and explanations given to us and the records of the Company examined by us the term loans were applied for the purpose for which the loans were obtained.
- d) According to the information and explanations given to us and the records of the Company examined by us the Company, the funds raised on short term basis have not been utilised for long term purposes.
- e) According to the information and explanations given to us and the records of the Company examined by us the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) According to the information and explanations given to us and the records of the Company examined by us, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. a) According to the information and explanations given to us and the records of the Company examined by us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. Therefore, the provision of clause (x) (a) of Para 3 of the Companies (Auditor's Report) Order, 2020 is not applicable to the company.
- b) According to the information and explanations given to us and the records of the Company examined by us, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Therefore, the provision of clause (x)(b) of Para 3 of the Companies (Auditor's Report) Order, 2020 is not applicable to the company.
- xi. a) According to the information and explanations given to us and the records of the Company examined by us, there is no fraud by the company or any fraud on the company has been noticed or reported during the year.
- b) According to the information and explanations given to us and the records of the Company examined by us, there is no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government,
- c) According to the information and explanations given to us and the records of the Company examined by us, there are no whistle-blower complaints received during the year by the company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of Para 3 of the Companies (Auditor's Report) Order, 2020 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 Act wherever applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable Accounting Standards.
- xiv. a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the company issued till date for the period under audit.

- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with Directors or persons connected with him. Therefore, the provisions of section 192 of clause (xv) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xvi. a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of clause (xvi) (a) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- b) According to the information and explanations given to us and the records of the Company examined by us, the company has not conducted any Non-Banking Financial or Housing Finance activities and is not required to hold Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Therefore, the provisions of clause (xvi) (b) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- c) According to the information and explanations given to us and the records of the Company examined by us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the provisions of clause (xvi) (c) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- d) According to the information and explanations given to us and the records of the Company examined by us, The company does not have any CIC in the group. Therefore, the provisions of clause (xvi) (d) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xvii. According to the information and explanations given to us and the records of the Company examined by us, the Company has incurred cash losses in the financial year amounting to Rs. 809.52 Lakhs and company has incurred cash loss of Rs. 2394.26 Lakhs in the immediately preceding financial year.
- xviii. There has not been any resignation of the statutory auditors during the year. Therefore, the provisions of clause (xviii) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xix. According to the information and explanations given to us and the records of the Company examined by us, On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, in our opinion there is no material uncertainty exists as on the date of the audit report that company is 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 further state that our reporting is based on the facts upto 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 balancesheet date will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us and the records of the Company examined by us, there is no unspent amount under sub-section (5) of section 135 of Companies Act, pursuant to any project. Therefore, the provisions of clause (xx) (a) and (xx)(b) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

FOR MJMJ & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 027706N/C400013

MANISH JAIN
PARTNER

PLACE: NOIDA
DATED: 19.05.2026

MEMBERSHIP NO. 510945
UDIN- 26510945XUWNME2227

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF “FLEX FOODSLIMITED” FOR THE YEAR ENDED 31STMARCH 2026

Referred to in paragraph1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Flex Foods Limited of even date.

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

Report on the Internal Financial Controls

We have audited the Internal Financial Controls over financial reporting of “**FLEX FOODS LIMITED**” (“the Company”) as of 31st March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR MJMJ & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 027706N/C400013

MANISH JAIN
PARTNER
MEMBERSHIP NO. 510945
UDIN- 26510945XUWNME2227

PLACE: NOIDA
DATED: 19.05.2026

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

1 COMPANY OVERVIEW & MATERIAL ACCOUNTING POLICIES

I. COMPANY OVERVIEW

Flex Foods Ltd. is a public limited company and incorporated on 5th February, 1990 with the Registrar of Companies, having Corporate Identification Number (CIN) L15133UR1990PLC023970. The Registered office of Company is situated at Lal Tappar Industrial Area, P. O. Resham Majri, Haridwar Road, Dehradun (Uttarakhand).

Flex Foods Ltd. is engaged mainly in the business of cultivation and processing of Mushrooms, Herbs, Fruits & Vegetables in Freeze Dried, Air Dried and Individually Quick -Frozen form. Flex Foods Ltd. has been selling its products mainly to the European and US markets.

II. MATERIAL ACCOUNTING POLICIES

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules 2015 as amend from time to time by the ministry of corporate affairs, the provisions of Companies Act, 2013, and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued Indian accounting standard is initially adopted or a revision to an existing Indian accounting standard requires a change in the accounting policy hitherto in use. Financial statements of the company are prepared under the historical cost convention on the accrual basis except for the following assets and liabilities which have been measured at their fair value.

- Certain financial assets and liabilities measured at fair value (refer relevant accounting policies for more details).
- Biological Assets which are valued at fair value less cost to sale at each reporting period.

The financial statements of company are presented in Indian Rupees (INR) rounding off to nearest Lacs.

B. USE OF ESTIMATES AND JUDGEMENTS

The preparation of the financial statements is in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates.

The estimates and underlying assumptions are reviewed on a going concern basis.

Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, in the period of the revision and future periods if the revision affects both current and future period.

C. CLASSIFICATION OF EXPENDITURE/INCOME

Except Otherwise Indicated:-

- (i) All expenditure and income are accounted for under the natural heads of account.
- (ii) All expenditure and income are accounted for on accrual basis except when ultimate realisation of income is uncertain.

D. REVENUES

- (i) Revenues from sales of goods are recognized when the significant risk and rewards of the ownership of the goods have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods and the amount of revenue can be measured reliably. The timing of transfers of risks and rewards normally happen upon shipment.. Export sales are recognised on the date as per terms of sale and are recorded at the relevant exchange rates prevailing on the date of the transaction.
- (ii) Sales returns / rate differences are adjusted from the sales of the year in which the returns take place / rate differences accepted.
- (iii) Sales are adjusted for Rebate & Discount allowed

- (iv) Interest income is recognized on time apportionment basis. Effective interest method is used to compute the interest income on long terms loans and advances.
- (v) Further, revenue is recognized with Gross Amount of consideration received excluding Goods and Service Tax(GST).

E. PROPERTY, PLANT AND EQUIPMENT (PPE)

Recognition and measurement:

Property, plant and equipment are initially recognized at cost after deducting refundable purchase taxes and including the cost directly attributable for bringing the asset to the location and conditions necessary for it to be capable of operating in the manner intended by the management, borrowing cost in accordance with the established accounting policy, cost of restoring and dismantling, if any, initially estimated by the management. After the initial recognition the property, plant and equipment are carried at cost less accumulated depreciation and impairment losses.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Depreciation on all property, plant & equipment except Land & Intangible Assets are provided for from the date of available for use for commercial production on straight line method at the useful lives prescribed in Schedule-II to the Companies Act, 2013 and after providing for the residual value (maximum to the extent of 5%) of the Property, Plant and Equipment as determined by the management., except for the following, where the management believes that technical useful lives is different from those prescribed in Schedule II of the Company Act, 2013 based on technical evaluation

Particulars	Description
Plastic Crate JR-85425 (useful life of 6 Year)	Over the useful life as technically specified by the management based on the past experience

Depreciation/Amortization on addition /deletions to Property, Plant and Equipment is provided on pro-rata basis from/to the date of addition/deletions.

The estimated useful lives, residual values and depreciation method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.

F. INTANGIBLE ASSETS

- (i) Customised or separately purchased software is classified as intangible assets at their cost and amortised over a period of five years from date of available for use on a straight-line basis.
- (ii) Intangible assets in respect of Product development is created when the technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the company has an intention and ability to complete and use the product / technology and the cost is reliably measurable. Revenue expenditures pertaining to Research is charged to the statement of profit & loss. Development costs of products are charged to the statement of profit & loss unless a products technological and commercial feasibility has been established in which case such expenditure is capitalized.
- (iii) Intangible asset is derecognized on disposal or when no future economic benefits are expected from continuing use or disposal.
- (iv) The estimated useful lives, residual values and amortization method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.

G. INVESTMENT PROPERTIES

- (i) Investment property is initially recognized at cost after deducting refundable purchase taxes and including the transaction cost, if any.
- (ii) Transfer to and from the investment properties are made when and only when, there is change in the use of the investment property as evidenced by the conditions laid down under the Indian accounting standard. The carrying amount of the property as on the date of classification is considered as carrying value of the investment property and vice-versa. The investment property primarily consists of Land.
- (iii) The carrying amount of the investment properties are derecognized on its disposal or when no future economic benefits are expected from its use or disposal and the gain or loss on de-recognition is recognised in the statement of profit & loss.
- (iv) The fair value of the investment properties are disclosed in the note.

H. INVENTORIES

- (i) Finished Goods are valued at lower of cost, based on First in First Out (FIFO) method, arrived at after including depreciation on Plant & Machinery, Electrical Installation and Factory Building, Right to use assets, Repair & Maintenance on Factory Building, specific Manufacturing expenses including specific Payments and Benefits to Employees or net realizable.
- (ii) Work-in-Progress is valued at lower of cost based on First in First Out (FIFO) method, arrived at after including depreciation on Plant & Machinery, Electrical Installation and Factory Building, Right to use assets, Repair & Maintenance on Factory Building, specific Manufacturing expenses and specific Payments and Benefits to Employees or net realizable value.
- (iii) Raw Materials & other materials including packing materials, imported spares, stores, fuel and consumables are valued at lower of cost, based on first-in-first-out method arrived at after including freight inward and other expenditure directly attributable to acquisition or net realisable value.
- (iv) Inventories of traded goods are valued at lower of cost based on First in First Out (FIFO) method, after including any direct expenses incurred thereon or net realizable value.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

I. BIOLOGICAL ASSETS

The Company recognizes biological assets when, and only when, the Company controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the Company and the fair value or cost of the assets can be measured reliably. Expenditure incurred on biological assets are measured on initial recognition and at the end of each reporting period at its fair value less costs to sell in terms of Ind AS 41. The gain or loss arising on initial recognition of such biological assets at fair value less costs to sell and from a change in fair value less costs to sell of biological assets are included in Statement of Profit and Loss for the period in which it arises. For fair valuation of biological assets, rooms under production on last date of reporting period is considered for valuation of biological asset. From the start date of crop of each room under production, an anticipated production quantity is taken. Rate per kg of fresh mushroom sold in the market on the last date of the reporting period is considered for valuation of the total anticipated production. Expenditure to be incurred, on anticipated production is measured. Value of Biological assets is recognized, net of the expenditure to be incurred.

J. AGRICULTURAL PRODUCE

Agricultural produce harvested from the Company's biological assets are valued at fair value less cost to sell at the point of harvest. A gain or loss arising on initial recognition of agricultural produce at fair value less costs to sell shall be included in Statement of Profit and Loss for the period in which it arises.

K. FINANCIAL INSTRUMENTS

Initial Recognition:

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables/payables and where cost of generation of fair value exceeds benefits, which are initially measured at transaction price. Transaction costs directly related to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities through profit & loss account) are added to or deducted from the cost of financial assets or financial liabilities. Transaction cost directly attributed to the acquisition of financial assets or financial liabilities at fair value through profit & loss account are recognized immediately in the statement of profit & loss.

Subsequent Recognition:

Non-derivative financial instruments

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

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 transfer qualifies for derecognition under Ind AS 109.

L. TRADE RECEIVABLES

Trade receivables represents amount billed to customers as credit sales and are net off;

- a) any amount billed but for which revenues are reversed under the different Indian accounting standard and
- b) impairment for trade receivables, which is estimated for amounts not expected to be collected in full.

All Trade receivables are subsequently stated at amortised cost.

M. LOANS AND ADVANCES

Loans and advances are non-derivative financial assets with fixed and determinable payments. This category includes the loans, other financial assets and other current assets.

Subsequent to initial measurement, loans and receivables are carried at amortized cost based on effective interest rate method less appropriate allowance for doubtful receivables.

Loans and advances are further classified as current and non-current depending on whether they will be realized within 12 months after the balance sheet date or beyond.

N. FINANCIAL LIABILITIES

(i) Financial liabilities are initially recognised at the fair value of the consideration received less directly attributable transaction cost.

(ii) Subsequent to initial measurement, financial liabilities are measured at amortised cost. The difference in the initial carrying amount of the financial liabilities and their redemption value is recognised in the statement of profit & loss over the contractual term using the effective interest rate method. This category includes the following class of liabilities; trade and other payables, borrowing; and other financial liabilities.

(iii) Financial liabilities are further classified as current and non-current depending whether they are payable within 12 months after the balance sheet date or beyond.

O. EARNING PER SHARE

Basic Earnings Per Share is computed by dividing the net profit attributable to the equity shareholders of the company to the weighted average number of Shares outstanding during the period & Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders of the company after adjusting the effect of all dilutive potential equity shares that were outstanding during the period, the weighted average number of shares outstanding during the period including the weighted average number of equity shares that could have issued upon conversion of all dilutive potential.

P. INCOME TAXES

(i) CURRENT TAX

Income Tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

Current tax is expected tax payable on the taxable income for the year, using the tax rate enacted at the reporting date.

Current tax assets and liabilities are offset where the company has legal enforceable right to offset and intends either to settle on net basis, or to realise the assets and settle the liability simultaneously.

(ii) DEFERRED TAX ASSETS / LIABILITIES

Deferred tax is recognised for all taxable temporary differences and is calculated based on the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the assets can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset and when the deferred tax balances relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but the Company intends to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

(iii) CURRENT AND DEFERRED TAX FOR THE YEAR

Current and deferred tax are recognised in the statement of profit & loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current tax and deferred tax is recognized directly in other comprehensive income or equity respectively.

Q. EMPLOYEES BENEFITS

The company provides for the various benefits plans to the employees. These are categorized into defined benefits plans and defined contributions plans. Defined benefit plans includes the amount paid by the company towards the liability for Provident fund to the employee's provident fund organization and Employee State Insurance fund in respect of ESI and defined benefits plans includes the retirement benefit such as gratuity and company absentees both accumulated and non-accumulated.

- (i) In respect of Defined Contribution Plans contribution made to the specified fund based on the services rendered by the employees are charged to Statement of Profit & Loss in the year in which services are rendered by the employee.
- (ii) Liability in respect of Defined Long Term benefit plan is determined at the present value of the amounts payable determined using actuarial valuation techniques performed by an independent actuarial at each balance sheet date using the projected unit credit methods. Gains and losses through re-measurements of the net defined benefit liability/assets are recognized in other comprehensive income. Past Service cost is recognized in the statement of profit & loss in the period of plan amendment.
- (iii) Liabilities for accumulating paid absences is determined at the present value of the amounts payable determined using the actuarial valuation techniques performed by an independent actuarial at each balance sheet date using the projected unit credit method. Actuarial gain or losses in respect of accumulating paid absences are charged to statement of profit & loss account.
- (iv) Liabilities for short term employee benefits are measured at undiscounted amount of the benefits expected to be paid and charged to Statement of Profit & Loss in the year in which the related service is rendered.
- (v) The increase in gratuity liability arising due to application of the New Labour Codes is a past service cost as this results in changes to the benefits payable under the plan and is to be immediately recognised as an expense in the Statement of Profit and Loss

R. IMPAIRMENT

Financial assets

The company recognizes loss allowances using the expected credit loss model for the financial assets which are not fair valued through statement of profit and loss. Loss allowance on trade receivables, with no significant financing component is measured at an amount equal to lifetime expected credit loss. For all financial assets expected credit losses 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 these are measured at lifetime expected credit loss. The amount of expected credit losses or reversal that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the profit or loss for the period.

Intangible assets, investment property and property plant & equipment are evaluated for recoverability wherever events or changes in circumstances indicate that their carrying amount may not be recoverable.

For impairment testing, assets that do not generate independent cash flows are grouped together into cash generating units (CGUs).

For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost of disposal and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such asset is considered to be impaired, the impairment to be recognised in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit & loss if there have been changes in the estimates used to determine the recoverable amount. The carrying amount is increased to its revised recoverable amount, provided that this amount does not exceeds the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss has been recognized for the asset in prior years.

S. LEASES

The Company as a Lessee

The Company's lease asset classes primarily consist of leases for land, Office building and equipment's. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the incremental borrowing rates of the Company.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

For Short Term Leases and leases for which underlying asset is of low value, Lease payments are recognize as an expense on a straight-line basis over a lease term.

Refundable security deposit on leases are discounted and shown at present value using the incremental borrowing rates of the Company at the time of initial recognition. The difference between the present value and security deposit paid forms the part of Right of use assets.

T. PROVISIONS AND CONTINGENT LIABILITIES

- (i) A provision is recognized, if as a result of past event the company has present legal or constructive obligations that is reasonably estimable and it is probable that an outflow of economic benefits will be required to settle the obligation.
- (ii) Contingent liabilities are disclosed for possible obligations arising out of uncertain events not wholly in control of the company. Contingent assets are not recognised in the financial statements.

U. FOREIGN CURRENCY TRANSACTIONS

- (i) The Company's functional currency is Indian Rupees. Transactions in currency other than Indian Rupees are recorded at the rate, as declared by the Central Board of Indirect Taxes and Customs department, ruling on the date of transaction.
- (ii) Foreign Currency monetary assets and liabilities remaining unsettled as at the balance sheet date are translated using the exchange rates as at the balance sheet date. The gain or loss resulting from the translation is recognized in the statement of profit & loss. Non-monetary assets and liabilities which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary assets and liabilities which are carried at fair value or other similar valuation denominated in foreign currency are reported using the exchange rates that existed when the fair values were determined.
- (iii) Exchange differences arises on settlement/translation of Foreign Currency monetary assets and liabilities are recognised as income/expense through the Exchange Fluctuation Account in the year they arise.

- (iv) Transaction gain or losses realized upon settlement of foreign currency transaction are included in determining the net profit for the period in which transaction is settled.
- (v) Exchanges difference arises on settlement / translation of foreign currency monetary assets and liabilities relating to acquisition of Property, Plant and Equipment till the period they are available for use for commercial production, are capitalized to the cost of assets acquired and provided for over the useful life of the Property, Plant and Equipment.

V. GOVERNMENT GRANTS

Capital Subsidy received from Government as contribution towards Capital Outlay for setting up the PPE is treated as Capital Grants which is recognized as Income in the Statement of Profit & Loss over the period and in the proportion in which depreciation is charged.

W. PURCHASES

- (i) Purchases returns / rebates are adjusted from the purchases of the year in which the returns take place / rebates allowed.
- (ii) Purchases are accounted for "Net of GST Credit availed on eligible inputs".

X. CLAIMS BY/AGAINST THE COMPANY

Claims by/ against the Company arising on any account are provided for in the accounts on receipts/acceptances.

Y. BORROWING COST

Borrowing cost are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing cost directly attributable to the acquisition or construction of qualifying /eligible assets, intended for commercial production are capitalised as part of the cost of such assets. All other borrowing costs are recognized as an expense in the year in which they are incurred.

Z. NON- CURRENT ASSETS HELD FOR SALE

The company classifies assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale, if the management expects to complete the sale within one year from the date of classification. Assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell.

III. Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

1. In May 2025, MCA notified amendments to following Ind AS applicable w.e.f. April 1, 2025
Ind AS 21 - The Effects of Changes in Foreign Exchange Rates
2. In August 2025, MCA notified the following amendments to applicable w.e.f. April 1, 2025:
 - (i) Ind AS 1, Presentation of Financial Statements– The amendment relates to classification of liabilities as current or noncurrent and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants.
 - (ii). Ind AS 7, Statement of Cash Flows-The amendment requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates.
 - (ii) Ind AS 107, Financial Instruments: –has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk.
 - (iii) Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively

The Company has reviewed the amendments to the Ind AS and based on its evaluation has determined that it does not have any significant impact in its financial statements and has no impact of these amendments in its classification criteria of current and non-current liabilities.

BALANCE SHEET AS AT 31ST MARCH, 2026

Particulars	Note No.	(Rs. in Lacs)	
		As at 31.03.2026	As at 31.03.2025
I ASSETS			
1 Non-Current Assets			
a) Property, Plant and Equipment	2(A)	24,396.60	25,663.62
b) Capital Work-in-Progress	2(B)	24.41	12.69
c) Investment Property	2(C)	-	1.17
d) Intangible Assets	2(D)	-	-
e) Right of Use Assets	2(E)	181.10	272.36
f) Intangible Assets Under Development	2(F)	50.33	38.45
g) Financial Assets			
i) Loans	3(A)	-	-
ii) Other Financial Assets	4(A)	380.74	348.69
h) Deferred Tax Asset(Net)	15	2,816.05	1,782.37
i) Other Non-Current Assets	5(A)	-	0.92
Total Non-Current Assets		<u>27,849.23</u>	<u>28,120.27</u>
2 Current Assets			
a) Inventories	6	5,033.84	4,566.54
b) Biological Asset	7	45.55	52.53
c) Financial Assets			
i) Trade Receivables	8	5,220.12	3,924.11
ii) Cash and Cash Equivalents	9	178.12	121.37
iii) Bank Balances other than (ii) above	10	18.97	47.85
iv) Loans	3(B)	2.12	5.08
v) Other Financial Assets	4(B)	6.38	12.84
d) Current Tax Assets (Net)	18	3.61	5.12
e) Other Current Assets	5(B)	2,437.01	1,988.60
f) Assets Classified as held for sale	5(C)	1.17	-
Total Current Assets		<u>12,946.89</u>	<u>10,724.04</u>
TOTAL ASSETS		<u>40,796.12</u>	<u>38,844.31</u>
II EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	11(A)	1,245.00	1,245.00
b) Other Equity	11(B)	(322.98)	2,935.21
Total Equity		<u>922.02</u>	<u>4,180.21</u>
Liabilities			
1 Non-Current Liabilities			
a) Deferred Government Grants	12	118.86	138.07
b) Financial Liabilities			
i) Borrowings	13(A)	21,383.02	20,323.48
ii) Lease Liabilities		39.12	87.14
c) Provisions	14(A)	175.12	170.42
d) Deferred Tax Liabilities(Net)	15	-	-
Total Non-Current Liabilities		<u>21,716.12</u>	<u>20,719.11</u>
2 Current Liabilities			
a) Financial Liabilities			
i) Borrowings	13(B)	9,282.25	7,583.32
ii) Lease Liabilities		50.91	48.01
iii) Trade Payables:	16		
Total Outstanding Dues of Micro Enterprises and Small Enterprises		957.57	1,207.65
Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises		3,233.30	1,833.03
iv) Other Financial Liabilities	17	3,197.61	1,953.20
b) Other Current Liabilities	19	866.60	741.79
c) Provisions	14(B)	569.74	577.99
d) Current Tax Liabilities(Net)	18	-	-
Total Current Liabilities		<u>18,157.98</u>	<u>13,944.99</u>
TOTAL EQUITY AND LIABILITIES		<u>40,796.12</u>	<u>38,844.31</u>
III. NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-41		-	-

For and on behalf of the Board of Directors

This is the Balance Sheet referred to in our report of even date attached

Ashok Chaturvedi
Chairman
DIN - 00023452

Rahul Razdan
Whole -time Director & CEO
DIN - 09290572

For MJMJ & Associates LLP
Chartered Accountants
Firm Registration No 027706N/C400013

Himanshu Luthra
Company Secretary

Shekhar Tiwari
Chief Financial Officer

Manish Jain
Partner
Membership No 510945

Place : Noida
Dated : 19th May, 2026

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2026

(Rs. in Lacs)

Particulars	Note No.	For the year ended 31.03.2026	For the year ended 31.03.2025
Income			
I Revenue from Operations	20	19,188.86	15,001.20
II Other Income	21	97.80	37.99
III Total Income		19,286.66	15,039.19
IV Expenses			
Cost of Materials Consumed	22	6,150.39	4,601.80
Purchases of Stock in Trade		11.57	10.50
Changes in Inventories of Finished Goods, Work-In-Progress & Stock-in-Trade	23(A)	(593.27)	248.80
Changes in Inventory of Biological Asset	23(B)	6.98	9.14
Gain from Change in Fair Value of Biological Assets	7	(14.39)	(2.04)
Employee Benefits Expenses	24	2,880.00	2,722.56
Finance Cost	25	2,542.77	2,279.71
Depreciation and Amortization Expenses	2(A), (C),(D) & (E)	1,770.91	1,665.78
Manufacturing Expenses	26	6,608.69	5,362.21
Administration and Selling Expenses	27	4,134.76	2,460.88
Total Expenses		23,498.41	19,359.34
V Profit/(Loss) before tax (III-IV)		(4,211.75)	(4,320.15)
VI Tax expense:			
(1) Current tax		-	-
(2) Deferred Tax Liability		(1,033.68)	(1,070.51)
(Add): Excess Provision of Income Tax for Earlier Year		1.11	0.02
Total Tax Expenses (VI)		(1,032.57)	(1,070.49)
VII Profit/(Loss) for the Period (V-VI)		(3,179.18)	(3,249.66)
VIII Other Comprehensive Income			
<i>Item that will not be reclassified to Profit or Loss</i>			
Remeasurement of the net Defined benefit liability/ Assets		(16.76)	(33.25)
Less: Income Tax on Other Comprehensive Income		-	-
Total Comprehensive Income for the period (VII+VIII)		(3,195.94)	(3,282.91)
IX Earnings per Equity Share:			
(1) Basic	28	(25.54)	(26.10)
(2) Diluted	28	(25.54)	(26.10)

X NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-41

For and on behalf of the Board of Directors

This is the Profit & Loss referred to in our report of even date attached

Ashok Chaturvedi
Chairman
DIN - 00023452

Rahul Razdan
Whole -time Director & CEO
DIN - 09290572

For MJMJ & Associates LLP
Chartered Accountants
Firm Registration No 027706N/C400013

Himanshu Luthra
Company Secretary

Shekhar Tiwari
Chief Financial Officer

Manish Jain
Partner
Membership No 510945

Place : Noida
Dated : 19th May, 2026

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2026

Particulars	Note No.	(Rs. in Lacs)	
		For the Year Ended 31.03.2026	For the Year Ended 31.03.2025
I CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax		(4,211.75)	(4,320.15)
Adjustments for :			
Depreciation and Amortization		1,770.91	1,665.78
Deferred Income on Capital Subsidy		(19.21)	(19.62)
Exchange Rate Fluctuations (Net)		-	-
Interest expenses		2,542.77	2,279.71
Provision for doubtful debts		3.05	1.02
Sundry Debit Balances Written Off		30.60	2.28
Sundry Credit Balances Written Back		-	(2.34)
Loss/(Profit) on Sale of Fixed Assets (Net)		-	(0.73)
Interest Income		(27.47)	(31.77)
Operating Profit before Working Capital Changes		<u>88.90</u>	<u>(425.82)</u>
Adjustments for :			
(Increase)/Decrease in Inventories		(467.30)	75.98
(Increase)/Decrease in Inventories of Biological Asset		6.98	9.14
(Increase)/Decrease in Trade Receivables, Current Financial Assets & Other Current Assets		(1,767.14)	387.44
(Increase)/Decrease in Non Current Financial Assets & Other Non Current Assets		(31.13)	(39.64)
Increase/(Decrease) in Trade Payables, Financial Liabilities, Other Liabilities & Current Provisions		2,494.40	1,145.40
Increase/(Decrease) in Non Current Provisions		4.70	10.03
		<u>329.41</u>	<u>1,162.53</u>
Cash Generated From Operating activities			
Income Tax paid		(1.11)	-
Exchange Rate Fluctuations (Net)		-	-
Net Cash Generated From Operating Activities		<u>328.30</u>	<u>1,162.53</u>
II CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant & Equipment, Capital Work-In-Progress & Investment property		(443.41)	(603.77)
Capital Subsidy Received During The Year		-	-
Proceeds from Sale of Property, Plant & Equipment		7.18	1.37
Interest Received		27.47	31.77
Net cash used in Investing Activities		<u>(408.76)</u>	<u>(570.63)</u>
III CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds/(Repayment) of non Current Borrowing (Net)		1,059.54	661.70
Proceeds/(Repayment) from Current Borrowing (Net)		1,698.93	1,154.03
Dividend Paid		(62.25)	(62.25)
Lease Liability		(55.43)	(54.49)
Interest & Finance charges		(2,532.46)	(2,279.69)
Net cash used in Financing Activities		<u>108.33</u>	<u>(580.70)</u>
Net increase in Cash & Cash Equivalents	(I+II+III)	<u>27.87</u>	<u>11.20</u>
Cash & Cash Equivalents at beginning of the year	9 & 10	169.22	158.02
Cash & Cash Equivalents at end of the year #	9 & 10	<u>197.09</u>	<u>169.22</u>

Note: # Includes Rs.18.97 lacs (Previous Year Rs.47.85 lacs) in respect of amount lying in unclaimed dividend account, Demand Deposits more than 3 months, margin money for bank guarantee.

IV NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-41

For and on behalf of the Board of Directors

This is the Statement of Cash Flows referred to in our report of even date attached

Ashok Chaturvedi
Chairman
DIN - 00023452

Rahul Razdan
Whole -time Director & CEO
DIN - 09290572

For MJMJ & Associates LLP
Chartered Accountants
Firm Registration No 027706N/C400013

Himanshu Luthra
Company Secretary

Shekhar Tiwari
Chief Financial Officer

Manish Jain
Partner
Membership No 510945

Place : Noida
Dated : 19th May, 2026

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2026

(Rs. In Lacs)

Particulars	Equity Share Capital	Other equity			Total	Total Equity & Other Equity
		Reserve & surplus				
		Retained Earnings	General Reserve	Other Comprehensive Income		
Balance as at April 1,2025	1,245.00	2,052.57	1,007.84	(125.20)	2,935.21	4,180.21
Changes in Equity Share Capital due to prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-
Changes in equity during the year						
Dividend Paid		(62.25)	-	-	(62.25)	(62.25)
Remeasurement of the net defined benefit liability/assets, (net of tax)		-	-	(16.76)	(16.76)	(16.76)
Profit for the Period	-	(3,179.18)	-	-	(3,179.18)	(3,179.18)
Balance as at March 31,2026	1,245.00	(1,188.86)	1,007.84	(141.96)	(322.98)	922.02
Balance as at April 1,2024	1,245.00	5,364.48	1,007.84	(91.95)	6,280.37	7,525.37
Changes in Equity Share Capital due to prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-
Changes in equity during the year						
Dividend Paid	-	(62.25)	-	-	(62.25)	(62.25)
Remeasurement of the net defined benefit liability/assets, (net of tax)	-	-	-	(33.25)	(33.25)	(33.25)
Profit for the Period	-	(3,249.66)	-	-	(3,249.66)	(3,249.66)
Balance as at March 31,2025	1,245.00	2,052.57	1,007.84	(125.20)	2,935.21	4,180.21

NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-41

For and on behalf of the Board of Directors

This is the Statement of Changes in Equity referred to in our report of even date attached

Ashok Chaturvedi
Chairman
DIN - 00023452

Rahul Razdan
Whole -time Director & CEO
DIN - 09290572

For **MJMJ & Associates LLP**
Chartered Accountants
Firm Registration No 027706N/C400013

Himanshu Luthra
Company Secretary
Place : Noida
Dated : 19th May, 2026

Shekhar Tiwari
Chief Financial Officer

Manish Jain
Partner
Membership No 510945

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

Note No-2(A) Property, Plant and Equipment

Sr. No.	Particulars	GROSS CARRYING VALUE			DEPRECIATION/AMORTISATION				NET CARRYING VALUE		
		As At 01-04-2025	Additions/ Adjustment During the Year	Deductions/ Adjustment During the Year	As At 31-03-2026	As At 01-04-2025	Provided During the Year	Deduction/ Adjustment During the Year	Upto 31-03-2026	As At 31-03-2026	As At 31-03-2025
1	Freehold Land	1,396.64	-	-	1,396.64	-	-	-	-	1,396.64	1,396.64
2	Building	8,641.14	4.53	-	8,645.67	1,974.50	312.08	-	2,286.58	6,359.09	6,666.64
	-Factory	60.56	-	-	60.56	41.87	0.56	-	42.43	18.13	18.69
	-Administration	25,650.51	413.40	16.66	26,047.25	9,322.92	1,158.18	9.48	10,471.62	15,575.63	16,327.59
3	Plant & Equipment	106.88	-	-	106.88	42.37	8.64	-	51.01	55.87	64.51
4	Furnitures & Fixtures	228.04	-	-	228.04	109.70	20.37	-	130.07	97.97	118.34
5	Vehicles	420.60	1.88	-	422.48	266.84	57.48	-	324.32	98.16	153.76
6	Office Equipments	1,562.25	-	-	1,562.25	644.80	122.34	-	767.14	795.11	917.45
7	Electrical Installation	38,066.62	419.81	16.66	38,469.77	12,403.00	1,679.65	9.48	14,073.17	24,396.60	25,663.62
	SUB TOTAL(A)	37,305.00	774.38	12.76	38,066.62	10,749.39	1,665.73	12.12	12,403.00	25,663.62	26,555.61
	PREVIOUS YEAR										

Note No-2(B) Capital work-in-progress

Capital work-in-progress										24.41	12.69
SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	24.41	12.69

Note No-2(C) Investment Property

Sr. No.	Particulars	GROSS CARRYING VALUE			DEPRECIATION/AMORTISATION				NET CARRYING VALUE		
		As At 01-04-2025	Additions/ Adjustment During the Year	Deductions/ Adjustment During the Year	As At 31-03-2026	As At 01-04-2025	Provided During the Year	Deduction/ Adjustment During the Year	Upto 31-03-2026	As At 31-03-2026	As At 31-03-2025
1	Freehold Land	1.17	-	1.17	-	-	-	-	-	-	1.17
	TOTAL	1.17	-	1.17	-	-	-	-	-	-	1.17
	PREVIOUS YEAR	1.17	-	-	1.17	-	-	-	-	1.17	1.17

Notes:-It has been reclassified as assets held for sale during the year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

Note No-2(D) Intangible assets

Sr. No.	Particulars	GROSS CARRYING VALUE		DEPRECIATION/AMORTISATION			NET CARRYING VALUE			
		As At 01-04-2025	Additions/ Adjustment During the Year	Deductions/ Adjustment During the Year	As At 01-04-2025	Provided During the Year	Deduction/ Adjustment During the Year	Upto 31-03-2026	As At 31-03-2026	As At 31-03-2025
1	Software	32.49	-	-	32.49	-	-	32.49	-	-
	TOTAL	32.49	-	-	32.49	-	-	32.49	-	-
	PREVIOUS YEAR	32.49	-	-	32.49	-	-	32.49	-	-

Note No-2(E) Right of use Assets

Sr. No.	Particulars	GROSS CARRYING VALUE		DEPRECIATION/AMORTISATION			NET CARRYING VALUE			
		As At 01-04-2025	Additions/ Adjustment During the Year	Deductions/ Adjustment During the Year	As At 01-04-2025	Provided During the Year	Deduction/ Adjustment During the Year	Upto 31-03-2026	As At 31-03-2026	As At 31-03-2025
1	Plant & Equipment	272.41	-	-	272.41	91.26	-	91.31	181.10	272.36
	TOTAL	272.41	-	-	272.41	91.26	-	91.31	181.10	272.36
	PREVIOUS YEAR	258.99	13.42	-	272.41	0.05	-	0.05	272.36	258.99

Note No-2(F) Intangible assets under development

Sr. No.	Particulars	GROSS CARRYING VALUE		DEPRECIATION/AMORTISATION			NET CARRYING VALUE			
		As At 01-04-2025	Additions/ Adjustment During the Year	Deductions/ Adjustment During the Year	As At 01-04-2025	Provided During the Year	Deduction/ Adjustment During the Year	Upto 31-03-2026	As At 31-03-2026	As At 31-03-2025
	Intangible assets under development	-	-	-	-	-	-	-	50.33	38.45
	TOTAL	-	-	-	-	-	-	-	50.33	38.45
	PREVIOUS YEAR	-	-	-	-	-	-	-	38.45	17.70

Depreciation and Amortisation on:	For the Year Ended		For the Year Ended	
	31.03.2026	1,679.65	31.03.2025	1,665.73
Property, Plant and Equipment	-	-	-	-
Investment Property	-	-	-	-
Intangible assets	91.26	0.05	-	-
Right of use assets	-	-	-	-
Adjustment for pre-operative Expenses	-	-	-	-
Total	1,770.91	1,665.78	31.03.2025	1,665.73

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

3 LOANS		(Rs. In Lacs)	
Particulars	As At 31.03.2026	As At 31.03.2025	
A Non-Current			
(Unsecured, Considered Good)			
a) Loans/Advances to Employees	-	-	
Total (A)	<u>-</u>	<u>-</u>	
B Current			
(Unsecured, Considered Good)			
a) Loans/Advances to Employees	2.12	5.08	
Total (B)	<u>2.12</u>	<u>5.08</u>	
Total (A+B)	<u>2.12</u>	<u>5.08</u>	
4 OTHER FINANCIAL ASSETS		(Rs. In Lacs)	
Particulars	As At 31.03.2026	As At 31.03.2025	
A Non-Current			
(Unsecured, Considered Good)			
a) Security Deposits	380.15	348.10	
b) Margin Money with maturity after 12 months	0.59	0.59	
	<u>380.74</u>	<u>348.69</u>	
B Current			
(Unsecured, Considered Good)			
a) Security Deposits	2.04	3.55	
b) Interest Recoverable			
i) On Fixed Deposits with Banks	0.52	0.59	
ii) Others	3.82	8.70	
Total	<u>6.38</u>	<u>12.84</u>	
Total (A+B)	<u>387.12</u>	<u>361.53</u>	
5 OTHER ASSETS		(Rs. In Lacs)	
Particulars	As At 31.03.2026	As At 31.03.2025	
A Non-Current			
a) Capital Advances	-	0.92	
b) Income Tax Refund (Net)	-	-	
Total (A)	<u>-</u>	<u>0.92</u>	
B Current			
a) Advances Recoverable in Cash or In kind or for Value to be Received	456.07	560.06	
b) Balances with GST Authorities #	1,923.98	1,372.04	
c) Balances with Excise Authorities	1.06	1.06	
d) Income Tax Assets (Net)	55.90	55.44	
Total (B)	<u>2,437.01</u>	<u>1,989.60</u>	
C Assets Classified as held for sale			
a) Freehold Land ##	1.17	-	
	<u>1.17</u>	<u>-</u>	
Total (A+B+C)	<u>2,438.18</u>	<u>1,989.52</u>	

#On basis of Order passed for Safari Retreats Private Limited vs. Chief Commissioner of CGST [TS-350-HC-2019(ORI)-NT], the company has transferred ITC amounting to Rs 503.09 Lacs to Building pertaining to Property Plant & Equipment (Note 2A)

##- In FY 2025-26, the Company decided to sell a property that is Freehold land. The property has been reclassified to Assets Held for Sale. The Property is no longer held for capital appreciation or rental yields. The sale is completed in FY 2026-27 in the month of April 2026.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

6 INVENTORIES (Rs. In Lacs)

Particulars	As At	As At
	31.03.2026	31.03.2025
a) Raw Material	130.27	226.73
b) Work-in-progress	1,558.83	1,066.87
c) Finished Goods	3,170.52	3,071.87
d) Stock in Trade	3.29	0.63
e) Stores & Spares	81.41	101.89
f) Packing Material	89.52	98.55
Total	5,033.84	4,566.54

7 BIOLOGICAL ASSETS (Rs. In Lacs)

Particulars	As At	As At
	31.03.2026	31.03.2025
Current		
Mushroom Under cultivation	45.55	52.53
	45.55	52.53
Reconciliation of changes in carrying amount of Biological Assets		
Opening Balance	52.53	61.67
Add: Gain Arising from Change in Fair Value	14.39	2.04
Add: Increase Due to Physical Changes / Transfer from Immature	1,878.45	2,018.78
Less: Decrease Due to Harvest	(1,899.82)	(2,029.96)
Closing Balance	45.55	52.53

The company had 61.00 MT of Mushroom (Previous Year 62 MT).

During the year output of agricultural produced (Mushroom) is 1671.58 MT (Previous Year 1872.95 MT)

8 TRADE RECEIVABLES (Rs. In Lacs)

Particulars	As At	As At
	31.03.2026	31.03.2025
Current		
Unsecured		
Considered Good	5,220.12	3,924.11
Having Significant increase in Credit Risk	3.05	-
Credit Impaired	8.40	9.42
	5,231.57	3,933.53
Less: Allowances for Bad and Doubtful Trade Receivables	11.45	9.42
Total	5,220.12	3,924.11

Movements in Allowance for Bad and Doubtful Trade Receivable:

Opening Balance	9.42	8.40
(+) Provision Made During the Year	3.05	1.02
(-) Amount Utilised from Provision	1.02	-
Closing Balance	11.45	9.42

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

Trade Receivable Ageing Schedule as at 31.03.2026

	Particulars	Un Billed	Not Due as on 31.03.2026	Outstanding for following periods from due date of payment					Total
				Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i)	Undisputed Trade Receivables – Considered Good	-	3,868.03	1,349.23	0.84	0.66	1.36	-	5,220.12
(ii)	Undisputed Trade Receivables – which have Significant Increase in Credit Risk	-	-	-	0.33	-	2.72	-	3.05
(iii)	Undisputed Trade Receivables – Credit Impaired	-	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables– Considered Good	-	-	-	-	-	-	-	-
(v)	Disputed Trade Receivables – which have Significant Increase in Credit Risk	-	-	-	-	-	-	-	-
(vi)	Disputed Trade Receivables – Credit Impaired	-	-	-	-	-	-	8.40	8.40
	TOTAL	-	3,868.03	1,349.23	1.17	0.66	4.08	8.40	5,231.57
	Less: Provision for Doubtful trade Receivable								11.45
	Total Trade Receivable								5,220.12

Trade Receivable Ageing Schedule as at 31.03.2025

	Particulars	Un Billed	Not Due as on 31.03.2025	Outstanding for following periods from due date of payment					Total
				Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i)	Undisputed Trade Receivables – Considered Good	-	3,528.37	386.20	5.46	4.08	-	-	3,924.11
(ii)	Undisputed Trade Receivables – which have Significant Increase in Credit Risk	-	-	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables – Credit Impaired	-	-	-	-	1.02	-	-	1.02
(iv)	Disputed Trade Receivables– Considered Good	-	-	-	-	-	-	-	-
(v)	Disputed Trade Receivables – which have Significant Increase in Credit Risk	-	-	-	-	-	-	-	-
(vi)	Disputed Trade Receivables – Credit Impaired	-	-	-	-	-	-	8.40	8.40
	TOTAL	-	3,528.37	386.20	5.46	5.10	-	8.40	3,933.53
	Less: Provision for Doubtful Trade Receivable								9.42
	Total Trade Receivable								3,924.11

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

9 CASH & CASH EQUIVALENTS (Rs. In Lacs)

Particulars	As At 31.03.2026		As At 31.03.2025	
Cash and Cash Equivalents				
i) Balances with Banks (in Current Accounts)	161.50		89.22	
ii) Demand Deposits with Maturity Before 3 Months	-		10.00	
iii) Margin Money*	-		-	
iv) Cash on Hand	12.60		16.15	
v) Cash on Hand-Foreign Currency	4.02	178.12	6.00	121.37
Total		178.12		121.37

10 BANK BALANCES OTHER THAN ABOVE (Rs. In Lacs)

Particulars	As At 31.03.2026		As At 31.03.2025	
i) Demand Deposits with Maturity after 3 Months	-		-	
ii) Earmarked Balances				
- Unclaimed Dividend Account	17.15		16.33	
iii) Margin Money*	1.82	18.97	31.52	47.85
Total		18.97		47.85

* Total Margin Money of Rs. 1.82 Lacs is Pledged against guarantee(PY- out of total Margin Money of Rs.31.52 Lacs margin money of Rs. 1.50 Lacs is Pledged against guarantee)

11(A) EQUITY SHARE CAPITAL (Rs. In Lacs)

(i) Share Capital	As At 31.03.2026		As At 31.03.2025	
	Number	Amount	Number	Amount
Authorised Capital				
Equity Shares of Rs.10 Each	1,50,00,000	1,500.00	1,50,00,000	1,500.00
Redeemable Preference Shares of Rs.100/- Each	5,00,000	500.00	5,00,000	500.00
		2,000.00		2,000.00
Issued, Subscribed & Paid up				
Equity Shares of Rs.10 Each	1,24,50,000	1,245.00	1,24,50,000	1,245.00
Total	1,24,50,000	1,245.00	1,24,50,000	1,245.00

(ii) Reconciliation of Number of Equity Shares (Rs. In Lacs)

Particulars	Current Year		Previous Year	
	Number	Amount	Number	Amount
Shares Outstanding at the Beginning of the Year	1,24,50,000	1,245.00	1,24,50,000	1,245.00
Shares Issued During the Year	-	-	-	-
Shares Bought Back During the Year	-	-	-	-
Shares Outstanding at the End of the Year	1,24,50,000	1,245.00	1,24,50,000	1,245.00

(iii) Rights, preferences and restrictions attached to shares

Equity Shares

The Company has one class of equity shares having a par value of Rs.10/- each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

(iv) Details of shares held by shareholders holding more than 5% of the aggregate shares in the company.

Particulars	As At 31.03.2026		As At 31.03.2025	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Uflex Ltd	58,70,000	47.15	58,70,000	47.15
Anshika Investments Pvt Ltd	12,52,630	10.06	12,52,630	10.06
Total	71,22,630	57.21	71,22,630	57.21

(v) Disclosure Pursuant to Clause (h)(i)(j)(k)(l) of Note 6D of Part I Division II of Schedule III of Companies Act, 2013 are not required.

(vi) Disclosure of shareholding of Promoters

a) Promoters

Disclosure of shareholding of promoters as at March 31, 2026 is as follows:

S. No.	Promoter Name	AS AT 31.03.2026		AS AT 31.03.2025		% Change during the year
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
1	UFLEX Limited	58,70,000	47.15	58,70,000	47.15	-
2	Anshika Investment Pvt.Ltd.	12,52,630	10.06	12,52,630	10.06	-
3	Anshika Consultants Pvt.Ltd.	1,50,000	1.20	1,50,000	1.20	-
4	Rashmi Chaturvedi	45,010	0.36	45,010	0.36	-
5	Flex International Pvt. Ltd.	32,756	0.26	32,756	0.26	-
6	A R Leasing Pvt. Ltd.	4,000	0.03	4,000	0.03	-
7	Ashok Kumar Chaturvedi	7,610	0.06	7,610	0.06	-
8	A.L. Consultants Private Limited	78,685	0.63	78,685	0.63	-
9	Magic Consultants private Limited	10,500	0.08	10,500	0.08	-
Total		74,51,191	59.85	74,51,191	59.85	0.00%

b) Public:

S. No.	Public	AS AT 31.03.2026		AS AT 31.03.2025		% Change during the year
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
1	Shareholding of Public More than 5%	-	-	-	-	-
2	Shareholding of Public less than 5%	49,98,809	40.15	49,98,809	40.15	0.00%
Total		49,98,809	40.15	49,98,809	40.15	0.00%

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

11(B) OTHER EQUITY

(Rs. In Lacs)

Particulars	Reserve & surplus		Other Comprehensive Income	Total
	Retained Earnings	General Reserve		
Balance as at April 1,2025	2,052.57	1,007.84	(125.20)	2,935.21
Changes in Equity During the Year				
Transfer to General Reserve	-	-	-	-
Dividend Paid	(62.25)	-	-	(62.25)
Remeasurement of the Net Defined Benefit Liability/Assets, (Net of Tax)	-	-	(16.76)	(16.76)
Profit for the Period	(3,179.18)	-	-	(3,179.18)
Balance as at March 31,2026	(1,188.86)	1,007.84	(141.96)	(322.98)
Balance as at April 1,2024	5,364.48	1,007.84	(91.95)	6,280.37
Changes in Equity During the Year				
Transfer to General Reserve	-	-	-	-
Dividend Paid	(62.25)	-	-	(62.25)
Remeasurement of the Net Defined Benefit Liability/Assets, (Net of Tax)	-	-	(33.25)	(33.25)
Profit for the Period	(3,249.66)	-	-	(3,249.66)
Balance as at March 31,2025	2,052.57	1,007.84	(125.20)	2,935.21

General Reserve

General reserve was created in accordance with erst while Companies Act, 1956 and rules there under by transferring the surplus of profit and loss to the general reserve, as per the limits laid down thereunder on distribution of profits to shareholders as dividend. This is a part of free reserves and can be used for the purpose of distribution to shareholders

12 DEFERRED GOVERNMENT GRANTS (To the extent pending apportionment to Statement of Profit & Loss)

(Rs. In Lacs)

Particulars	As At 31.03.2026		As At 31.03.2025	
Capital Subsidy on				
a) Individually Quick Frozen and Air Dried Plant	12.30		16.68	
b) Cold Storage (New)	35.90		41.78	
c) Freeze Drying Cabinet	39.51		43.03	
d) Zig Zag Classifier	15.74		16.68	
e) Analytical Instruments (LCMS & GCMS)	34.62	138.07	39.52	157.69
Less: Deferred Income Apportioned to Statement of Profit & Loss				
a) Individually Quick Frozen and Air Dried Plant	4.38		4.38	
b) Cold Storage (New)	5.88		5.88	
c) Freeze Drying Cabinet	3.11		3.52	
d) Zig Zag Classifier	0.94		0.94	
e) Analytical Instruments (LCMS & GCMS)	4.90	19.21	4.90	19.62
Total		118.86		138.07

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

13 BORROWINGS		(Rs. In Lacs)	
Particulars	As At 31.03.2026	As At 31.03.2025	
(A) Non Current			
Secured			
a) Term Loans:-			
From Banks	12,365.97	12,679.88	
	12,365.97	12,679.88	
b) Vehicle Loans:-			
From Banks	17.09	22.64	
From Others	8.14	23.16	
	25.23	45.80	
c) Unsecured Loans:-			
From Related Parties	5,800.00	5,600.00	
From Others	5,850.00	4,250.00	
	11,650.00	9,850.00	
Sub- Total (A+B+C)	24,041.20	22,575.68	
Less:- Current Portion	2,658.18	2,252.20	
Total	21,383.02	20,323.48	
(B) Current			
a) Secured			
Working Capital Facilities From Banks: #			
From -Canara Bank	2,112.77	2,154.56	
From -Indian Bank, IFB	1,556.30	1,771.56	
b) Unsecured			
From Related Parties	1,705.00	1,405.00	
From Others	1,250.00	-	
c) Current maturities of Long term borrowings			
	2,658.18	2,252.20	
Total	9,282.25	7,583.32	
Total (A+B)	30,665.27	27,906.80	

Name of the Institution/ Banks/Others	Note No.	Sanctioned amount	O/s as at 31.03.2026	Short Term	Long term	Original Repayment terms
PART A:- TERM LOANS						
Canara Bank	(i)	14,150.00	12,398.18	2,656.75	9,741.43	Repayable in 7 years in 28 quarterly ballooning installments commencing from 30th June'2023 (First 4 quarterly Installment Rs. 181.68 lakhs each, next 4 quarterly installment Rs. 363.38 lakhs each, next 12 installments of Rs. 545.07 lakhs each and last 8 installments of Rs. 726.76 lakhs each
Previous Year		(14,150.00)	(12,719.93)	(2,244.70)	(10,475.23)	
Less:- Adjustment for Transaction Cost (Pending Amortisation)			32.21	12.68	19.53	
Previous Year			(40.05)	(13.00)	(27.05)	
Sub total (A)			12,365.97	2,644.07	9,721.90	
Previous Year			(12,679.88)	(2,231.70)	(10,448.18)	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

Name of the Institution/ Banks/Others	Note No.	Sanctioned amount	O/s as at 31.03.2026	Short Term	Long term	Original Repayment terms
PART B:- VEHICLE LOANS						
Kotak Mahindra Prime Limited	(ii)	40.83	5.59	5.59	-	Repayable in 60 equal monthly installments of Rs. 0.81 lakhs each commencing from 1st November'2021 including interest
Kotak Mahindra Prime Limited	(ii)	14.65	2.55	2.55	-	Repayable in 60 equal monthly installments of Rs. 0.29 Lakhs each commencing from 1st January'2022 including interest
Canara Bank (Loan No. 161001967938)	(ii)	29.27	17.09	5.97	11.12	Repayable in 60 monthly installments commencing from 14th December'2023 including interest (First installment of Rs.0.62 Lakhs & Next 59 installments of Rs. 0.60 Lakhs)
Sub total (B)			25.23	14.11	11.12	
			(45.80)	(20.50)	(25.30)	
Total (A+B)			12,391.20	2,658.18	9,733.02	
Previous Year			(12,725.68)	(2,252.20)	(10,473.48)	

PART C:- UNSECURED LOANS

Ultimate Flexipack Limited	5,400.00	1,100.00	4,300.00
UFLEX Ltd.	1,130.00	130.00	1,000.00
Anshika Investments Pvt. Ltd.	475.00	475.00	-
Magic Consultants Pvt. Ltd.	500.00	-	500.00
Ganadhipati Infraproject Pvt. Ltd.	1,190.00	-	1,190.00
Murlidhar Sales Pvt. Ltd.	560.00	-	560.00
Samavist Energy Solutions Pvt Ltd.	2,350.00	-	2,350.00
Sungrace Products India Pvt. Ltd.	1,750.00	-	1,750.00
Refex Energy (Rajasthan) Pvt. Ltd.	1,250.00	1,250.00	-
Total (C)	14,605.00	2,955.00	11,650.00
Previous Year	(11,255.00)	(1,405.00)	(9,850.00)

Previous year figures have been given in brackets.

- (i) These are secured a) by the way of first pari passu charge of movable fixed assets-plant and machinery and other specific movable fixed assets (excluding vehicle), present and future along with term lenders b) on Second pari passu charge by way of Hypothecation on entire current assets of the company including stocks of Raw material, WIP, Finished Goods, Stores and Spares, Book Debts and all other current assets (both present and Future) of the company c) personal guarantee of one of the Director of the company, First pari passu charge of company's immovable fixed assets-Land and Building situated at Dehradun (Uttarakhand) and at Devaganapalli, Krishnagiri.
- (ii) Vehicle Loans are secured by way of hypothecation of Specific Vehicles of the Company.
- # Working capital facilities are secured on first Pari passu charge basis (i) by way of hypothecation of stock and book debts of the company; and (ii) collaterally secured on second pari passu charge basis; (a) by way of hypothecation of fixed assets; (b) by mortgage of immovable properties of the company situated at Lal Tappar Industrial Area and Chak Jogiwala (Chidderewala), Dehradun (Uttarakhand) and at Devaganapalli, Krishnagiri, Tamil Nadu (c) by personal guarantee of one of the Director of the Company.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

		(Rs. In Lacs)	
14 PROVISIONS		As At 31.03.2026	As At 31.03.2025
A Non-Current			
Provisions for :			
i) Gratuity		-	-
ii) Leave Encashment		175.12	170.42
Total		<u>175.12</u>	<u>170.42</u>
B Current			
Provisions for :			
i) Gratuity		543.16	554.13
ii) Leave Encashment		26.58	23.86
Total		<u>569.74</u>	<u>577.99</u>
Total (A+B)		<u>744.86</u>	<u>748.41</u>

15 INCOME TAXES

The Gross Movement in the Deferred Tax for the Year Ended March 31,2026 and March 31, 2025 are as follows

		(Rs. In Lacs)	
Income Tax Expense in the Statement of Profit and Loss comprise:		For The Year ended 31.03.2026	For The Year ended 31.03.2025
Current Income Taxes		-	-
Deferred Taxes		(1,033.68)	(1,070.51)
Short/(Excess) Provision of Income Tax for earlier year		1.11	0.02
Income Tax Expense#		<u>(1,032.57)</u>	<u>(1,070.49)</u>

A. Reconciliation of the Income Tax Provision to the Amount Computed by applying the Statutory Income Tax rate to the Income before Income Taxes is Summarized below :

Particulars	%	For The Year ended 31.03.2026	%	For The Year ended 31.03.2025
Profit before Income Taxes		(4,211.75)		(4,320.15)
Computed expected tax expense at Enacted Tax Rates in India 25.17% (March 31, 2025 25.17%)	25.17%	(1,060.01)	25.17%	(1,087.30)
Tax Reversals	0.52%	(22.04)	0.44%	(18.93)
Effect of Exempted Income	(0.33%)	14.02	(0.19%)	8.10
Effect of Non-Deductible Expenses	(0.82%)	34.35	(0.64%)	27.61
Short/(Excess) Provision of Income Tax for Earlier Year	(0.03%)	1.11	0.00%	0.02
Income Tax Expense	24.52%	<u>(1,032.57)</u>	24.78%	<u>(1,070.49)</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

The Tax Effects of Significant Temporary Differences that Resulted in Deferred Income Tax Assets and Liabilities are as follows:

Particulars	As At 31.03.2026	As at 31.03.2025
Deferred Tax Assets		
Unused Tax Credits	4,325.83	3,242.78
Lease Liability	22.65	34.02
Others	448.36	343.69
Total Deferred Tax Assets	4,796.84	3,620.49
Deferred Tax Liabilities		
Excess of book WDV of Property, Plant and Equipment over tax WDV of property, plant and equipment	1,935.17	1,769.30
Right of Use Assets	45.62	68.82
Others	-	-
Total Deferred Tax Liabilities	1,980.79	1,838.12
Deferred Tax Liabilities/(Assets) (Net)	(2,816.05)	(1,782.37)

The Gross Movement in the Deferred Tax for the year ended March 31,2026 and March 31, 2025 are as follows:

Net Deferred Tax Liabilities at the Beginning	(1,782.37)	(711.86)
Credits/(Charge) Relating to Temporary Differences	(1,033.68)	(1,070.51)
Temporary Differences on Other Comprehensive Income	-	-
Net Deferred Tax Liabilities at the End	(2,816.05)	(1,782.37)

16 TRADE PAYABLES

(Rs. In Lacs)

Particulars	As At 31.03.2026	As At 31.03.2025
Total Outstanding Dues of Creditors other Than Micro Enterprises and Small Enterprises- Suppliers other than Related Party	3,176.20	1,771.64
Total Outstanding Dues of Micro Enterprises and Small Enterprises	957.57	1,207.65
Due to Related Parties	57.10	61.39
Total	4,190.87	3,040.68

* The Details of Amounts Outstanding to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprise Development Act,2006 (MSMED Act) based on the information given by the Management, are as under:

Sr. No.	Particulars	As At 31.03.2026	As At 31.03.2025
1	Principal Amount Due and Remaining Unpaid	647.82	740.92
2	Interest Due on (1) Above and the Unpaid Interest	25.03	34.99
3	Interest Paid on all Delayed Payment Under the MSMED Act	Nil	Nil
4	Payment Made Beyond the Appointed day During the Year	1,457.11	1899.34
5	Interest Due and Payable for the Period of Delay ther than (3) Above	46.03	69.33
6	Interest Accrued and Remaining Unpaid	223.72	152.66
7	Amount of Further Interest Remaining Due and Payable in Succeeding Years	Nil	Nil

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

Trade Payable Ageing Schedule as at 31.03.2026

Particulars	Un Billed	Not Due as on 31.03.2026	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSE	12.20	288.36	643.55	18.08	7.28	0.30	969.77
(ii) Others	56.23	1,092.46	1,999.52	119.19	11.23	10.90	3,289.53
(iii) Disputed Dues-MSE	-	-	-	-	-	-	-
(iv) Disputed Dues- Others	-	-	-	-	-	-	-
TOTAL	68.43	1,380.82	2,643.07	137.27	18.51	11.20	4,259.30
Less: Unbilled Due							68.43
Total Trade Payable							4,190.87

Trade Payable Ageing Schedule as at 31.03.2025

Particulars	Un Billed	Not Due as on 31.03.2025	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSE	24.23	452.04	715.75	36.68	3.18	-	1,231.88
(ii) Others	112.00	853.90	936.10	28.52	14.51	-	1,945.03
(iii) Disputed Dues-MSE	-	-	-	-	-	-	-
(iv) Disputed Dues- Others	-	-	-	-	-	-	-
TOTAL	136.23	1,305.94	1,651.85	65.20	17.69	-	3,176.91
Less: Unbilled Due							136.23
Total Trade Payable							3,040.68

17 OTHER FINANCIAL LIABILITIES

(Rs. In Lacs)

Particulars	As At 31.03.2026	As At 31.03.2025
a) Interest Accrued but not Due on Borrowings	2,613.80	1,395.07
b) Unclaimed Dividend #	17.15	16.33
c) Security Deposit from Customers	12.50	12.00
d) Performance Guarantee	244.28	244.28
e) Capital Creditors	233.06	208.69
f) Interest Accrued and Due on Borrowings	76.82	76.83
Total	3,197.61	1,953.20

These do not include any amount due and payable to Investor Education and Protection Fund Account.

18 Current Tax Assets (Net)

(Rs. In Lacs)

Particulars	As At 31.03.2026	As At 31.03.2025
a) Provision for Current Tax (Net)	-	-
b) TDS Refundable & TCS Refundable	3.61	5.12
Total	3.61	5.12
Less Provision for Income Tax	-	-
	3.61	5.12

Current Tax Liabilities

(Rs. In Lacs)

Particulars	As At 31.03.2026	As At 31.03.2025
Provision for Current Tax (Net)	-	-
Total	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

19 OTHER LIABILITIES (Rs. In Lacs)

Particulars	As At 31.03.2026	As At 31.03.2025
Current		
a) Advance Received from Customers	59.94	38.13
b) Advance Received from Others (sale of Investment Property)	30.00	-
c) Statutory Liabilities	596.91	477.06
d) Other Liabilities	179.75	226.60
Total	866.60	741.79

20 REVENUE FROM OPERATIONS (Rs. In Lacs)

Particulars	For the Year Ended 31.03.2026		For the Year Ended 31.03.2025	
a) Sale of Products	19,004.87		14,860.05	
b) Other Operating Revenues				
i) Export Incentive	116.59		88.68	
ii) Deferred Income on Capital Grant (Government Grant)	19.21		19.62	
iii) Exchange Rate Fluctuation (Net)	-		-	
iv) Sale of Miscellaneous Items	48.19	183.99	32.85	141.15
Total	19,188.86		15,001.20	

21 OTHER INCOME (Rs. In Lacs)

Particulars	For the Year Ended 31.03.2026		For the Year Ended 31.03.2025	
a) Interest Income				
From Banks	3.26		9.41	
From Others	24.21	27.47	22.36	31.77
b) Miscellaneous Income	55.03		1.93	
c) Sundry credit Balance Written Back	-		2.34	
d) Profit on Sale of Fixed Assets	-		0.73	
e) Interest on Income Tax Refund	0.19		0.16	
f) Processing Charge Received	15.11		1.06	
Total	97.80		37.99	

22 COST OF MATERIAL CONSUMED (Rs. In Lacs)

Particulars	For the Year Ended 31.03.2026		For the Year Ended 31.03.2025	
Opening Stock	226.73		101.28	
Add: Purchases	6,053.93		4,727.25	
	6,280.66		4,828.53	
Less: Closing Stock	130.27		226.73	
Raw Material consumed	6,150.39		4,601.80	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

23 A) (INCREASE)/DECREASE IN FINISHED GOODS & WORK-IN-PROGRESS & STOCK-IN-TRADE (Rs. In Lacs)

Particulars	For the Year Ended 31.03.2026		For the Year Ended 31.03.2025	
Closing Stock				
Finished Stock	3,170.52		3,071.87	
Work-In-Progress	1,558.83		1,066.87	
Stock In Trade	3.29	4,732.64	0.63	4,139.37
Opening Stock				
Finished Stock	3,071.87		3,706.77	
Work-In-Progress	1,066.87		679.69	
Stock In Trade	0.63	4,139.37	1.71	4,388.17
Total		(593.27)		248.80

B) (INCREASE)/DECREASE IN BIOLOGICAL ASSET (Rs. In Lacs)

Particulars	For the Year Ended 31.03.2026		For the Year Ended 31.03.2025	
Closing Stock				
Biological Asset	45.55		52.53	
Opening Stock				
Biological Asset	52.53		61.67	
Total		6.98		9.14

24 EMPLOYEES BENEFIT EXPENSES (Rs. In Lacs)

Particulars	For the Year Ended 31.03.2026		For the Year Ended 31.03.2025	
a) Salaries, Wages, Benefits & Amenities	2,612.08		2,487.06	
b) Contribution to Provident Fund	97.45		99.60	
c) Gratuity (Refer Note No.29)	100.66		84.29	
d) Employees Welfare Expenses	69.81		51.61	
Total		2,880.00		2,722.56

25 FINANCE COST (Rs. In Lacs)

Particulars	For the Year Ended 31.03.2026		For the Year Ended 31.03.2025	
Interest on:				
i) Secured Loans	719.72		735.69	
ii) Working Capital Facilities	210.09		217.30	
iii) Shortfall in payment of Advance Tax	-		-	
iv) Interest to Others	75.26		109.56	
v) Interest to Unsecured Loans	1,354.29		1,041.36	
vi) Interest on Lease Liabilities	10.31		0.02	
Discounting & Bank Charges	173.10		175.78	
Total		2,542.77		2,279.71

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

26 MANUFACTURING EXPENSES		(Rs. In Lacs)	
Particulars	For the Year Ended 31.03.2026	For the Year Ended 31.03.2025	
Power & Fuel Consumed	3,756.23	3,004.36	
Repair & Maintenance - Machineries	266.78	316.64	
Stores, Spares, Tools, Jigs & Dies Consumed	316.43	292.38	
Labour Charges	1,604.23	1,175.47	
Sorting & Picking Charges	63.59	69.28	
Tractor Hire & Shifting Charges	245.65	234.71	
Lease Rent Short Term (Refer Note No.40)	2.40	2.40	
Processing Charges	37.46	81.23	
Others Manufacturing Expenses	315.92	185.74	
Total	6,608.69	5,362.21	
27 ADMINISTRATION & SELLING EXPENSES		(Rs. In Lacs)	
Particulars	For the Year Ended 31.03.2026	For the Year Ended 31.03.2025	
Power & Fuel	117.66	102.71	
Insurance Charges	151.98	122.03	
Postage & Telephone Expenses	55.99	39.75	
Vehicle Hire, Running & Maintenance Expenses	35.64	41.88	
Conveyance & Travelling Expenses	173.62	163.52	
Repair & Maintenance - Building	42.49	32.13	
Repair & Maintenance - Others	79.76	75.86	
Legal & Professional Charges	195.60	163.96	
General Expenses	296.39	234.98	
Lease Rent Short Term (Refer Note No.40)	9.00	9.00	
Charity & Donation	0.09	0.63	
Provision for Doubtful Debts	3.05	1.02	
Provision for Doubtful Current Assets (TMA)	-	55.25	
Rates & Taxes	5.95	3.37	
Loss on Sale of Fixed Assets (Net)	7.18	-	
Exchange Rate Fluctuation (Net)	1,639.41	262.17	
Sundry debit Balance written off	30.60	2.28	
Quality Claims	8.59	14.56	
GST Expenses	80.65	109.99	
Rebate & Discount	5.37	1.55	
Sample Testing Charges	7.61	2.28	
Packing & Forwarding Charges	563.82	420.64	
Freight Outward	624.31	601.32	
Total	4,134.76	2,460.88	
28 EARNINGS PER SHARE (EPS)			
Particulars	For the Year Ended 31.03.2026	For the Year Ended 31.03.2025	
a) Profit for the year (Rs. In Lacs)	(3,179.18)	(3,249.66)	
b) Fully Paid up Equity shares of Rs.10/-each	12,45,00,000	12,45,00,000	
c) Nominal value Per Share (Rs.)	10	10	
d) Basic & Diluted Earning Per Share (Rs.)	(25.54)	(26.10)	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

29 GRATUITY & POST EMPLOYMENT BENEFIT

The Employees' Group Gratuity Scheme is managed by Life Insurance Corporation of India. The present value of obligation for Gratuity & other Post Employment benefit (i.e. Leave encashment) are determined based on actuarial valuation using the Projected Unit Credit Method. The additional disclosure in terms of Indian Accounting Standards-19 "Employees Benefits" is as under:

Particulars	(Rs. In Lacs)			
	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Current Year	Previous Year	Current Year	Previous Year
a) Reconciliation of Opening and Closing Balances of Obligation				
Obligation at Beginning of the Year	883.64	820.42	194.28	181.32
Current Service Cost	48.24	45.50	21.36	19.68
Past Service Cost	15.88	-	10.42	-
Interest Cost	58.37	58.69	12.86	12.96
Actuarial (Gain) /Loss	17.85	36.02	(7.85)	1.32
Less: Benefits Paid	153.30	76.99	29.36	21.00
Obligation at the End of the Year	870.68	883.64	201.71	194.28
b) Reconciliation of Opening and Closing Balances of Fair Value Assets				
Fair Value of Plan Assets at Beginning of the Year	329.51	278.22	-	-
Employer Contribution	128.39	105.61	-	-
Less: Benefits Paid	153.30	76.99	-	-
Add: Expected Return on Plan Assets	21.83	19.90	-	-
Add: Actuarial Gain /(Loss) on Plan Assets	1.09	2.77	-	-
Fair value of Plan Assets at the End of the Year	327.52	329.51	-	-
c) Amount Recognized in Balance Sheet				
Present Value of Obligation	870.68	883.64	201.71	194.28
Less: Fair Value of Plan Assets	327.52	329.51	-	-
Amount recognized in Balance Sheet	543.16	554.13	201.71	194.28
d) Gratuity & other Post Employment Benefitcost for the Period				
Current Service Cost	48.24	45.50	21.36	19.68
Past Service Cost	15.88	-	10.42	-
Interest Cost	58.37	58.69	12.86	12.96
Expected Return on Plan Assets	(21.83)	(19.90)	-	-
Actuarial (Gain) /Loss	-	-	(7.85)	1.32
Net Amount Recognized in Statement of Profit & Loss	100.66	84.29	36.79	33.96
e) Gratuity & Other Post Employment Benefit Cost for the Period				
Remeasurement of the net Defined Benefit Liability/Assets				
Actuarial (Gains)/Losses	16.76	33.25	-	-
Net Amount Recognized in Statement of Other Comprehensive Income	16.76	33.25		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

Particulars	(Rs. In Lacs)			
	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Current Year	Previous Year	Current Year	Previous Year
f) Principal Actuarial Assumption at the Balance Sheet Date:				
Interest Rate	7.13% for Factory (Derhadun), 7.19% for Mushroom Farm (Dehradun) & 7.21% for (Hosur) Factory (Krishna Giri)	6.64% for Factory (Derhadun), 6.54% for Mushroom Farm (Dehradun) & 6.69% for (Hosur) Factory (Krishna Giri)	7.13% for Factory (Derhadun), 7.19% for Mushroom Farm (Dehradun) & 7.21% for (Hosur) Factory (Krishna Giri)	6.64% for Factory (Derhadun), 6.54% for Mushroom Farm (Dehradun) & 6.69% for (Hosur) Factory (Krishna Giri)
Salary Escalation	5.00%	5.00%	5.00%	5.00%

The expected benefits increases are based on the same assumptions as are used to measure the Company's defined benefit plan obligations as at 31st March 2026. The Company is expected to contribute Rs. 112.55 lacs to defined benefits plan obligation fund for the year ending 31st March 2027.

The significant accounting assumptions are the discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonable possible changes of the respective assumptions occurring at the end of the reporting period while other assumptions are constant.

If the discount rate increases/(decreases by 0.5%), the defined benefit plan obligations would increase by Rs. 21.12 Lacs (decrease by Rs.22.24 Lacs) as at 31st March 2026.

If the expected salary growth increases/(decreases by 0.5%), the defined benefit plan obligations would increase by Rs. 45.79 Lacs (decrease by Rs.41.97 Lacs) as at 31st March 2026.

The sensitivity analysis presented about may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

On November 21, 2025, the Government of India notified the four Labour Codes - 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 & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has considered restructured compensation of its employees with effect from April 1, 2026, and assessed the impact of the changes, consistent with the Labour Codes, draft rules, FAQs and legal opinion. Considering the impact is not material, the Company has presented such an incremental impact under Employee benefit expense note no. 24 in the statement of profit and loss for the year ended March 31, 2026 amounting to Rs. 15.88 lacs for gratuity and amounting to Rs. 10.42 lacs for leave encashment. The deferred tax increased by Rs. 6.62 lacs due to increase in gratuity and leave encashment obligation arising from the New Labour Codes. The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effects on the basis of such developments as needed.

30 SEGMENT DISCLOSURE

Based on Business risk & synergies there is only one reportable segment hence segment reporting is not given, however geographical distribution of revenue is as under:-

Particulars	(Rs. In Lacs)	
	For the Year Ended 31.03.2026	For the Year Ended 31.03.2025
Domestic Revenue #	3,734.24	3,261.69
Export Revenue:		
USA	2,951.58	1,637.86
Europe	10,717.37	9,512.11
Australia	358.10	200.51
South Africa	17.93	21.24
Asia	1,390.43	348.17
Total	19,169.65	14,981.58

Includes sales of Miscellaneous Items amounting to Rs.48.19 Lacs (previous year Rs.32.85 Lacs) shown under - Note No. -20 (b)(iv)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

31 PAYMENT TO AUDITORS		(Rs. In Lacs)	
Particulars	For the Year Ended 31.03.2026	For the Year Ended 31.03.2025	
a) Statutory Audit	15.00	15.00	
b) Tax Audit	5.00	5.00	
c) Certification & Other Services	6.66	6.50	
d) For Reimbursement of Expenses	0.49	0.56	
Total	27.15	27.06	

32 CONTINGENT LIABILITIES AND COMMITMENTS		(Rs. In Lacs)	
Particulars	As At 31.03.2026	As At 31.03.2025	
A Contingent Liabilities			
Claims against the company not acknowledged as debt :-			
(i) Demand raised by Customs & Central Excise Department which are contested by the company (Including interest & Net of Demand Deposits).	14.70	14.70	
ii) Guarantees Issued by the Bank(Net of Margin)	-	-	
iii) Letters of Credit (Unexpired) issued by Banks (Net of Margin)	-	-	
iv) Import duty obligation on outstanding export commitment under advance Licence EPCG Schemes.	122.22	924.27	
iv) Retrospective Payout for Payment of Bonus for the Financial Year 2014-15 has not been provided for in the Books of Accounts based on the matter being contested by third parties and/or stay granted by various High Courts of India in respect of this matter.	39.28	39.28	
iiiv) Demand raised by Goods and service tax department which are contested by the company (Including Penalty)#	619.30	-	
Total (A)	795.50	978.25	
B Commitments			
Estimated amount of contracts remaining to be executed on capital account (Net of Advances) and not provided for in the Books of Accounts.	-	15.96	
Total (B)	-	15.96	
# The company has filed appeal before Appellate authority in April 2026			

33 RELATED PARTY TRANSACTION

Following disclosures are made, as per the definition of Related Parties defined in Indian Accounting Standard-24 " Related Party Disclosures " and Section 2(76) of the Companies Act,2013.

(A) List of Related Parties

- i) **Enterprise for which Reporting Enterprise is an Associate:**
 - Uflex Limited
- ii) **Chairman,Key Management Personnel and their Relatives:**
 - 1 Mr. Ashok Chaturvedi
 - 2 Mr. Rahul Razdan, Whole-time Director (and his relatives)
 - 3 Mr. Shekhar Tiwari Chief Financial Officer (and his relatives)
 - 4 Mr. Himanshu Luthra- Company Secretary (and his relatives)
 - 5 Ashok Kumar Chaturvedi (HUF)
 - 6 Mrs. Rashmi Chaturvedi
 - 7 Mr. Anantshree Chaturvedi
 - 8 Mr. Apoorvshree Chaturvedi
 - 9 Ms. Anshika Chaturvedi

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

iii) Other Related Enterprises

- 1 Ultimate Flexipack Ltd.
- 2 AKC Retailers Pvt. Ltd
- 3 Anshika Investments Pvt. Ltd.
- 4 Anant Overseas Pvt. Ltd.
- 5 Apoorva Extrusion Pvt. Ltd.
- 6 Anshika Consultants Pvt. Ltd.
- 7 A.R.Leasing Pvt. Ltd.
- 8 A.R.Infrastructures & Projects Pvt. Ltd.
- 9 AC Infrastructures Pvt.Ltd.
- 10 Cinflex Infotech Pvt. Ltd.
- 11 Flex International Pvt. Ltd.
- 12 Ultimate Infratech Pvt. Ltd.
- 13 Modern Info Technology Pvt. Ltd
- 14 Magic Consultants Pvt. Ltd.
- 15 A.L. Consultants Pvt. Ltd
- 16 Ultimate Battery Pvt. Ltd.
- 17 Ultimate Cables Pvt. Ltd.

(B) Transactions with Related Parties

Nature of Transaction	(Rs. In Lacs)		
	Enterprise for which Reporting Enterprise is an Associate	Chairman, Key Management Personnel and their Relatives as referred to in A(ii)	Other Related Enterprises as referred to in A(iii)
i) Purchase of Packing Material/Others	117.31 (84.95)	-	-
ii) Purchase of fixed assets	38.10	-	-
iii) Loan Taken	-	-	500.00
iv) Refund of Loan	-	-	-
v) Interest Paid/Payable	141.25 (141.88)	-	592.55 (592.25)
vi) Sale of fixed assets	-	-	-
vii) Leases Rent	13.45 (10.86)	-	-
viii) Dividend Paid	29.35 (29.35)	0.26 (0.26)	7.64 (7.64)
ix) Reimbursement of Expenses	-	-	-
x) Remuneration	-	170.31 (152.52)	-
xi) Sitting Fees	-	1.75 (1.50)	-
xii) Staff Advance Given	-	-	-
xiii) Staff Advance Recover	-	(1.00)	-
xiv) Security Deposit	-	(0.10)	-
	(0.60)		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

Nature of Transaction	(Rs. In Lacs)		
	Enterprise for which Reporting Enterprise is an Associate	Chairman, Key Management Personnel and their Relatives as referred to in A(ii)	Other Related Enterprises as referred to in A(iii)
Balance Outstanding at the end of the year			
Credit	1,187.10	9.89	6,375.00
	(1,191.39)	(7.09)	(5,875.00)
Debit	-	-	-
	(4.06)		-
Outstanding Guarantee against Term Loans and working capital facilities		16,067.25	
		(16,646.05)	
Note: Previous year's figures have been given in brackets.			

Particulars	(Rs. In Lacs)	
	For the Year Ended 31.03.2026	For the Year Ended 31.03.2025
i) Gross Amount required to be spent by the Company	-	-
ii) Total of previous years Shortfall / (Excess) incurred	(0.18)	(0.18)
iii) Balance to be spent	(0.18)	(0.18)
iv) Amount spent during the year on :		
a) Construction / acquisition of any asset	-	-
b) On purpose other than (i) above	-	-
v) Shortfall at the end of the year	(0.18)	(0.18)
vi) Total of previous years shortfall	-	-
vii) Reason for shortfall	NA	NA
viii) Nature of CSR activities		
ix) Amount payable as at Year End	-	-

In all three preceding previous years, the profit as per section 198 of Companies Act 2013 is negative. So no amount is required to be spent under CSR.

- 35** In the opinion of the board and to the best of their knowledge, value of realisation of assets, other than property, plant & equipment in the ordinary course of the business, would not be less than the amount at which they are stated in the balance sheet.
- 36** Balances of some of the parties are subject to reconciliation & confirmations.
- 37** The Board of Directors of the company has not recommended final dividend for the Financial Year ended 31st March 2026 (Previous Year Rs.0.50 per share aggregating to Rs.62.25 Lacs).
- 38** The Previous year's figures have been regrouped and reclassified wherever necessary.

39 Financial Instruments

Financial Instruments by category:

The carrying value and fair value of financial instruments by categories as of March, 31 2026 & as of March, 31 2025 were as follows:

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

(Rs in Lacs)						
Particulars		Amortised Cost	Financial assets / liabilities at fair value through Profit or Loss	Financial assets / liabilities at fair value through OCI	Total Carrying Value	Total fair value
Assets						
Cash and Cash Equivalents	CY	197.09	-	-	197.09	197.09
(refer note no 9 & 10)	PY	169.22			169.22	169.22
Trade Receivables	CY	5220.12	-	-	5220.12	5220.12
(refer note no 8)	PY	3924.11			3924.11	3924.11
Loans	CY	2.12	-	-	2.12	2.12
(refer note no 3A and 3B)	PY	5.08			5.08	5.08
Other Financial Assets	CY	387.12	-	-	387.12	387.12
(refer note no 4 A and 4B)	PY	361.53			361.53	361.53
Total	CY	5806.45	-	-	5806.45	5806.45
	PY	4459.94	-	-	4459.94	4459.94
Liabilities						
Trade Payables	CY	4190.87	-	-	4190.87	4190.87
(refer note no 16)	PY	3,040.68	-	-	3040.68	3040.68
Other Financial Liabilities	CY	3197.61	-	-	3197.61	3197.61
(refer note no 17)	PY	1953.20	-	-	1953.20	1953.20
Borrowings	CY	30665.27	-	-	30665.27	30665.27
(refer note no 13A and 13B)	PY	27906.80	-	-	27906.80	27906.80
Lease Liabilities	CY	90.03	-	-	90.03	90.03
	PY	135.15	-	-	135.15	135.15
Total	CY	38143.78	-	-	38143.78	38143.78
	PY	33,035.83	-	-	33,035.83	33,035.83

Fair Value Hierarchy Disclosures:

Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Input other than quoted price included within Level 1 that are observable for the assets or liability; either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

Financial Risk Management :

In the course of business, amongst others, the Company is exposed to several financial risks such as Credit Risk, Liquidity Risk, Interest Rate Risk, Exchange Risk & Commodity Price Risk. These risks may be caused by the internal and external factors resulting into impairment of the assets of the Company causing adverse influence on the achievement of Company's strategies, operational and financial objectives, earning capacity and financial position.

The Company has formulated an appropriate policy and established a risk management framework which encompass the following process.

- Identify the major financial risks which may cause financial losses to the company
- Assess the probability of occurrence and severity of financial losses
- Mitigate and control them by formulation of appropriate policies, strategies, structures, systems and procedures
- Monitor and review periodically the adherence, adequacy and efficacy of the financial risk management system.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

The Company enterprise risk management system is monitored and reviewed at all levels of management, Internal Auditors, Statutory Auditors, Audit Committee and the Board of Directors from time to time.

Credit Risk:

Credit Risk refers to the risks that arise on default by the counter party on its contractual obligation resulting into financial loss to the company. The company may carry this Risk on Trade and other receivables, liquid assets and some of the non current financial assets.

In case of Trade receivables, the company has framed appropriate policy for extending credits period & limit to each customer based on their profile, financial position and their external rating etc. The collections of trade dues are strictly monitored. In case of Export customers, even credit guarantee insurance is also obtained.

Company’s exposure to Credit Risk is also influenced by the concentration of risk from top five customers. The details in respect of the % of sales generated from the top customer and top five customers are given hereunder.’

Particulars		Current Year	Previous Year
Revenue from Top Customer		41%	40%
Revenue from Top Five Customers		57%	62%

The credit risk on cash, cash equivalent and fixed deposit are insignificant as counter parties are public sector banks. The non current financial assets include security deposit with Govt. body, hence no associated credit risk

Liquidity Risk

Liquidity Risk arises when the company is unable to meet its short term financial obligations as and when they fall due.

The company maintains adequate liquidity in the system so as to meet its all financial liabilities timely. In addition to this, the company’s overall financial position is very strong so as to meet any eventuality of liquidity tightness.

Contractual maturities of financial liabilities are given as under:

(Rs in Lacs)

Particulars	As at 31st March 2026	Due within 12 months from Balance Sheet Date	Due beyond 12 months of Balance Sheet Date
Borrowings	30,665.27	9,282.25	21,383.02
Trade Payables	4,190.87	4,190.87	-
Other Financial Liability	3,197.61	3,197.61	-
Lease Liability	90.03	50.91	39.12
Other Liabilities	866.60	866.60	-
Current Tax Liability	-	-	-

Interest Rate Risk :

Generally market linked financial instruments are subject to interest rate risk. The company does not have any marked linked financial instrument both on the asset or liability side. Hence no interest rate risk.

However the interest rate in respect major portion of borrowings by the Company from the banks and others are linked with the Benchmark / Base Prime lending rate of the respective lender and in case of foreign currency borrowings the same is linked with LIBOR. Every fluctuation in the base rate of the bank either on the higher or lower side will result into financial loss or gain to the company

The amount which is subject to the change in the interest rate is of Rs.16035.04 Lacs out of the total debt of Rs.30665.27 Lacs

Based on the structure of debt as at year end, a one percentage point increase in the debt would cause an additional expense in the net financing cost of Rs. 160.35 Lacs.

Foreign Exchange Risk :

The company is exposed to the foreign currency risk from transactions. Transactional exposures are arising from the transactions entered into foreign currency. Management keeps a close watch of the maturity of the financial assets in foreign currency and payment obligations of the financial liabilities.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

The company imported goods for insignificant amounts on trade account. Approximately 81.22% of revenue were earned in foreign currency due to nature of business being exports. In a way, Company is a net foreign exchange earner.

The Company did not undertake hedging to cover exchange risk and kept its foreign exchange exposure open mainly due to its supplies to customers overseas which were on Credit and it resorted to discounting of such supply bills with its bankers. In this situation, the Exchange rate was crystallised on the date of discounting & did not remain open ended till the date of realization of Export proceeds. This measure also mitigated the Exchange Rate Risk.

The carrying amount of the Group's material foreign currency dominated monetary Assets and Liabilities at the end of the reporting period is as below

Currency	(Rs in Lacs)			
	Monetary Assets		Monetary Liabilities	
	Current Year	Previous Year	Current Year	Previous Year
USD	1,121.66	632.43	10.29	9.40
Euro	1,863.37	1,336.87	12,450.57	12,737.53
	2,985.03	1,969.30	12,460.86	12,746.93

Following Table Summaries approximate gain/(loss) on Company's Profit before tax on account of appreciation and depreciation of underlying foreign currencies of the above table

Currency	Effect on Profit before tax	
	Current Year	Previous Year
5% appreciation (Rs. In Lacs)	(473.79)	(538.88)
5% depreciation (Rs. In Lacs)	473.79	538.88

Commodity Price Risk :

Raw materials which company procures from the open market are agricultural products, production of which is directly effected by weather conditions and pricing is linked to the prevailing demand & supply conditions of the products. Company mitigate this risk by bulk buying during season for off season use.

The company has been operating in a global competitive environment due to its dependence mainly on Exports. The competition has been becoming more fierce and it has been subject to major competition from other Asian Countries largely China which has been causing pressure on the product prices & volumes resulting into drop in the selling prices and profit margins.

In order to combat this situation, the Company formulated manifold plans and strategies to develop new customers, focus on newer product developments to increase its product portfolio and also accelerate its efforts to develop domestic market for its products. In addition to this, it has also been focusing on improvement in products quality and productivity of operations. With these measures, company expects to counter the commodity price risk.

Risk Management Strategy Related to Biological Assets

Regulatory and Environmental Risks

The Company is subject to laws and regulations in the locations in which it operates. The company has established environmental policies and procedures aimed at compliance with local environmental and other laws.

Supply and Demand Risk

The Company is exposed to risks arising from fluctuations in the price and sales volume of its product i.e. Fresh Mushroom. Management performs regular industry trend analysis to project harvest volumes and pricing. Where possible, the company manages this risk by aligning its harvest volumes to market supply and demand.

Climate and other Risks

The company's biological asset is exposed to the risk of damage from climatic changes, diseases and other natural forces. The company has extensive processes in place aimed at monitoring and mitigating these risks, including growing under controlled conditions.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

payment to shareholders, return capital to shareholders or issue new shares. The primary objective of the Company's capital management is to maximize the shareholder value. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal capital structure to reduce the cost of capital

The management of the Company reviews the Capital structure of the Company on regular basis. As part of this review, the Board considers cost of capital and the risk associated with the movement in the working capital. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31,2026 and March 31,2025.

The following table summarizes the capital of the Company :

Particulars	(Rs in Lacs)	
	As at March 31,2026	As at March 31,2025
Borrowings	30,665.27	27,906.79
Total Equity	922.02	4,180.21
Gearing Ratio	3326%	668%

40 Disclosures for Leases as per Ind AS -116 on "Leases"

The following disclosures are made in respect of leases as required under Ind AS-116 on "Leases", (Rs in Lacs)

S. No.	Particulars	Note No	As at 31.03.2026	As at 31.03.2025
(i)	Depreciation Charge on Right to Use Assets	2E	91.26	0.05
(ii)	Interest Expense on Lease Liabilities	25	10.31	0.02
(iii)	Short Term Leases	5B,26 & 27	11.40	16.40
(iv)	Low value leases		-	-
(v)	Variable Lease Payments		-	-
(vi)	Total Cash Outflow on Right on Use Assets		55.43	54.49
(vii)	Opening Balance of Right to Use Assets		272.36	258.99
(viii)	Additions to Right to Use Assets	2(E)	-	13.42
(ix)	Deletion to Right to Use Assets		-	-
(x)	Carrying amount of Right to Use Assets	2(E)	181.10	272.36

The break-up of current and non-current lease liabilities on Right of Use assets as of March 31, 2026 is as follows:-

Particulars	(Rs in Lacs)	
	As at 31.03.2026	As at 31.03.2025
Current Lease Liability	50.91	48.01
Non-current Lease Liability	39.12	87.14
Total	90.03	135.15

As Lessee:-

Right-of-use asset	No. of right to use asset	Range of remaining term	Average remaining lease term	No. of lease with extension plan	No. of leases with option to purchase	No. of leases with termination plan
Plant & Equipment	2	2025-2028	1 Year & 10 Months	NA	2	NA
Plant & Equipment	3	2025-2028	1 Year & 11 Months	NA	3	NA

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

Details of right to use assets held by the company for the year ended March 31, 2026:

Particulars	Category of ROU asset: Plant & Machinery as at 31.03.2026	Category of ROU asset: Plant & Machinery as at 31.03.2025
Balance as at 01-April-2025	272.36	258.99
Addition	-	13.42
Deletions	-	-
Depreciation *	91.26	0.05
Balance at the end 31.03.26	181.10	272.36

The following is the movement in lease liabilities during the year ended March 31, 2026:

Particulars	Category of ROU asset : Plant & Machinery as at 31-03-2026	Category of ROU asset : Plant & Machinery as at 31-03-2025
Opening Balance	135.15	176.20
Addition/Adjustments	0.16	-
Finance cost	10.31	14.54
Payment of lease liabilities	55.59	55.59
Translation differences	-	-
Closing Balance	90.03	135.15

The expense relating to payments not included in the measurement of the lease liability during FY 2025-26 is as follows:

Particulars	31-03-2026	31-03-2025
Short Term/Low value Leases (Refer Note 26 & 27)	11.40	16.40
Variable lease payments	Nil	Nil

The amount of leases that are not commenced yet but have been entered into amounts to NIL.

Lease contracts entered by the Company majorly pertains to plant and machinery taken on lease to conduct its business in the ordinary course. The Company does not have any lease restrictions and covenants as per the contract.

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2026 on an undiscounted basis:

Particulars	(Rs. In Lacs)
Less than one year	55.59
One to five years	41.69
More than five years	-

41 Additional Regulatory Information

(i) (a) **Capital-Work-in progress (CWIP)**

For the year ended 31.03.2026

a) **Capital-Work in Progress ageing Schedule**

(Amount in Lacs)

CWIP	31st March,2026				Total
	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in Progress					
Tangible assets					
(i) Krishnagiri (Tamilnadu)	24.41	-	-	-	24.41
(ii) Dehradun (Uttarakhand)	-	-	-	-	-
Projects temporarily suspended					
(i) Krishnagiri (Tamilnadu)	-	-	-	-	-
(ii) Dehrdun (Uttarakhand)	-	-	-	-	-
Total	24.41	-	-	-	24.41

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

- b) There is no Capital -Work in Progress whose Completion is Overdue or has exceeded its cost compared to its original plan.

For the year ended 31.03.2025

a) Capital-Work in Progress ageing Schedule

(Amount in Lacs)

31st March,2025

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in Progress					
Tangible assets					
(i) Krishnagiri (Tamilnadu)	-	-	-	-	-
(ii) Dehradun (Uttarakhand)	12.69	-	-	-	12.69
Projects temporarily suspended					
(i) Krishnagiri (Tamilnadu)	-	-	-	-	-
(ii) Dehradun (Uttarakhand)	-	-	-	-	-
Total	12.69	-	-	-	12.69

- b) There is no Capital -Work in Progress whose Completion is Overdue or has exceeded its cost compared to its original plan.

(i) (b) Intangible Assets under Development

For the year ended 31.03.2026

a) Intangible Assets under Development ageing Schedule

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in Progress					
Intangible assets					
(i) Krishnagiri (Tamilnadu)	-	-	-	-	-
(ii) Dehradun (Uttarakhand)	11.88	20.75	-	17.70	50.33
Projects temporarily suspended					
(i) Krishnagiri (Tamilnadu)	-	-	-	-	-
(ii) Dehradun (Uttarakhand)	-	-	-	-	-
Total	11.88	20.75	-	17.70	50.33

- b) There is no Intangible assets under Development whose Completion is Overdue or has exceeded its cost compared to its original plan.

For the year ended 31.03.2025

a) Intangible Assets under Development ageing Schedule

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in Progress					
Intangible assets					
(i) Krishnagiri (Tamilnadu)	-	-	-	-	-
(ii) Dehradun (Uttarakhand)	20.75	-	17.70	-	38.45
Projects temporarily suspended					
(i) Krishnagiri (Tamilnadu)	-	-	-	-	-
(ii) Dehradun (Uttarakhand)	-	-	-	-	-
Total	20.75	-	17.70	-	38.45

- b) There is no Intangible assets under Development whose Completion is Overdue or has exceeded its cost compared to its original plan.

(ii) The quarterly returns are in agreement with books of accounts.

(iii) Following disclosures are made in relation to the Ratios to be disclosed as per Schedule-III

			Current Year	Previous Year	% Change During the Year
(i) Current Ratio	[a/b]		0.71	0.77	-7.79%
Current Assets	a		12,946.89	10,724.04	
Current Liabilities	b		18,157.98	13,944.99	
(ii) Debt-Equity Ratio	[a/b]	# Refer Note below	33.36	6.71	397.2%
Total Borrowings	a		30,755.30	28,041.95	
Shareholder's Fund	b		922.02	4,180.21	
(iii) Debt Service Coverage Ratio	[a/b]	## Refer Note below	(0.08)	(0.25)	-68.0%
Earnings available for Debt Services (EBITDA)	a		(349.34)	(878.03)	
Debt Obligations :			-		
Instalments			2,307.63	1,718.42	
Interest Expense			2,084.32	1,777.07	
Total Debt Service	b		4,391.95	3,495.49	
(iv) Return on Equity	[a/b]	### Refer Note below	124.6%	-55.52%	124.4%
Profit after Tax	a		(3,179.18)	(3,249.66)	
Opening Shareholders Fund	b(i)		4,180.21	7,525.37	
Closing Shareholders Fund	b(ii)		922.02	4,180.21	
Average Shareholders Fund	b ((i+ii)/2)		2,551.12	5,852.79	
(v) Inventory Turnover Ratio	[a/b]		1.15	1.04	10.6%
Cost of Goods Sold	a		5,561.28	4,868.20	
Opening Inventory	b(i)		4,619.07	4,704.19	
Closing Inventory	b(ii)		5,079.39	4,619.00	
Average Inventory	b ((i+ii)/2)		4,849.23	4,661.60	
(vi) Trade Receivables Turnover Ratio	[a/b]		4.16	3.85	8.1%
Revenue from Sale of Goods & Services	a		19,004.87	14,860.05	
Average Trade Receivable	b		4,572.12	3,856.22	
(vii) Trade Payables Turnover Ratio	[a/b]		1.68	1.67	0.6%
Purchases	a		6,065.50	4,737.75	
Average Trade Payables	b		3,615.78	2,830.34	
(viii) Net Capital Turnover Ratio	[a/b]		-3.65	-4.61	-20.8%
Revenue from Sale of Goods & Services	a		19,004.87	14,860.05	
Working Capital	b		(5,211.09)	(3,220.95)	
(ix) Net Profit Ratio	[a/b]	-	-16.73%	-21.87%	-23.5%
Profit for the Year	a		(3,179.18)	(3,249.66)	
Revenue from Sale of Goods & Services	b		19,004.87	14,860.05	
(x) Return on Capital Employed	[a/b]		-6.75%	-7.94%	-15.0%
Earning before Interest & Tax	a		(2,127.43)	(2,543.08)	
Capital Employed	b		31,536.96	32,048.56	
(xi) Return on Investment			-	-	
(a) From Quoted Equity Instruments	[a/b]		-	-	N.A
Dividend Income	a		-	-	
Average Investment in Quoted Equity Instruments	b		-	-	
(b) From Unquoted Investments	[a/b]		-	-	N.A
Investment Income (including Capital Gain / (Loss))	a		-	-	
Average Unquoted Investments	b		-	-	

Note:

- # The Ratio is adversely impacted by the losses incurred by the company primarily due to the losses on account of foreign currency exchange losses on its outstanding foreign currency loans and the outstanding unsecured loans secured by the company from its related parties within the promoter group for stabilization of the new project at Krishnagiri, Tamil Nadu
- ## The improvement in the ratio is primarily attributable to improved EBITDA performance during the year. However, the Company has also availed unsecured loans, resulting in higher finance costs on account of additional borrowings.
- ### The Ratio is adversely impacted by the losses incurred by the company primarily due to the losses on account of foreign currency exchange losses on its outstanding foreign currency loans leading to further reduction in shareholders fund in current year. Further, due to increase in consumption of raw material on account of increase in sales in current year as compared to previous year.
- (iv) No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 (43 of 1988) and the rules made thereunder.
- (v) As per information available with the Management, the Company does not have any transaction with companies struck off under Section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- (vi) 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 person(s) or entity(ies) 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.
- (vii) There was no charge or satisfaction, which is yet to be registered with concerned Registrar of Companies, beyond the period permitted under the Companies Act, 2013.
- (viii) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- (ix) There's no transaction which has not been recorded in the books of accounts and disclosed or surrendered as income during the year in the tax assessments under the Income Tax Act, 1961.
- (x) The Company is in compliance with the regulation as to the number of layers of companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restoration on number of Layers) Rules, 2014.
- (xi) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- (xii) 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.
- (xiii) No loans and advances in nature of loans have been granted to Promoter, KMP, Director and related parties during the year.

Note: Signatories to Note 1 to 41

For and on behalf of the Board of Directors

Ashok Chaturvedi
Chairman
DIN - 00023452

Rahul Razdan
Whole -time Director & CEO
DIN - 09290572

For **MJMJ & Associates LLP**
Chartered Accountants
Firm Registration No 027706N/C400013

Himanshu Luthra
Company Secretary
Place : Noida
Dated : 19th May, 2026

Shekhar Tiwari
Chief Financial Officer

Manish Jain
Partner
Membership No 510945

NOTES

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